[251V: Incorporates alterations of 6/9/2010] [D2010/5007]

*(replaces 17/5/2004 version)*

Master Builders Association of the Northern Territory trading as Master Builders Northern Territory

I CERTIFY under section 161 of the Fair Work (Registered Organisations) Act 2009 that the pages herein numbered 1 to 25 both inclusive contain a true and correct copy of the registered rules of the Master Builders Association of the Northern Territory trading as Master Builders Northern Territory.

 DELEGATE OF THE GENERAL MANAGER

 FAIR WORK AUSTRALIA

Rules of the Master Builders Association of the Northern Territory trading as Master Builders Northern Territory

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CONSTITUTION

OF THE

MASTER BUILDERS ASSOCIATION OF THE NORTHERN TERRITORY TRADING AS

MASTER BUILDERS NORTHERN TERRITORY

## 1 - INTERPRETATION

In the interpretation of this Constitution, and any By-Laws made hereunder the following words and expressions shall have the meaning hereinafter specified unless the context otherwise requires:

(a) "Association" means Master Builders Association of the Northern Territory trading as Master Builders Northern Territory.

(b) "Association's Office" means the registered office for the time being of the Association.

(c) "Council" means the Council as provided for under Rule 12.

(d) "General Manager" shall mean the person appointed in accordance with Rule 17 and shall also include any other person acting as General Manager from time to time in accordance with such rule.

(e) "Member" shall mean any person who has been admitted to membership in accordance with Rule 5 and Rule 6, and shall not include Life Member or Honorary Member, for whom specific provision is made. "Financial member" shall mean a member not being in default pursuant to Rule 28.

(f) "Person" shall include partnerships, associations, corporations, incorporated or unincorporated bodies, trustees, companies or any body duly registered under the Corporations Law or similar Act of the Commonwealth or any State therein, societies, agencies, or other organisations or businesses thereof.

(g) "Register" shall mean the Register required by Rule 10.

(h) "This Constitution" includes any By-law properly made hereunder for carrying out the provisions of this Constitution.

(i) "Turnover" shall mean the gross amount received for labour, materials, goods, services and sub-contracts, or the value thereof, in all phases of building and construction, civil engineering works, excavation work, demolition work and the like, whether under written contract or not, and shall include amounts paid to other contractors but shall be restricted to amounts derived from operations in the Northern Territory.

(j) "Year" shall mean a calendar year, and "financial year" shall mean the period from 1st July in any calendar year to the 30th June in the succeeding calendar year.

(k) Words importing the singular number include the plural number and vice versa.

(l) Words importing the masculine gender include the feminine and neuter gender.

## 2 - NAME OF ASSOCIATION AND INDUSTRY CONCERNED

The Association shall be known as Master Builders Association of the Northern Territory trading as Master Builders Northern Territory, and is formed by employers in the building and construction industry for the purpose hereinafter set out.

## 3 - REGISTERED OFFICE

The registered office of the Association shall be at 191 Stuart Highway, Darwin, or at such other place in the Northern Territory as the Council may from time to time determine.

## 4 - OBJECTS

The Association is formed for the following purposes:

(a) To promote the interests of the building and construction industry in the Northern Territory;

(b) To safeguard the interests of its members in their regular business and such activities are are ancillary to the building and construction industry;

(c) To protect its members against injustice or oppression in the fair and proper execution of such works as they may undertake from time to time to carry out;

(d) To establish a code of ethics and good business practice amongst members;

(e) To take an active part in assisting or opposing such public movements as may appear likely to affect its members' interests in the carrying on of their business;

(f) To secure to its members all the advantages of unity of action in any lawful manner whatsoever;

(g) To discuss and consider matters affecting the said industry and to collect and disseminate such information relating thereto as may be calculated to be of use to members, the building and construction industry and the public generally;

(h) To affiliate with, or enter any alliance with any organisation, firm, or like, either within the Commonwealth of Australia or overseas having objects similar to or calculated to benefit members generally and to acquire shares and interests in or lend money upon debentures or otherwise to such, and to appoint representatives to such;

(i) To adopt whatever procedure that may be considered desirable in the interests of members and in the maintenance of private enterprise;

(j) To maintain and improve conditions of contracts, forms of agreement, conditions of tendering and the like and to enter into agreements with the Royal Australian Institute of Architects or similar bodies, public authorities, Commonwealth and Northern Territory authorities and lending institutions;

(k) To give assistance to any member of the Association charged with a breach of any law, regulation, or award, involving a question of principle or of an established custom affecting members of the Association generally;

(l) To secure and improve favourable trade relations with all public authorities, manufacturers, suppliers or distributors of goods, materials, and/or services either within Australia or abroad;

(m) To maintain and improve the relations of members with their employees and the registered organisations or registered unions of such employees;

(n) To act as an organisation and/or industrial union of employers and/or trade union under the Laws of the Commonwealth of Australia and its Territories;

(o) To bring any industrial dispute or claims relating to industrial matters before the appropriate tribunal established by the Laws and to represent the interests of employers in all sections of the building and construction industry or an industry auxiliary or special to the building and construction industry before courts, boards, conciliation committees, other tribunals or other bodies, and at conferences with organisations of employers and other bodies of employees or employers;

(p) To enter into agreements with members' employees and/or their representatives relative to the terms and/or conditions of employment;

(q) To support a practical system of apprenticeship and other forms or systems of skill training combined with technical education;

(r) To encourage and preserve by every means skill in the industry, and to establish or contribute to bursaries, scholarships or prizes for skill training purposes;

(s) To form Divisions and Sections of the Association in any part of the Territory and to make By-Laws for the management of such Divisions and Sections;

(t) To establish or assist in the establishment of technical and statistical libraries;

(u) To support all forms of education and especially technical colleges or universities and to establish or contribute to bursaries, scholarships or prizes for educational purposes;

(v) To purchase, take or lease, or license, or hire, or otherwise acquire, real or personal property of any kind in furtherance of the objects of the Association and to sell, exchange or otherwise dispose of any real or personal property on such terms as may be considered expedient, and in such manner as is provided in this Constitution;

(w) To construct, maintain and alter buildings, works, plant and machinery necessary or convenient for the purpose of the Association, and to afford facilities to its members for the conduct of their business (other than office accommodation) and means for their relaxation;

(x) To raise money by any means lawful, whether specially provided for by this Constitution or not, to further any of these objects;

(y) To raise funds by means of subscriptions, fees, donations and levies from or on members or otherwise, and impose fines on members, for all purposes and objects of the Association in such amounts and in such manner as is provided in this Constitution;

(z) To pursue each object hereinbefore set forth and exercise every power set forth in the Corporations Law though each such object or power were a separate principal object of the Association and none of such objects or powers shall be deemed subsidiary or ancillary to any other object or power of the Association and to the extent that any power set forth in the said Corporations Law is therein expressed to be restricted by

 reference to the business of the Association or in any other way whatsoever than to the fullest extent to which the same may be lawful such power shall be varied so that no such restriction shall apply to the Association and such unrestricted power shall be a separate principal object of the Association. Where the words "the company" in any powers in the said Corporations Law refer to the company having such powers the words "the Association" shall be deemed to be substituted therefor;

(aa) To do all such lawful things as may appear to be incidental or conducive to the beforementioned 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.

## 5 - MEMBERSHIP

(a) Subject to sub-rule (b) hereof the Association shall consist of an unlimited number of persons who:

 (i) employ any workers in the operation or administration of a business or

 (ii) are engaged (other than as employees) in carrying on a business

 in the building and construction industry or any specialised section or trade thereof (including but not limited to general building, house building, civil construction, metals construction, mechanical construction, electrical construction, concrete construction, plumbing contracting, painting contracting, electrical contracting, earthmoving, demolition work and the manufacture, sale or supply of materials connected with any of the foregoing operations).

(b) In order to be eligible for membership of the Association a person must satisfy the Council that such person has adequate technical and administrative qualifications to carry on business in the building and construction industry and conducts a reputable business.

(c) There shall be the following special classes of membership:

 (i) Life Members - who shall be those natural persons whom the Council may desire to elect as such in recognition of exceptional services rendered to the Association or the industry. A person elected as a Life Member who is eligible for membership of the Association shall be exempt from the payment of the annual subscription to the Association but shall retain all the rights and privileges of a financial member. A person elected as a Life Member who would not otherwise be eligible for membership of the Association shall be exempt from the payment of the annual subscription but shall not be eligible to vote or hold office in the Association.

 (ii) Honorary Members - who shall be those natural persons whom the Council may invite because of exceptional service to the Association or the industry to accept Honorary Membership and shall elect accordingly. Honorary Members shall be entitled to attend all meetings of the Association, to receive the Association's official magazine and to make use of such recreational facilities as may be provided. An Honorary Member shall, unless he is the nominated representative of a member, not be eligible to hold any office in the Association nor vote on any matter other than those of a social nature.

## 6 - ADMISSION OF MEMBERS

(a) The members whose names appear in the Register as at the date of adoption of this Constitution shall be deemed to have fulfilled the requirements of this rule and of any rule relating to the qualification of and admittance of members.

(b) Application for admission to membership shall be made in writing in a form approved by the Council. This form shall include an explanation of the financial obligations arising from membership and the circumstances and manner in which a member may resign from the Association. Each application shall be accompanied by the annual subscription for the first year of membership.

(c) Where a firm, company or organisation makes application for admittance as a member of the Association such firm, company or organisation shall at the same time nominate an individual person or persons as provided in rule 7 to represent such firm, company or organisation. A person so nominated shall be a partner, director, trustee or executive of such firm, company or organisation.

(d) All applicants for membership shall nominate the Sector, and Division of the Association (if applicable), in which he wishes to be registered and the Council shall register such Sector and Division in the Register of Members for the purposes of Rule 12.

(e) Upon receipt of an application fulfilling the requirements of (b) hereof, the General Manager shall acknowledge receipt of the same to the applicant and then cause knowledge of the application to be made available to all members and make such inquiry regarding the applicant as the Council may from time to time direct.

(f) When such inquiry as is practicable is complete the General Manager shall submit the application form and the result of his inquiry to the Executive which shall admit to membership, defer or reject the application.

(g) The Executive shall admit the applicant to membership unless it is satisfied that such applicant -

 (i) has not established that he is eligible to become a member of the Association in accordance with Rule 5(a), or

 (ii) being a natural person, is of general bad character, or

 (iii) is a body corporate whose constituent documents make provisions inconsistent with the purposes for which the Association was formed.

(h) When the Executive has made a final decision to defer or reject an application for membership, then the General Manager shall notify the applicant by post of such decision.

(i) In the case of rejection the fees lodged with the application shall be refunded.

(j) Where an applicant has been admitted to membership, the General Manager shall forthwith by post, advise the applicant accordingly and at the same time forward him a copy of this Constitution, together with a summary of the Policy of the Association and the Association's Codes.

(k) The details of the applicant shall then be entered in the Members Register.

## 7 - DUTIES, RESPONSIBILITIES AND WITHDRAWAL OF REPRESENTATIVES

(a) A member being a firm, partnership, company or organisation shall be represented in the Association by an individual person or persons nominated by it. A person so nominated shall be a partner, director, trustee or executive of such firm, company or organisation.

(b) Every such member shall nominate at least one and not more than two representatives. Each nominated representative shall be given all the rights and shall assume all the obligations under this Constitution of the member he represents. Provide however, that no member in its own right including the rights of its representatives shall have more than one vote.

(c) The person nominated as a representative of a member shall be responsible in all respects for his acts and omission to the Association under this Constitution in so far as such acts or omissions are directly or indirectly related to or incidental to the business operations of the member.

(d) The member shall be liable for the acts and omissions to the Association under this Constitution by its representatives in so far as such acts or omissions are directly or indirectly related to or incidental to the business operations of the member.

(e) A member may withdraw the nomination of any representative by written notice to the General Manager. The General Manager shall report the matter to the Council for record. In the event of the representative to be withdrawn being the sole representative then a new representative shall be nominated at the same time as the notice of withdrawal is given.

## 7A - TRANSFER OF BUSINESS

Within 14 days after:

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

(b) a person who is not a member of the Association succeeds to the business or part of the business of a member of the Association

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

## 8 - RESIGNATION OF MEMBERS

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

(B) A notice of resignation from membership of the Association takes effect:

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

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

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

 whichever is later; or

 (b) in any other case:

 (i) at the end of 2 weeks after the notice is received by the Association; or

 (ii) on the day specified in the notice;

 whichever is later.

(C) A notice delivered to the General Manager shall be taken to have been received by the Association when it was delivered.

(D) A notice of resignation that has been received by the Association is not invalid because it was not addressed to and delivered to the General Manager.

(E) 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.

## 9 - TERMINATION OF MEMBERSHIP

(a) The membership of any member shall cease and determine upon the happening of any of the following events, viz:

 (i) The resignation of such member under Rule 8;

 (ii) The death of such member;

 (iii) If such a member is duly declared or certified according to Law as an insane or incapable person;

 (iv) The expulsion from membership of such member in accordance with Rule 29 or Rule 33;

 (v) If such member being a company or unincorporated body, shall be dissolved.

 (vi) If such member ceases to be eligible to be a member of the Association under the conditions of eligibility. Upon ceasing to be eligible such member will be notified in writing by the General Manager of this fact.

(b) Immediately upon becoming aware of any such event the Treasurer shall cause such member's name to be removed from the Register and termination of its membership shall operate from the time of the removal of its name from such Register.

(c) No member shall -

 (i) being an individual person have his estate sequestrated in bankruptcy, or assign his estate for the benefit of his creditors generally;

 (ii) being a firm or partnership have its estate or the estate of each of its members sequestrated in bankruptcy or assign its estate or the estate of each of its members for the benefit of the creditors generally of such firm or partnership:

 (iii) being a company go or be placed in liquidation or be wound up pursuant to any resolution or order;

 (iv) transfer control or management of the business or business affairs of the member to a receiver or receiver/manager.

 Execpt in cases in which the Council shall otherwise decide, the membership of any member shall cease and determine upon the happening of any of the foregoing events.

(d) Immediately upon becoming aware of the happening of any of the events mentioned in the last preceding sub-rule, the General Manager shall request from such member in writing and such member shall cause to be furnished to the General Manager within 21 days the following information in writing:

 (i) the circumstances of and leading up to the happening of such event;

 (ii) a certificate or report from the Official Receiver or Trustee (in the case of an individual person, a firm or a partnership) or from the Liquidator or Receiver and/or Manager (in the case of a company) that all creditors of such member as at the date of the happening of such event are expected to be paid in full; and

 (iii) if so desired by such member, a request that its membership be not terminated in consequence of such event.

 The General Manager shall submit the information referred to under (i) and (ii) and, where received, under (iii) above to the first regular meeting of the Council after the receipt thereof. The Council shall thereupon decide whether the membership of such member shall cease and determine as aforesaid, or may continue either unconditionally or subject to compliance with such conditions as the Council may think fit to impose.

 In the case of such member's default to supply or cause to be supplied the information referred to in (i), (ii) and (iii) above within 21 days of the General Manager's request, the Council shall deal with the matter in the absence of the same.

## 10 - REGISTER

(a) The Treasurer shall cause to be kept and maintained in one or more books, or in a commercial system, a Register of all members of the Association in strict alphabetical order and each individual entry shall show not less than the following particulars:

 (i) The name and postal address of such member;

 (ii) The date upon which such member was accepted by the Executive;

 (iii) The names of each representative of such member where applicable;

 (iv) The Division of the Association of which it is a member where applicable;

 (v) The Sector of the Association of which it is a member;

 (vi) The date upon which the member ceased to be a member;

 (vii) Wherever the membership of any member is terminated as provided in Rule 29 or Rule 33 hereof the Treasurer shall forthwith cause such termination to be recorded in the Register.

(b) Each member shall forthwith notify the General Manager, acting on behalf of the Treasurer, of any change in its postal address and change of business name or structure.

##  11 - OFFICE-BEARERS, EXECUTIVE COMMITTEE AND THEIR POWERS AND DUTIES

(a) Office-bearers:

 The office-bearers of the Association shall be the President, Vice-President and Treasurer all of which positions shall be honorary. They shall carry out such duties individually as are provided in this Constitution and as may be delegated to them by the Council.

(b) The Office-bearers shall be elected annually and each shall hold office for a term of one (1) year and shall be eligible for re-election.

(c) President:

 The President shall be the Association's chief executive officer and shall preside at all meetings of the Council, the Executive Committee and all Association General Meetings whether special or otherwise. He shall have all the authority usually vested in the Chairman of any meeting.

 He shall keep order and direct the manner of debate upon all questions introduced and determine what questions shall be discussed, and in what order questions shall be introduced, and shall have the right to vote on all questions.

 The President shall have the power to cause any meeting of the Association, its Council and its Committees to be convened. He shall have power to cancel and appoint other dates of meetings. He shall have power to delegate his authority and to direct the General Manager and to suspend the General Manager from office as provided in Rule 17. He shall carry out such additional duties as may be delegated to him by the Council or an Annual or Special Meeting of the Association.

(d) Vice-President:

 In the absence of the President, the Vice-President shall act as and have rights and powers of the President. He shall carry out such duties as may be delegated to him by the President, the Council or a General Meeting of the Association.

(e) The Treasurer:

 The Treasurer shall keep and maintain the Register of the members of the Association, collect all subscriptions, fees, levies, dues or other liabilities payable to the Association by members or otherwise and keep and maintain books of account as may be required by law and be responsible for the safe custody thereof. He shall ensure that all accounts due by the Association are certified as correct for payment, shall see that the General Manager causes all moneys belonging to the Association to be paid to the credit of the Association without undue delay in a bank authorised by the Council. He shall certify as correct the Association's balance sheets and Financial Statements and such other financial returns as may be required by law.

(f) Executive Committee:

 (i) The Executive Committee shall consist of the Office Bearers and three other members of the Council elected to the Executive Committee at the first meeting of Council following each Annual Meeting.

 Provided that any Past President at the invitation of the Council may attend meetings of the Executive Committee without any power to vote or to move any motions at such meetings.

 (ii) The Executive Committee shall carry out such duties as may be delegated to them by the Council and may, in cases of emergency, take such action as may be deemed necessary in the interests of the Association.

 Provided that such action shall be reported to the next meeting of the Council.

 Meetings of the Executive Committee shall be called by the President. Three members shall form a quorum at the Executive Committee Meetings.

 (iii) Each member of the Executive Committee shall attend meetings of the Executive Committee and shall carry out such duties as may be delegated to him by the Council, the Executive Committee, or the President.

## 12 - COUNCIL

(a) The management of the Association shall be vested in the Council.

(b) The Council shall consist of a President elected in accordance with Rule 13(b)(i) and members elected in accordance with the following procedures.

 Ten members shall be Sector Councillors elected by members of Sectors from members of their own Sectors nominated by members of those Sectors in accordance with the following schedule:

 General Contracting Sector 2 Councillors

 Housing Sector 2 Councillors

 Civil/Engineering Sector 2 Councillors

 Supply/Manufacturing Sector 2 Councillors

 Specialist Contracting Sector 2 Councillors

 In addition eight general Councillors shall be elected by members of the Association from nominations received from all members.

 In addition the Chairman of each Division of the Association shall by virtue of his office be a member of Council.

(c) Subject to these rules and to any resolution of an annual or special meeting of members the management of the business and control of the Association shall be vested in the Council which may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not expressly directed or required to be exercised or done by the Association in an annual or Special Meeting and the Council shall have the power from time to time to make and to alter, vary, and rescind, By-Laws for carrying out the provisions of this Constitution, to put into effect the powers and authorities thereby vested in the Council, for regulating the conduct and proceedings of the Association and of the 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 this Constitution or required to be done by the Association in an Annual or Special Meeting.

 Each member of the Council shall attend meetings of the Council and shall carry out such duties as may be delegated to him by the Council or the President.

(d) Any instrument required by law to be under seal shall be executed by such persons as the Council may appoint and shall be under the seal of the Association.

## 13 - ELECTION OF COUNCIL, OFFICE-BEARERS AND EXECUTIVE COMMITTEE

(a) Members of the Council other than the President shall hold office for a term of one year from the date of the Annual Meeting immediately following their election and shall be elected as follows:

 Sector Councillors shall be elected by members of the Sectors named in Rule 12(b) in accordance with the procedure referred to in Rule 24(c).

 The Chairman of each Division shall be elected by members of that Division in accordance with the procedure referred to in Rule 23(b).

 The general Councillors shall be elected by members of the Association as follows:

 (i) no later than the 1st day of August the Returning Officer shall forward to each member entitled to vote a notification of the Councillors to be elected and a request for nominations, and shall state that nominations close not later than 28 days before the Annual Meeting.

 (ii) it shall be competent for any member to nominate in writing any other member to the office of Councillor in accordance with Rule 12.

 (iii) if only the required number of nominations to fill the offices is received the Returning Officer shall forthwith declare the persons so nominated elected unopposed.

 (iv) if more than the required number of nominations is received the Returning Officer shall conduct a secret postal ballot in accordance with Rule 13(d).

 (v) if less than the required nominations have been received in accordance with 13(a)(ii) above the Returning officer shall declare each such nominee elected.

 The remaining vacancies shall be filled by an election by Councillors at the meeting of the Council following the Annual Meeting in accordance with the provisions of Rule 15.

(b) The President, other office bearers, and other members of the Executive Committee shall be elected in the manner hereinafter prescribed by and from the members of the Council:

 (i) President - the President shall be elected annually. Prior to 1 July each year the Returning Officer shall invite from Councillors written nominations of Councillors for the office of President. Each nomination shall be in a form determined by Council from time to time, and shall be proposed by a Councillor and supported by the signed consent of the nominee. Such nominations shall be in the hands of the Returning Officer by 4.00 p.m. on the 10th day prior to the August meeting of the Council in that year. In the event of only one valid nomination being received then the person so nominated shall be declared President elect at the August meeting of the Council in that year. In the event of more than one nomination being received then a secret ballot of all Councillors present at the August meeting shall be conducted as provided in this Rule. In the event of no nominations being received at the said closing date for nominations the Returning Officer shall report the fact to the August Council meeting when it shall be competent for the said Council to elect from the Council so assembled one of their number to the vacancy. The Returning Officer shall call for nominations to fill the vacancy and such nominations shall be valid only after the candidate has signified his acceptance.

 The President elect shall not be required to contest any further ballot for election to the Council but shall be deemed to have been elected. The President elect shall be installed in office as President at the Annual Meeting by the Retiring President.

 Such installation shall be the last item on the agenda.

 (ii) Vice-President, Treasurer and other members of the Executive Committee - these persons shall be elected annually and such election shall take place at the first meeting of the Council following the Annual meeting in each year.

 (iii) In relation to all elections for office bearers and members of the Executive Committee for which nominations are called at a meeting the Returning Officer shall call for nominations from those present to fill the vacancies. Such nominations shall only be valid after the candidates have signified their acceptance of the nominations. Provided always that a Councillor who is not present at the said meeting and who has obtained leave of absence and has indicated his willingness in writing to the Returning Officer to accept a nomination prior to the meeting, may be duly nominated and his nomination accepted as if he were present at the meeting. If only the required number of valid nominations are received for any office or offices then the candidate or candidates shall be declared elected.

 If more than the number of nominations required to fill any office or offices is received then an election shall be taken by a secret ballot of all Councillors then present and shall be conducted as provided in sub-rule (e) hereof.

(c) The Returning Officer for any election conducted under this Rule shall be appointed by the Council, always providing that the person so appointed shall not be the holder of any other office in, and shall not be an employee of the Association or any Sector or Division thereof.

(d) Should any ballot for members of the Council be required it shall be conducted in the following manner:

 The Returning Officer shall:

 (i) Permit any duly nominated candidate to appoint any member of the Association his scrutineer to represent him at the election. The scrutineer shall be entitled to observe the form and distribution of ballot papers, the collection of ballot papers on their return, the admission and counting of votes, the conduct of the determination of the election and the declaration of the ballot. It shall be the duty of the scrutineer to protect the interests of the candidate he or she may represent and bring to the attention of the Returning Officer any matter that he or she considers irregular. A scrutineer shall not interfere or attempt to influence voters, shall not remove, mark, alter or deface ballot papers, and must observe all lawful directions of the Returning Officer.

 (ii) Inspect the nominations of candidates and satisfy himself so far as he reasonably can that such nominations are regular and valid.

 (iii) Prepare or cause to be prepared a sufficient number of ballot papers for the voting members upon which ballot papers the names of the duly nominated candidate shall appear in alphabetical order. The roll of voters for the ballot is to be closed 7 days before the day on which nominations for the election open.

 (iv) Within ten days after the closing date for nominations forward by pre-paid post to every member entitled to vote at the election, a ballot paper which the Returning Officer shall have previously initialled, together with a declaration envelope and a prepaid envelope both in the form prescribed by the Workplace Relations (Registration and Accountability of Organisations) Regulations 2003. The last mentioned envelope shall be addressed to the Returning Officer at an address arranged by him for the return of the completed ballot paper without expense to the voter.

 (v) Direct each voting member to strike out on the ballot paper the name of each candidate for whom he does not desire to vote and thereafter to so fold the ballot paper so that the mark thereon is not visible until unfolded.

 (vi) Advise all voters of the closing date for the receipt of the return ballot papers.

 (vii) Arrange for a suitable postal box or other receptacle to which ballot papers may be returned 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.

 (viii) After the appointed closing date supervise the scrutiny of votes.

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

 (x) At the conclusion of the count certify the result of such ballot to the General Manager who shall declare the successful candidates duly elected at the Annual Meeting.

 A member who is entitled to vote, who will be absent during the period of the election may apply for an absent vote by lodging with the Returning Officer prior to the distribution of the ballot papers, a written request for an absent vote together with an address at which he can receive communications. The Returning Officer shall forward a ballot paper to the address so specified and shall notify the member of the closing date for an absentee vote to be lodged.

(e) Should any ballot for office bearers or other members of the Executive Committee as provided for under this Rule be required it shall be conducted in the following manner:

 The Returning Officer shall

 - Permit any duly nominated candidate to appoint any member of the Association his scrutineer to represent him at the election. The scrutineer shall be entitled to observe the form and distribution of ballot papers, the collection of ballot papers on their return, the admission and counting of votes, the conduct of the determination of the election and the declaration of the ballot. It shall be the duty of the scrutineer to protect the interests of the candidate he or she may represent and bring to the attention of the Returning Officer any matter that he or she considers irregular. A scrutineer shall not interfere or attempt to influence voters, shall not remove, mark, alter or deface ballot papers, and must observe all lawful directions of the Returning Officer.

 - Inspect the nominations of candidates and satisfy himself so far as he reasonably can that such nominations are regular and valid.

 - Prepare or cause to be prepared a sufficient number of ballot papers as there are Councillors present in person or by proxy upon which ballot papers the names of the duly nominated candidates shall appear in alphabetical order.

 - Supply to each Councillor present one ballot paper which the Returning Officer shall have previously initialled.

 - Direct each Councillor to strike out on the ballot paper the name of each candidate for whom he does not desire to vote and thereafter to so fold the ballot paper so that the marking thereon is not visible until unfolded.

 - Collect the folded ballot papers and, subject to rule 14, ensure that no person returns more than one ballot paper.

 - Admit ballot papers properly marked and count the votes thereon indicated.

 - At the conclusion of the count declare to the meeting the candidate or candidates as the case may be receiving the majority of votes elected. In case of a tie between candidates draw lots.

## 13A - DEFECTIVE NOMINATIONS

If the Returning Officer finds a nomination to be defective he shall, 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 not less than 7 days after being so notified.

## 14 - PROXIES

Any member who is absent from any meeting of the Council or any Annual Meeting of the Association or any Division or Sector thereof may appoint any other member present at such meeting his proxy to vote on his behalf at any such meeting.

The instrument appointing the proxy shall be in writing and may be in any common or usual form used for the appointment of proxies and shall be in the hands of the Chairman of the meeting prior to the holding of any poll or ballot or else such instrument of proxy shall not be treated as valid.

##  15 - CASUAL VACANCIES - OFFICE BEARERS AND COUNCILLORS

Any casual vacancy in the Council or in the office of any office-bearer shall be filled by an election by Councillors at the Council Meeting following the creation of such vacancy.

A vacancy in the office of a Sector Councillor must be filled by the election of a member of the Sector in respect of which the vacancy has occurred. A vacancy in the office of a Divisional Chairman must be filled by the election of a member of the Division in respect of which the vacancy has occurred.

Provided that notice is given in the notice of meeting that such an election is to be held.

The election shall be conducted in accordance with the procedure set down in Rule 13(e).

Provided that any vacancy shall be filled by Council only after all members are notified of the vacancy and given 14 days in which to advise the General Manager of their availability for election by Council.

## 16 - COMMITTEES

(a) The Council may appoint 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 and report to the Council on such matter. The Council shall review the personnel and function of all Committees so appointed at the first meeting of the Council following the Annual Meeting each year and shall re-appoint such Committees as it deems necessary at such meeting.

(b) The number of members appointed to such committees, the quorum necessary for meetings, the frequency of committee meetings and such other details of the operation of such committees as are deemed necessary to be regulated shall be determined by Council.

## 17 - GENERAL MANAGER

(a) The General Manager shall be an employee of the Association and shall be appointed by the Council.

(b) All conditions of employment and remuneration shall be determined by the Council.

(c) The General Manager shall be responsible to the Council but subject thereto shall act entirely under the direction of the President, or in the absence of that officer then the Vice-President.

 The President shall have the power to suspend the General Manager from duty for misappropriation of the funds of the Association, a substantial breach of the rules of the Association or gross misbehaviour or gross neglect of duty. In such case the President shall immediately convene a meeting of Council to consider the suspension. The Council shall have the power to dismiss the General Manager if it resolves that the charges are proven. The General Manager shall be given notice of the charge and the meeting and shall have the opportunity to appear before the Council to defend himself.

(d) The General Manager shall be the Association's Chief Administrative Officer. He shall be the Public Officer of the Association for all such purposes as may be required, and is the officer of the Association nominated by it to sue or be sued or to issue or accept legal process on behalf of the Association. He shall convene all meetings of the Association, the Council and Committees. He shall keep or cause to be kept a faithful record of the business transacted at all meetings of the Association, its Council and Committees. He shall conduct correspondence on behalf of the Association and except as directed by the President the same shall be conducted in his name. He shall prepare and furnish all notices and returns to be given by or on behalf of the Association under any law.

(e) The General Manager, subject to the direction of the Council, shall engage the staff of the Association. He shall have full charge and management of the Association's staff, and authority to delegate his powers and duties to such staff.

(f) The General Manager shall and is hereby authorised to (in a manner as may be directed by the Council) bring or defend, or cause to be brought or defended, any action, prosecution or complaint in any Court or Tribunal as may be established under any Industrial or Arbitration or any General Civil or Criminal Law of the Commonwealth or the Northern Territory.

(g) The General Manager shall carry out such other duties as may be required by this Constitution or as directed by the Council from time to time.

(h) In the event of the office of the General Manager becoming vacant for any cause, the General Manager shall have the power to appoint a person Acting General Manager, who shall hold that office until a new General Manager is appointed.

## 18 - ANNUAL MEETING

(a) An Annual Meeting of members shall take place not later than on 30th September of each year:

 Provided that such Annual Meeting shall take place not sooner than 14 days nor later than 28 days after the date on which the financial statements of the Association have been forwarded to members pursuant to Rule 31. At this meeting, the audited Balance Sheets and Revenue Statement shall be presented, together with a Presidential Report. The declaration of the result of the election of Councillors for the ensuing year shall be made by the General Manager.

(b) Such other business as the Council may refer to this meeting shall also be dealt with at the Annual Meeting; provided, however, that only that business which is clearly set forth on the notice of meeting shall be dealt with.

(c) At least seven days prior to the date of the Annual Meeting, the General Manager shall forward by prepaid letter post a circular to each member of the Association. Such circular shall request the member's

 attendance at the meeting and shall clearly set forth the business to be transacted.

(d) Ten (10) Full Members shall form a quorum at the Annual Meeting.

## 19 - SPECIAL MEETINGS

(a) A Special Meeting of members may be convened on the instruction of the President, the Council, by the General Manager as required by Rule 33, by requisition of three (3) councillors or requisition of ten (10) members of the association; provided that where a special meeting is requisitioned as before mentioned, such requisition shall be in writing and duly signed by each of the members concerned and shall clearly set forth the reasons for the requisition. A special meeting shall deal only with such special business as may be set forth in the circular referred to in the next sub-rule.

(b) Seven days prior to the date of the Special Meeting the General Manager shall forward by prepaid letter post a circular to each member of the Association. Such circular shall request the member's attendance at the meeting and shall clearly set forth the special business to be transacted.

(c) Where the business of a Special Meeting is to consider any subject upon which a notice of motion has not been submitted then any motion or motions submitted at the said Special Meeting shall be received and may be debated, but shall not be determined. Such motions shall be referred to a further Special Meeting to be convened within ten days of the date of their receipt and shall be clearly set forth in the circular convening the further Special Meeting.

 The further Special Meeting shall have power to determine the motions submitted to it. On being adopted, such motions shall become special resolutions and shall be acted upon. The provisions of this paragraph shall not apply when the Special Meeting is convened under Rule 33.

(d) In the event of a specific notice of motion being received for submission to any Special Meeting, then providing such notice of motion is clearly set forth on the circular convening such Special Meeting, then it shall be competent for the Special Meeting to determine such notice of motion without reference to a further Special Meeting. Upon being adopted such a resolution shall become a special resolution and shall be acted upon.

(e) A Special Meeting of members shall be the supreme authority of or in the Association.

(f) Ten (10) members shall form a quorum at any Special Meeting.

(g) A Special Meeting may by resolution (Notice of which has been given in accordance with this Rule) remove any office-bearer from such office if he is found to be guilty under the rules of the Association of misappropriation of the funds of the Association, a substantial breach of the rules of the Association or gross misbehaviour or gross neglect of duty or to have ceased according to these rules to be eligible to hold office. The office-bearer shall be given notice of the charge and the meeting and shall have the opportunity to appear before the Special Meeting to defend himself. In such case the resolution shall be passed by a majority of not less than three-fourths of the members present at such Special Meeting. Any vacancy occurring from the implementation of this Rule shall be filled as provided in this Constitution. For the purposes of this sub-rule, "Office-Bearer" shall include any Councillor.

## 20 - COUNCIL MEETINGS

(a) The Council shall meet as often as may be deemed necessary by the Council:

 Provided that the Council shall meet regularly at least on one day of at least five months in each year. In the case of an emergency or the appointed day being a public holiday, the President or, in his absence, a Vice-President, shall have the power to cancel the regular meeting and to appoint a date for another meeting.

(b) At all meetings of the Council the President shall be the Chairman, and in his absence the Vice-President. In the event of the President and Vice-President not being present the Council shall elect a Chairman from amongst Councillors present.

(c) At least five (5) days prior to the date of such meetings, the General Manager shall forward to each Councillor by prepaid letter post a notice requesting his attendance at such Council Meeting.

(d) Seven Councillors including at least three general Councillors shall form a quorum at Council Meetings.

## 21 - QUORUM

If a quorum for any meeting be not present twenty (20) minutes after the appointed time for the meeting to commence, then the Chairman may permit discussion on the business without resolution. He shall adjourn the said meeting to a date to be determined by the Chairman, and shall direct that members be notified

thereof, drawing attention to the fact that the prior meeting had adjourned for want of a quorum, and that, in the event of a quorum not being present at the adjourned meeting, the number of members entitled to vote present shall be the quorum required for the adjourned meeting to decide, determine or resolve the business.

## 22 - VOTING AT MEETINGS

(a) Every question submitted to any Annual or Special Meeting shall be decided in the first instance by a vote of the members present in person or by proxy in which case every member present in person or by proxy shall have 1 vote, and in the case of equality of votes the matter shall be decided in the negative. At any such meeting, unless a poll or ballot is demanded by 25 per centum of the members present, a declaration by the Chairman that a resolution has been carried and an entry to that affect in the Minute Book of the Association shall be conclusive evidence of the fact.

(b) If a poll or ballot is demanded as aforesaid it shall be taken in such manner and at such time and place as the meeting shall declare or in default of such declaration as the President shall appoint 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.

(c) When a poll or ballot is held each member shall be entitled to one (1) vote.

## 23 - DIVISIONS

(a) Divisions covering members of the Association in various geographic localities may be constituted within the Association by the Council if in the opinion of the Council it is in the interests of the members of the Association as a whole or of the members of the Association in the particular locality to do so, and the Council shall have power from time to time to make By-laws, not inconsistent with these Rules regulating the management and control of any Division so constituted.

(b) The members of each Division so constituted shall elect a Chairman in the manner prescribed in sub-rules (a) and (d) of Rule 13 mutatis mutandis for the election of a member of the Council. It shall be competent for any member of the Division to nominate in writing any other member of the Division as Chairman. The election shall take place before the Annual Meeting of the Division which shall be held before the Annual Meeting of the Association in each year. The Chairman so elected shall take office as a member of the Council of the Association at the Annual Meeting of the Association immediately following his election.

 The Chairman shall preside at all meetings of the Division and its committee, he shall keep order and direct the manner of debate upon all questions introduced and determine what questions shall be discussed, and in what order questions shall be introduced, and shall have the right to vote on all questions. He shall have the power to convene meetings of the Division and the Divisional Committee. A casual vacancy in the office of Divisional Chairman shall be filled by the Council of the Association in accordance with rule 15.

## 24 - SECTORS

(a) Sectors covering the various activities of the building and construction industry may be constituted within the Association by the Council if in the opinion of the Council it is in the best interests of the members of the Association who are engaged in the particular sector of the industry concerned to do so, and the Council shall have power from time to time to make By-laws not inconsistent with these Rules regulating the management and control of any Sector so constituted.

(b) The members of each Sector so established shall elect a Chairman at the annual meeting of the sector which shall be held before the Annual Meeting of the Association in each year. The Chairman shall retain his position until the annual meeting of the following year. The Chairman shall preside at all meetings of the Sector and its committee. He shall keep order and direct the manner of debate upon all questions introduced and determine what questions shall be introduced and shall have the right to vote on all questions. He shall have the power to convene all meetings of the Sector and the Sector Committee.

(c) The members of each Sector specified in Rule 12(b) shall elect two Sector Councillors to the Council of the Association. It shall be competent for any member of the Sector to nominate in writing any other member of the Sector to the office of Sector Councillor. The elections shall be conducted in the manner prescribed in sub-rules (a) and (d) of Rule 13 mutatis mutandis for the election of members of the Council and shall take place before the Annual Meeting of the Sector. The Councillors so elected shall take office at the Annual Meeting of the Association immediately following their election.

## 25 - FINANCIAL YEAR

The financial year of the Association shall commence on the 1st July in each year and end on the 30th June following.

## 26 - SUBSCRIPTIONS

(a) The Council shall determine from time to time the subscriptions, fees and levies which shall be payable by members and rules relating thereto. Such determination shall be published as a By-Law of the Association.

(b) For all new members a full annual subscription shall be lodged before admission. On admission the fee shall be charged and shall be adjusted on a monthly basis from the first day of the month of admission, and any balance remaining at end of that financial year shall be carried forward to the credit of the member in the following financial year.

## 27 - LEVIES, CONTRIBUTIONS

The Council may, from time to time, impose such reasonable levies or other contributions as are deemed advisable for the purpose of carrying on the work and objects of the Association. The decision to impose such a levy or other contribution may also exempt or exclude any member, group of members, or class of member from such levy or contribution. Such levies or contributions, as may be resolved, shall be due and payable as determined by Council and may be recovered, as provided in this Constitution.

## 28 - RECOVERY OF SUBSCRIPTIONS AND OTHER AMOUNTS DUE TO THE ASSOCIATION

(a) Any member failing to pay any moneys due by him under this Constitution within three (3) months of such moneys becoming due shall be notified by post of such default and at the same time the General Manager shall report his action to the Council. In the event of the said member so notified not having paid such moneys within thirty (30) days of the date of such notification, then the General Manager, unless previously notified to the contrary by Council, shall suspend all services to such member.

(b) In the event of no written explanation having been received from a member in default within thirty (30) days of notification under sub-rule (a) above the Council may forthwith terminate the membership of such member. The Council may, upon any termination of membership, direct that the moneys outstanding be recovered or be "written off" as a bad debt.

(c) In the event of a written explanation having been received from a member in default, the Council may, at its absolute discretion, extend the time for such member to meet his obligations by a period not exceeding three (3) months; during this period no services shall be made available to such member. At the expiration of the extended time if payment has not been made, the Council shall terminate the membership of such member.

(d) 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 or he otherwise ceased to be a member, 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.

## 29 - APPLICATION AND CONTROL OF FUNDS, PROPERTY

(a) The funds of the Association shall be applied to the maintenance of the Association and the furtherance of its aims and objects.

(b) The current funds of the Association shall be deposited in such banks or other financial institutions as the Executive Committee shall from time to time direct in the name of the Association. All moneys received shall be deposited in such banks or other financial institutions. Provided that an amount as may be determined from time to time by the Executive Committee shall be retained in cash in the Association's registered office for the purpose of petty cash.

(c) All payments shall be ratified by the Executive Committee. Unless Executive Committee otherwise directs, all cheques shall be signed by the employee directly responsible for maintaining the Association's accounts and counter-signed by either the General Manager or his deputy. In the event that the latter two are unavailable, then either the President, Vice President or Treasurer shall sign in addition to the employee mentioned.

(d) No member shall have by reason of his membership any transmissible or assignable interest in the property of the Association. On a member ceasing to be a member all his interest shall survive, accrue and belong to the other members of the Association for the time being.

## 30 - LOANS, GRANTS, DONATIONS

(a) No funds of the Association shall be used for the purpose of making a loan, grant or donation without the prior approval of the Council.

(b) The Council shall only approve such loan, grant or donation where it is satisfied that the making of such loan, grant or donation would be in accordance with these Rules. In the case of a loan, the Council, prior to approving such loan, shall satisfy itself that the arrangements for security for and repayment of the loan are adequate and satisfactory.

## 31 - APPOINTMENT OF AUDITORS AND AUDIT

(a) The Council shall, at a regular meeting following the Annual Meeting, appoint an auditor or auditors who shall be qualified pursuant to the legislation under which the Association is incorporated.

(b) The auditor or auditors so appointed shall hold office from the time of their appointment until the date of the first regular meeting of Council immediately following the Annual Meeting in the next ensuing year, at which time they shall retire with effluxion of time. The retiring auditor or auditors shall be eligible for re-appointment.

(c) In the event of a vacancy occurring for any reason in the position of auditor or auditors, then such vacancy shall be filled at the next regular meeting of the Council after the date of the vacancy occurring.

(d) The fees of the auditor or auditors shall be approved by the Council.

(e) The auditors shall conduct an annual audit after 30th June in each year, and shall report the result of their audit to the Treasurer and the General Manager. The General Manager shall, within 28 days of the auditors making such report, circulate the report with a copy of the Balance Sheet and all Revenue Statements to all members of the Association, following which these documents shall be presented at the Annual Meeting to be held pursuant to Rule 18.

(f) The auditors shall also certify all financial returns required by law and requiring certification by such law.

(g) The auditor or auditors shall, for audit purposes only, at all reasonable times have access to the books, minutes, and accounts of the Association and the Treasurer shall make same available, and the said auditor or auditors shall be entitled to examine the Office-Bearers, Councillors, General Manager and the employees of the Association with regard thereto, and to require such information or explanation as may appear necessary or proper, and may report from time to time to the Council with regard to such books and accounts.

## 32 - EXAMINING BOOKS, RECORDS AND ACCOUNTS

All persons having an interest in the funds of the Association who are desirous of examining or investigating or inspecting all or any books, lists of members of the Association, documents, or records (with the exception of turn- over declarations) on application to and with the authority of the Council, shall be permitted to have free access to the same for such purpose on any ordinary working day between the hours of 10 to 4 in the daytime, or at such times as may be arranged with the applicant and such inspection shall be at the Registered Office and in the presence of the Treasurer or such member of the staff of the Association as he may delegate to be present.

## 33 - DISCIPLINARY POWERS

(a) If it is brought or comes to the notice of the General Manager that any member:

 (i) has been convicted of a felony or of any misdemeanour or offence under any Act, regulation, ordinance or other law arising out of or in the course of the conduct of his business, or

 (ii) has acted or is acting in a manner which appears to be opposed or contrary to the objects or policy of the Association, or

 (iii) has committed or is committing a breach of this Constitution, or

 (iv) has engaged in or published or been party to or permitted or supported any untrue or misleading undignified or infamous communication statement advertisement signed document or paper either on his own behalf or as purporting to be on behalf of an officer or representative or member of the Association, or

 (v) if an office-bearer, ceases to be eligible to hold office;

 the General Manager shall furnish to the Council a report on the matters so brought or come to his notice at the first regular meeting of the Council thereafter or at a meeting of the Council convened for the purpose of receiving and considering such report. If the Council finds the allegations so reported to constitute a prima facie case for such member to answer the Chairman shall instruct the General Manager to inform such member and to furnish him with a copy or statement of the allegations and to summon him to appear before the Council on a day and at a time to be fixed by the Council to answer the allegations and the General Manager shall carry out such instructions.

(b) If a majority of the Councillors present at such Council Meeting shall decide and resolve that the member summoned to appear has been guilty of the conduct, act or acts alleged against him the Council may impose a fine upon such member of a sum not exceeding One Thousand Dollars ($1,000), may remove him from any office or from membership of any

 Committee, or may expel him from membership or may impose all or any of such penalties provided however that a resolution expelling such member must be passed by a three-fourths majority of the Councillors present at the meeting.

 Further provided that a person elected to office shall not be removed therefrom unless he has been found guilty, in accordance with the rules, of misappropriation of funds, a substantial breach of the rules, gross misbehaviour, gross neglect of duties, or has ceased according to the rules, to be eligible to hold the office.

 The member so dealt with may appeal to a Special Meeting of the Association against the Council's decision and resolution by lodging a notice of appeal with the General Manager within fourteen (14) days whereupon the General Manager shall convene a Special Meeting of the Association to hear and determine such appeal and the decision of such Special Meeting on such appeal shall be final and binding on such member. All fines shall go to the general funds of the Association and shall be paid to the Treasurer within seven (7) days after notice thereof shall have been given by registered letter to the person liable to pay the same.

(c) Should any such member fail to appear before the Council or a Special Meeting, as the case may be, when summoned to appear, then the Council or Special Meeting may proceed ex parte and such failure to appear without written excuse on the part of the member shall in itself be conduct which may be dealt with under this Rule.

(d) A summons to appear in accordance with this rule shall be served personally by the General Manager or by registered post, on the member concerned.

(e) If it is necessary to consider disciplinary action against a member who is a member of a Division, the Council may make By-Laws to allow its powers in this Rule to be exercised by a Committee of members located in that Division.

## 34 - MEMBER'S ASSENT TO CONSTITUTION

The Constitution of the Association shall be kept at the Association office. Every member on notification of his admittance to membership shall be forwarded, by post, a copy thereof and he shall be deemed to have assented thereto and agreed to be bound by them.

##  35 - INDEMNIFICATION OF MEMBERS, OFFICE-BEARERS AND EMPLOYEES

Every Office-Bearer, Councillor, member or employee 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 Office-Bearer, Councillor, member or employee of the Association may incur or become liable for by reason of any contract entered into, or act or deed done by him in the discharge of any duty in accordance with this Constitution.

## 36 - COMMON SEAL

(a) A Common Seal of the Association shall be made with the Association's name inscribed thereon.

(b) It shall be in the custody of the General Manager and shall not be used or affixed to any document except as authorised by the Council, and every document to which such Seal is affixed shall be countersigned by the President and General Manager, or the person or persons for the time being appointed by the Council to act in their stead.

## 37 - ASSOCIATION EMBLEM

(a) The Association Emblem shall be in a form determined by the Council.

(b) It shall be used on Association stationery and all Association publications. It may be used for publicity purposes by the Association. Its use or reproduction by members shall not be permitted.

## 38 - MEMBERSHIP EMBLEM

(a) The Association Membership Emblem shall be in a form determined by the Council.

(b) Its production or use by members of the Association shall only be permitted in accordance with guidelines established by Council.

## 39 - UNAUTHORISED USE OF ASSOCIATION SEAL OR EMBLEM

(a) Where any member makes reproduction of or use of the design of the Membership Emblem of the Association without the authority of the Council or of the Common Seal or the Association Emblem, then such member shall be guilty of a breach of this Constitution and shall be proceeded against under Rule 33.

(b) Where any person not being a member makes or causes to be made reproduction of or use of the design of the Common Seal of the Association, the Association Emblem or the Membership Emblem without the express written authority of the Council through the General Manager, then the General Manager shall seek legal advice on such steps as may be taken by law to prevent such unauthorised or improper reproduction or use and shall report such advice to the Council who may thereupon direct that such advice be given effect to.

## 40 - LEGAL ASSISTANCE

No member shall be entitled to legal assistance from the Association or assistance toward expenses of same unless the matter being litigated is one of principle which may affect other members. Provided that the Council (or if time does not permit the placing of the matter upon which assistance is sought before the Council, then in such case, the Executive Committee) shall determine whether or not legal assistance shall be afforded to such member. Provided always that assistance, legal or otherwise, shall not be available to any member whose difficulties are caused by departure from Association policy, advice, or use of a form of contract which has not been approved by the Council.

## 41 - LEGAL REPRESENTATION

The Association may be represented in any proceedings before any Court in defence of the trade interests of the members by any person or persons whom the Council or President may from time to time appoint.

## 42 - CONCILIATION AND ARBITRATION, AUTHORISED AGREEMENTS

(a) The Council (or if time does not permit the placing of the matter in dispute before the Council, then in such cause, the Executive Committee) may by resolution give the consent of the Association to the submission of an industrial dispute to conciliation and arbitration before the

 appropriate tribunal established by the Commonwealth law. Thereupon such dispute shall be so submitted and the Association may be represented therein by the General Manager or by such other person as may be determined by the Council (or if time does not permit the Executive Committee).

(b) No industrial agreement or other instrument shall be executed by or on behalf of the Association unless a regular or special meeting of the Council has passed a resolution to that effect, and in execution the Common Seal of the Association shall be affixed to such agreement or other instrument.

(c) Subject to the provision of any Award of any Court of Industrial Arbitration or other competent Industrial Tribunal the members of the Association shall observe any resolutions of the Association that may be made relative to the terms and conditions of employment of any tradesmen or labourers engaged by them in the building and construction industry and any Award, industrial agreement, or other instrument by which the Association is bound or to which it is a party.

## 43 - ANNUAL REPORT

The President shall cause an Annual Report to be prepared for presentation to the Annual Meeting.

## 44 - NOTICES

(a) Except where provided elsewhere in this Constitution a notice may be served by the Association upon any member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered address.

(b) Each member shall from time to time notify to the General Manager an address in the Northern Territory which shall be deemed his registered address for the purpose of this Constitution.

(c) Any notice sent by post shall be deemed to have been served on the second day following that on which the letter, envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and stamped and put into the post office. A certificate in writing signed by the General Manager that the letter, envelope or wrapper containing the notice was so addressed, stamped and posted shall be conclusive evidence thereof.

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

(e) Where a given number of days notice or notice extending over any other period is required to be given the day of service shall unless it is otherwise provided be counted in such number of days or other period.

## 45 - POLICY

(a) The policy of the Association on any matter may be determined by the Council, the Annual Meeting or a Special Meeting from time to time.

(b) Within seven (7) days of the determination of the Association's policy on any matter, the General Manager shall notify all members in writing of such determination and such determination shall be binding upon all members until such time as the determination is rescinded or amended.

## 46 - UNANIMITY AMONG MEMBERS

Should any member feel aggrieved in business by the action of another member, he is requested to lay the matter before the Council. The Council shall appoint a jury of four (4) experienced members to hear the complaint who, after hearing both sides, shall give a decision. Should any party be dissatisfied with the decision, the matter shall be placed before the Council which, after hearing both sides, shall give its decision, which shall be accepted by both parties as final. A member who fails to abide by the decision of the Council my be dealt with in accordance with Rule 33.

## 47 - ALTERATION TO CONSTITUTION

This Constitution may be amended, added to or replaced in the following manner:

(a) It shall be competent for any member, or group of members acting as a Committee appointed by the Council to give notice in writing of his or its request for an alteration to this Constitution, setting out in full the desired alteration and the reasons for the request.

(b) The Council shall then direct that the matter be referred to a Special Meeting. If three-quarters of the members present at such Special Meeting vote in favour of the proposed amendment, then this Constitution shall be amended accordingly; provided that such amendment is in accordance with any law under which the Association is registered.

(c) In the event of the adopted amendment not complying with the said law, then such refusal to register the said amendment under law shall be referred back to the Council, who shall have power to frame the proposed amendment in order that it shall comply with the said laws for registration.

(d) The amendment to this Constitution, upon registration, shall be advised to all members in writing by the General Manager.

## 48 - DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved or wound up only by resolution of a Special Meeting and thereupon if there remains after the satisfaction of all its debts and liabilities any property whatsoever the same may by special resolution be given a transference to some other Association, Corporation or Institution having objects wholly or in part similar to the objects of this Association or may be sold and the proceeds therefrom donated to the Division of Building Research, Council of Scientific and Industrial Research Organisation of Australia.

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