



## DECISION

*Fair Work (Registered Organisations) Act 2009*  
s.159 – Alteration of other rules of organisation

### **Master Builders Association of South Australia Incorporated** (R2010/115)

T. NASSIOS

MELBOURNE, 14 DECEMBER 2010

*Alteration of other rules of organisation.*

[1] On 27 October 2010 the Master Builders Association of South Australia Incorporated lodged with Fair Work Australia a notice and declaration setting out particulars of alterations to the rules of the Master Builders Association of South Australia Incorporated.

[2] The particulars set out alterations to Rules 2, 3, 6, 10, 11, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 27, 29 and 31 of the rules of the Master Builders Association of South Australia Incorporated.

[3] Rule 22 sets out the powers of the Chief Administrative Officer. In particular sub rule 22(5)(h) specifies that it is the Chief Administrative Officer's duty 'to prepare and furnish all notices and returns required to be given by or on behalf of the "ASSOCIATION"'.

[4] Although I am prepared to certify these alterations, this decision emphasises that sub rule 22(5)(h) cannot override statutory requirements regarding the lodgement of notices and returns with Fair Work Australia by an officer of the organisation. As the position of Chief Administrative Officer is not an office as defined under section 9 of the Fair Work (Registered Organisations) Act 2009, the Chief Administrative Officer does not have the power or authority to lodge notices and returns under the Fair Work legislation.

[5] The organisation provided written consent on 16 November 2009 for Fair Work Australia to correct typographical, clerical or formal errors found in the alterations under s159(2) of the Fair Work (Registered Organisations) Act 2009. Accordingly the following correction has been made:

In proposed rule 22(3) 'in his absence the a person' should be replaced with 'in his absence a person'.

[6] On the information contained in the notice, I am satisfied the alterations were made in accordance with the rules of the organisation.

[7] In my opinion, the alterations comply with and are not contrary to this Act, the Fair Work Act, modern awards and enterprise agreements, and are not otherwise contrary to law. I certify accordingly under subsection 159(1) of the Act.



DELEGATE OF THE GENERAL MANAGER  
FAIR WORK AUSTRALIA

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**From:** JORDON, Matthew  
**To:** ["Tom Earls"](#)  
**Subject:** R2010/115  
**Date:** Tuesday, 14 December 2010 3:59:00 PM  
**Attachments:** [Decision\\_R2010\\_115.pdf](#)  
[MBASAI - 006sfed \(14-12-10\) \(2\).pdf](#)

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Dear Tom,

I refer to your application lodged on the 27 October 2010. The delegate of the General Manager of Fair Work Australia has today signed the alterations. A copy of the certificate and the amended rule book is attached.

Kind regards,  
Matt

MATTHEW JORDON  
Tribunal Services and Organisations

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**MASTER BUILDERS ASSOCIATION OF SOUTH AUSTRALIA INCORPORATED  
CONSTITUTION AND RULES  
AMENDED ~~11 MAY 2004~~ AUGUST 2010**

**1. NAME OF ASSOCIATION AND INDUSTRY CONCERNED**

The Organisation shall be known as the “MASTER BUILDERS ASSOCIATION OF SOUTH AUSTRALIA INCORPORATED” and is established by Employers in the Building, Construction and Civil Engineering Industry for the purposes hereinafter set out.

**2. REGISTERED OFFICE**

The ~~registered office~~REGISTERED OFFICE of the “ASSOCIATION” shall be 47 South Terrace, Adelaide, South Australia, 5000 or at such other place as the “COUNCIL” may from time to time determine.

**3. INTERPRETATION**

In these “RULES”, unless the context otherwise requires:

- (1) “ASSOCIATION” means the organisation known as the “MASTER BUILDERS ASSOCIATION OF SOUTH AUSTRALIA INCORPORATED”.
- (2) “ASSOCIATION’S OFFICE” means the ~~registered office~~REGISTERED OFFICE for the time being of the “ASSOCIATION”.
- (3) “BUILDING AND/OR CONSTRUCTION WORK” means work or the management of work in the nature of the erection or construction of any building or structure or civil engineering project or the improvement, repair, alteration of or addition to any such building, structure or civil engineering project.
- (4) “BUILDING AND CONSTRUCTION INDUSTRY” or “Industry” means the industry of the “ASSOCIATION”.
- ~~(4)~~(5) “COUNCIL” means the Council as provided for in “RULE” 12.
- ~~(5)~~(6) “CHIEF ADMINISTRATIVE OFFICER” means the person ~~elected~~appointed in accordance with “RULE” 22 and shall also include any person acting as the “CHIEF ADMINISTRATIVE OFFICER” from time to time in accordance with the said “RULE”.
- ~~(6)~~(7) “FINANCIAL MEMBER” means a “MEMBER” not being in default in accordance with and as provided for in “RULE” ~~28~~27.
- ~~(7)~~(8) “FINANCIAL YEAR” means the financial year of the “ASSOCIATION” as provided for in “RULE” 24.
- ~~(8)~~(9) “MEMBER” means any ~~person, partnership or body corporate~~“PERSON” who has been admitted to Membership in accordance with “RULE” 6.
- ~~(9)~~(10) “PERSON” means and includes any sole trader, partnership or other unincorporated body and any body corporate whether incorporated pursuant to any Act of Parliament of the Commonwealth of Australia or Ordinance of any of its Territories or Act of Parliament of any State of the Commonwealth.
- ~~(10)~~(11) “POSTAL BALLOT” or secret postal ballot means a ballot for the purposes of which a ballot paper is to be sent by prepaid post to each person entitled to vote and facilities are to be provided for the return of the completed ballot paper by post by the voter without expense to him.
- ~~(11)~~(12) “PRINCIPAL CONTRACTOR” means a Contractor who undertakes to perform a contract for “BUILDING AND/OR CONSTRUCTION WORK” for an independent client or for himself.
- ~~(12)~~(13) “RELATED BODY CORPORATE” means a related body corporate as defined in the section 9 of the Corporations (South Australia) Act, 1990, 2001.

~~(13)~~(14) "REGISTER OF MEMBERS" means the Register of "MEMBERS" kept by the "ASSOCIATION" pursuant to these "RULES".

~~(14)~~(15) "RULE" or "RULES" means these Rules being the "Constitution and Rules" of the "ASSOCIATION".

~~(15)~~(16) "TURNOVER" shall mean the gross annual building and construction sales of a "MEMBER" in the course of conducting his business in the ~~industry:~~BUILDING AND CONSTRUCTION INDUSTRY.

~~(16)~~(17) Words importing the singular number shall include the plural number and vice versa.

~~(17)~~(18) Words importing the masculine gender include the feminine and neuter gender.

#### 4. OBJECTS

The objects for which the "ASSOCIATION" is formed are:

- (1) To promote ~~by all lawful and proper means~~ the interests of the ~~Industry of participants in the "ASSOCIATION":~~BUILDING AND CONSTRUCTION INDUSTRY in South Australia in particular, and throughout the Commonwealth of Australia and its Territories.
- (2) To safeguard ~~by all lawful and proper means~~ the interests of its "MEMBERS" ~~by all lawful means~~ in their regular business or such activities as are ancillary ~~theretoto~~ and in which they are engaged, either as principal, agent, contractor or consultant as defined at law in the Industry of the "ASSOCIATION"BUILDING AND CONSTRUCTION INDUSTRY.
- (3) To protect ~~and use all lawful means for the protection of~~ its "MEMBERS" ~~by all lawful means~~ in carrying out any "BUILDING AND/OR CONSTRUCTION WORK" and against injustice or oppression in the fair and proper execution and construction of ~~such~~ works as they may undertake from time to time ~~to carry on~~.
- (4) To establish, ~~promote and maintain a Code of Ethics and good business practice amongst its "MEMBERS", a Code of Ethics and good business practice amongst its "MEMBERS" and in the relationship between its members and those who engage their services or enter into agreements with them or members of the public generally in relation to or arising out of any "BUILDING AND/OR CONSTRUCTION WORK" the submission of tenders and the form thereof, written contracts and the form thereof and the methods of acceptance of tenders and publication of the same.~~
- (5) To secure, maintain and improve trade relations with all public authorities, manufacturers, suppliers or distributors of goods, materials, and/or services whether within Australia or abroad.
- (6) To maintain and improve relations between its "MEMBERS" and its "MEMBERS" employees and the registered organisations of such employees.
- (7) To support and carry out a practical system for the training of apprentices and other general technical education.
- (8) To encourage and preserve by every means professional and technical skill of the highest order and to support and arrange for the training of its "MEMBERS" or the employees of its "MEMBERS" in new professional or technical skills which in the future may emerge or be invented or practised in the ~~Industry of the "ASSOCIATION"~~BUILDING AND CONSTRUCTION INDUSTRY.
- (9) To take an active part in assisting or opposing by all lawful means such public movements as may appear likely to affect its "MEMBERS" interests in the carrying on of their respective businesses or the ~~Industry of the "ASSOCIATION"~~BUILDING AND CONSTRUCTION INDUSTRY generally.
- (10) To maintain, review and improve standard forms of agreement of general conditions of contract conditions of tender and like documents and to enter into lawful agreement with the ~~Royal~~ Australian Institute of Architects, the Institution of Engineers, Australia, and bodies of a like nature, public authorities of the Commonwealth of Australia and its Territories and any

State or Local Government Authority and lending institution therein regarding or in relation to any such standard form of document.

(11) To support the quantity system in connection with "BUILDING AND CONSTRUCTION WORK" and to promote quality in documentation throughout the design, tenderer and construction of such works.

~~(11)~~(12) To secure to its "MEMBERS" all the advantages of unity of action in any lawful manner whatsoever.

~~(12)~~(13) To discuss, consider, and make lawful determinations and recommendations in respect of all matters affecting the ~~Industry of the~~ "ASSOCIATION" "BUILDING AND CONSTRUCTION INDUSTRY" and any ~~Industry~~ industry auxiliary or pertaining thereto and to collect, distribute and disseminate such information relating thereto as the "COUNCIL" may consider to be of use to a "MEMBER", producers and distributors of building and construction materials, suppliers ~~or of~~ auxiliary or specialist services associated with or special to the building and construction Industry of the "ASSOCIATION" and to the public in general about the "BUILDING AND CONSTRUCTION INDUSTRY" in general or particular parts thereof PROVIDED THAT such collection, distribution and dissemination shall not constitute a restriction of trade.

~~(13)~~(14) To establish or assist in the establishment of professional or technical and statistical libraries and schools of training.

~~(14)~~(15) To support all forms of professional and technical education whether given or carried out at technical colleges, colleges of advanced education or universities and to establish or contribute to bursaries, scholarships or prizes for any such educational purpose.

~~(15)~~(16) To purchase, take on lease or licence, or hire or otherwise acquire real or personal property of any kind whatsoever which may or might have the result of assisting in carrying out 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 by law and these "RULES".

~~(16)~~(17) To construct, maintain and alter, lease or sub-lease any buildings, works, plant and machinery necessary or convenient for the purpose of the "ASSOCIATION".

(18) To establish or maintain Sectors, Divisions and/or Branches of the "ASSOCIATION" in any part of the State which the COUNCIL may divide into Sectors, Divisions or Branches.

~~(17)~~(19) To act as an Organisation of Employers for the purpose of the laws of the Commonwealth of Australia, its States and Territories.

~~(18)~~(20) To bring before the appropriate authority established under any law of the Commonwealth or of a State any industrial dispute or claims relating to industrial matters and to enter into any agreement with any ~~registered~~ organisation of employees whether registered or otherwise that represents employees employed by "MEMBERS" in the building and construction Industry of the "ASSOCIATION" to have the object of preventing or settling industrial disputes and to represent the interests generally of its "MEMBERS" in all sections of the ~~Industry of the~~ "ASSOCIATION" building and construction Industry auxiliary or special to the "BUILDING AND CONSTRUCTION INDUSTRY" before the Industrial Relations Commission or any Tribunals, be they Courts (so called by any establishing legislation), Boards, Conciliation Committees or other bodies or at conferences with organisations of other employers or employees or their representatives.

~~(19)~~(21) To affiliate with join or enter any alliance with any organisation, association, company or firm 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 them and to appoint representatives to them.

~~(20)~~(22) To raise money by any lawful means whether specifically provided by these "RULES" or not PROVIDED THAT the objects of the raising of the monies are incidental to these objects.

~~(21)~~(23) To raise funds for the "ASSOCIATION" by means of annual subscriptions, fees, donations, levies or other means (however so called or denominated by the "COUNCIL"), from or on "MEMBERS" or from members of the public.

~~(22)~~(24) To adopt and carry out by any lawful means any procedure, policy, matter or thing that the "COUNCIL" may consider advisable in the interests of its "MEMBERS" in the maintenance of private enterprise.

~~(23)~~(25) To do all lawful things which may be incidental to any object hereinbefore set forth or conducive to the better carrying out of any such objects and subject to any Commonwealth law relating to industrial organisations and to amend these "RULES" in the manner hereinafter appearing as may appear to the "COUNCIL" to be necessary or convenient.

## 5. MEMBERSHIP

- (1) The "ASSOCIATION" shall consist of an unlimited number of "MEMBERS".
- (2) A "PERSON" may be admitted to Membership of the "ASSOCIATION" as a MEMBER, ASSOCIATE MEMBER, LIFE MEMBER, HONORARY MEMBER, or RETIRED MEMBER.

- (3) (a) MEMBERS shall be "PERSONS", who undertake "BUILDING AND/OR CONSTRUCTION WORK" and who are the holders of a licence issued by the ~~Commercial Tribunal of South Australia~~ Office of Consumer and Business Affairs or its replacement.

- (b) MEMBERS shall elect to hold Membership in one or more of the following industry sector groups:

Civil engineering construction: being the construction of civil engineering works as distinct from the construction of buildings.

Non-residential building construction: being the construction of buildings for occupation principally for purposes other than as a dwelling.

Residential construction: being the construction of houses and other buildings for occupation principally as dwellings.

Trade construction: being the construction of any one or more distinct trade or speciality components or elements of buildings or civil engineering works but not the construction of the entire building or civil engineering works excluding any "PERSONS" who undertake plumbing and mechanical services and allied trades, functions or businesses and do not undertake other "BUILDING AND/OR CONSTRUCTION WORK"; and excluding any "PERSONS" who undertake the manufacture, installation and/or repair of air-conditioning and/or lifts and/or fire sprinkler equipment or systems and do not substantially undertake other "BUILDING AND/OR CONSTRUCTION WORK". Trade construction and "BUILDING AND/OR CONSTRUCTION WORK" does not apply to any industry, calling, trade or the like covered by the Metal Industry Award 1984 Part 1 or its replacement.

- (4) ASSOCIATE MEMBERS shall be any "PERSONS" who are engaged in or associated with the industry of the "ASSOCIATION", but whose activities are such that they are not eligible to be "MEMBERS". ASSOCIATE MEMBERS shall not be entitled to hold any office within the Association and shall not have voting rights other than that of voting at meetings of Committees to which they have been appointed.

- (5) (a) LIFE MEMBERS shall be those persons who are or have been "MEMBERS" or REPRESENTATIVES of "MEMBERS" whom the "COUNCIL" may desire to elect as such in recognition of exceptional services rendered to the "ASSOCIATION" or to the Industry. In the event of the person so honoured being the REPRESENTATIVE of a "MEMBER", then such REPRESENTATIVE shall automatically be accorded Membership in his own right and the "MEMBER" whom the LIFE MEMBER represented may nominate a further person as a REPRESENTATIVE. A LIFE MEMBER may remain as the REPRESENTATIVE of a "MEMBER" should the "MEMBER" so elect.

- (b) LIFE MEMBERS, unless concurrently MEMBERS, shall not have voting rights and cannot be elected to office other than as a REPRESENTATIVE of a "MEMBER" but shall have all other rights and privileges of "MEMBERS" without payment of any fee, levy or subscription. Any partnership or body corporate for which the LIFE MEMBER is a representative will not be exempt from the payment of fees, levies or subscriptions.
- (c) There shall be no more than eight (8) LIFE MEMBERS at any one time.
- (6) HONORARY MEMBERS shall be those persons who are not or have not been "MEMBERS" or REPRESENTATIVES of "MEMBERS" whom the "COUNCIL" may invite because of exceptional service to the "ASSOCIATION" or to the Industry to accept HONORARY MEMBERSHIP and in the event of acceptance by such invitee he shall be elected accordingly. HONORARY MEMBERS shall be entitled to attend all meetings of the "ASSOCIATION" and to make use of such recreational facilities as may be provided. An HONORARY MEMBER shall not be eligible to hold any office in the "ASSOCIATION" or to vote on any matter.
- (7) RETIRED MEMBERS shall be ex-"MEMBERS" or ex-ASSOCIATE MEMBERS or retired principals, directors or managers of organisations which are or have been "MEMBERS" or ASSOCIATE MEMBERS. They shall not have voting rights and cannot be elected to office other than as a REPRESENTATIVE of a "MEMBER" but shall have all other rights and privileges of "MEMBERS".
- (8) "MEMBERS" shall be entitled to display their membership in the "ASSOCIATION" but must state their correct grade of Membership in such display.

## 6. ADMISSION OF MEMBERS

- (1) The "PERSONS" whose names have been entered in the "REGISTER OF MEMBERS" at the date of adoption of these "RULES" shall be deemed to have fulfilled the requirements of these "RULES" and be "MEMBERS" of the "ASSOCIATION".
- (2) 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 organisation.
- (3) Any "PERSON" who is carrying on business in the ~~Industry of the~~ **"ASSOCIATION: BUILDING AND CONSTRUCTION INDUSTRY"** and who generally complies with the requirements for "MEMBERS" or ASSOCIATE MEMBERS as set out in "RULE" 5 may make application for admission to the appropriate class of Membership in the manner and form as approved from time to time. Any such application for admission to a class of Membership of the "ASSOCIATION" shall be accompanied by an amount representing such fees and subscriptions as the "COUNCIL" may from time to time determine and shall be forwarded to the "ASSOCIATION" at the "ASSOCIATION'S OFFICE".
- (4) Any body corporate which is a "RELATED BODY CORPORATE" shall submit with its application for Membership a schedule setting out the names and addresses of its "RELATED BODIES CORPORATE" in the group operating in South Australia, together with such other information as may be required of all such companies which are licensed ~~under the Builders Licensing Act to perform~~ **"BUILDING AND/OR CONSTRUCTION WORK"**.
- (5) Upon receipt of an application which is in the proper form the "CHIEF ADMINISTRATIVE OFFICER" shall make such enquiries regarding the applicant as the "COUNCIL" may from time to time direct and shall place the application together with his report of the result of his enquiries before the first meeting of the "COUNCIL" occurring after the completion of those enquiries.
- (6) The "COUNCIL" may approve the application, or may reject it in accordance with the provisions of Section ~~264166~~ of the ~~Industrial Relations Fair Work (Registered Organisations) Act, 1988 2009~~, or may defer it for further enquiry and/or consideration for a period not



exceeding three (3) months. In case of rejection the fee and subscription lodged with the application shall be refunded.

- (7) Admission to the class of Membership of LIFE MEMBER, HONORARY MEMBER, ASSOCIATE MEMBER or RETIRED MEMBER shall be at the sole discretion of the "COUNCIL" and according to the requirements of that grade of Membership as set out in "RULE" 5.
- (8) Where an application for Membership is approved by the "COUNCIL", the "CHIEF ADMINISTRATIVE OFFICER" shall forthwith advise the applicant that he has been admitted to Membership and his name shall then be entered in the "REGISTER OF MEMBERS".
- (9) Where an application for Membership in respect of a "RELATED BODY CORPORATE" is approved by "COUNCIL", the "CHIEF ADMINISTRATIVE OFFICER" shall, in addition to advising the applicant according to the previous sub-rule, advise the other "RELATED BODIES CORPORATE" who are eligible for membership in accordance with "RULE" 5, that they have been admitted to Membership through the group arrangement and enter their name or names in the "REGISTER OF MEMBERS".

## 7. NOMINATED REPRESENTATIVES

- (1) Every "MEMBER" being a partnership or body corporate shall nominate in writing a person being an employee, proprietor or director of the partnership or body corporate as its REPRESENTATIVE, and subject to the approval of "COUNCIL", that person shall have all the rights and liabilities of the "MEMBER" and do all things in the name of the "MEMBER" as if that REPRESENTATIVE were the "MEMBER".
- (2) The person nominated and approved by "COUNCIL" as the REPRESENTATIVE of a partnership or corporate body shall, in all respects, be responsible for his acts and omissions to the "ASSOCIATION" insofar as the act or omission relates directly or indirectly or is incidental to the business and operations of the "MEMBER".
- (3) The person nominated and approved as the REPRESENTATIVE of a partnership or body corporate may be removed by that partnership or body corporate by notice given in writing and substituting another person as its ~~"REPRESENTATIVE"~~.
- (4) The "COUNCIL" may at any time withdraw its approval of a person as the REPRESENTATIVE of a partnership or body corporate "MEMBER". Upon the passing of a resolution by "COUNCIL" withdrawing its approval for a person as the REPRESENTATIVE of a partnership or body corporate "MEMBER", the "CHIEF ADMINISTRATIVE OFFICER" shall notify the "MEMBER" in writing.
- (5) In the event that the "COUNCIL" withdraws approval for a REPRESENTATIVE in the case of a partnership or body corporate, the "MEMBER" shall still be liable for and subject to payment of all monies due to the "ASSOCIATION" and shall continue to be so liable until the resignation of that "MEMBER" is accepted by the "COUNCIL" or the "MEMBER" is expelled from the "ASSOCIATION" but not withstanding such resignation or expulsion, the "MEMBER" shall continue to be liable to pay to the "ASSOCIATION" all monies lawfully due by it notwithstanding that the "MEMBER" is no longer a "MEMBER" of the "ASSOCIATION".

## 8. CHANGE OF STATUS OF MEMBER

- (1) A "MEMBER" shall advise the "CHIEF ADMINISTRATIVE OFFICER" in writing of any change of the "MEMBER'S" business status in respect to Builders Licenses; operations as a "PRINCIPAL CONTRACTOR", business structure as a "PERSON" partnership or body corporate, subsidiary in a group arrangement or holding company in a group arrangement; and classification of Membership.
- (2) Notice of any such change of status shall contain all such information as would have been required had the "MEMBER" applied for admission to Membership with the changed status at the time such notice was given to the "ASSOCIATION".
- (3) Upon becoming aware of any change of status of a "MEMBER" or at such other time as may be required to verify the status of a "MEMBER" as recorded, the "CHIEF ADMINISTRATIVE OFFICER" may request the "MEMBER" to supply up-to-date information.

- (4) 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" shall notify the "CHIEF ADMINISTRATIVE OFFICER" in writing of the assignment, transfer or succession.

## 9. RESIGNATION OF MEMBER

- (1) A "MEMBER" may resign his Membership in the "ASSOCIATION" by giving notice in writing addressed and delivered to the "CHIEF ADMINISTRATIVE OFFICER" and such notice shall be taken to have been received when it was delivered.
- (2) All Membership dues, annual subscriptions, fees and levies remain payable to the date on which the resignation is to take effect and any amounts outstanding are to be remitted with the notice of resignation or they may be sued for any recovered in the name of the "ASSOCIATION" in a court of competent jurisdiction, as a debt due to the "ASSOCIATION".
- (3) A notice of resignation takes effect:
  - (a) Where the "MEMBER" ceases to be eligible to become a member:
    - (i) on the day on which the notice is received by the "ASSOCIATION"; or
    - (ii) on the day specified in the notice, which is on 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 three months, or upon earlier acceptance by a meeting of "COUNCIL", after the notice is received; or
    - (ii) on the day specified in the notice;whichever is later.
- (4) A notice of resignation that has been received is not invalid because it was not addressed and delivered in accordance with sub-clause 9(1).
- (5) A resignation from membership is valid even if it is not effected in accordance with this section if the "MEMBER" is informed in writing by or on behalf of the "ASSOCIATION" that the resignation has been accepted.
- (6) On and from the day on which resignation takes effect the former "MEMBER" must not use or display any site boards, membership certificate, stationery, advertising materials or other items which bear the name or emblem of the "ASSOCIATION" which may tend to lead persons to believe that the former "MEMBER" remains a "MEMBER" of the "ASSOCIATION".

## 10. TERMINATION OF MEMBERSHIP

- (1) A "MEMBER" shall cease to be a "MEMBER" of the "ASSOCIATION" on the occurrence of any of the following events:
  - (a) The resignation of such "MEMBER" tendered and accepted pursuant to "RULE" 9.
  - (b) The death of the "MEMBER".
  - (c) If the "MEMBER" is duly declared or certified according to law as an insane and incapable person.
  - (d) The termination of Membership of the "MEMBER" in accordance with "RULE" 10(2).
  - (e) If the "MEMBER" being a partnership or body corporate shall be legally dissolved.

Upon becoming aware of any such event, the "CHIEF ADMINISTRATIVE OFFICER" shall remove the "MEMBER'S" name from the "REGISTER OF MEMBERS", and shall submit a report to this effect to the next meeting of "COUNCIL". The termination of Membership shall operate from the time of removal of the "MEMBER'S" name from the "REGISTER OF MEMBERS".

- (2) The "COUNCIL" shall have power to terminate the Membership of any "MEMBER" subject to the provisions of sub-rule (3) hereof upon the happening of any of the following events:
- (a) If the "MEMBER" being an individual person shall have his estate sequestrated in bankruptcy or shall assign his estate for the benefit of his creditors generally.
  - (b) If the "MEMBER" being a body corporate shall be placed in liquidation or a resolution shall be passed or an order made for its winding up.
  - (c) If a Receiver or a Receiver and Manager be appointed to control or manage the business or business affairs of the "MEMBER".
  - (d) If the "MEMBER" has ceased to be engaged in the ~~Industry of the "ASSOCIATION"~~BUILDING AND CONSTRUCTION INDUSTRY or has not carried on any business in the ~~Industry of the "ASSOCIATION"~~BUILDING AND CONSTRUCTION INDUSTRY during the previous twelve (12) months.
  - (e) If the "MEMBER", being an ASSOCIATE MEMBER, becomes eligible to be a full MEMBER and fails to make application to become a MEMBER after due service of notice by the "ASSOCIATION" requiring him to do so.
  - (f) If the "MEMBER" knowingly and wilfully breaches or fails to comply with the "RULES" and continues so to do after being given written notice of such breach or failure.
  - (g) If, in the opinion of "COUNCIL", the "MEMBER" does not carry on business competently or honestly or with integrity PROVIDED HOWEVER that the "MEMBER" be first given written notice of any allegation against him and an opportunity to state his case and that "COUNCIL" acts in good faith.
- (3) Immediately upon becoming aware of the happening of any of the events mentioned in "RULE" 10(2), the "CHIEF ADMINISTRATIVE OFFICER" shall make due enquiry and shall submit a report to the next meeting of "COUNCIL". The "COUNCIL" shall thereupon decide whether the Membership of the "MEMBER" shall cease or whether the Membership may continue either unconditionally or subject to compliance with such conditions as the "COUNCIL" may impose provided that any termination of membership by "COUNCIL" shall be done in accordance with natural justice.
- (4) A "MEMBER" shall cease to be a "MEMBER" for non-payment of annual subscription, levies or fees as provided by "RULE" ~~28~~27.

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

- (1) Office Bearers
- (a) The Office bearers of the "ASSOCIATION" shall be the PRESIDENT, DEPUTY PRESIDENT, ~~two VICE-PRESIDENTS~~PRESIDENTS, PAST PRESIDENT and TREASURER, all of which positions shall be honorary. They shall carry out such duties individually as provided in these "RULES" and as may be delegated to them by the "COUNCIL".
  - (b) Collectively the said Office bearers shall form the Executive Committee and 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" and shall report such action to the next meeting of the "COUNCIL". A quorum shall be three (3) members of the Executive Committee.
  - (c) The Executive Committee shall meet not less than once in every three (3) calendar months and due notice of each meeting shall be given by the "CHIEF

ADMINISTRATIVE OFFICER" to each Member of the Executive Committee on the instructions of the PRESIDENT fixing the time, date and place of the meeting.

- (d) The Office bearers shall be elected ~~annually~~ for a term of two (2) years and each shall hold office for a term of ~~one (1) year~~ two (2) years and shall subject to "RULE" 11(2) be eligible for re-election.

(2) PRESIDENT

The PRESIDENT shall be the "ASSOCIATION'S" Chief Executive Officer and may preside at all meetings of the "ASSOCIATION", the "COUNCIL" and all Committees 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. He shall have the right to vote on all questions and where voting is equal may exercise his right to a casting vote by declaring the result of the voting.

The PRESIDENT shall have power to cause any meeting of the "ASSOCIATION", its "COUNCIL" and its Committees to be convened. He shall have power to cancel meetings and to appoint other dates for meetings. The PRESIDENT shall direct the "CHIEF ADMINISTRATIVE OFFICER" and shall have the power to suspend that Officer as provided in these "RULES". He shall have the power to delegate his authority to the DEPUTY PRESIDENT, the VICE-~~PRESIDENT~~ PRESIDENTS or the PAST PRESIDENT. He shall carry out such additional duties as may be delegated to him by the "COUNCIL" or an Annual General or Special General Meeting of the "ASSOCIATION".

Any PRESIDENT who completes ~~two (2) consecutive years in that a term of~~ office shall not be eligible to stand for re-election of that office during the two (2) subsequent years.

(3) DEPUTY PRESIDENT and VICE-~~PRESIDENT~~ PRESIDENTS

In the absence of the PRESIDENT, the DEPUTY PRESIDENT, and in his absence, ~~the alternate~~ VICE-~~PRESIDENT~~ PRESIDENTS, shall act as and have the rights and powers of the PRESIDENT. The DEPUTY PRESIDENT and the VICE-~~PRESIDENT~~ PRESIDENTS shall carry out such other duties as may be delegated to them by the PRESIDENT, the "COUNCIL" or a meeting of the "ASSOCIATION".

(4) PAST PRESIDENT

A previous office bearer of the "ASSOCIATION" who has completed a term of office as PRESIDENT shall be eligible to stand for election as PAST PRESIDENT.

In the absence of the PRESIDENT, the DEPUTY PRESIDENT, and the VICE-~~PRESIDENT~~ PRESIDENTS the PAST PRESIDENT shall act as and have the rights and powers of the PRESIDENT and shall carry out such other duties as may be delegated to him by the PRESIDENT, the "COUNCIL" or a meeting of the "ASSOCIATION".

(5) The TREASURER

Subject to "RULE" 12(1) hereof the TREASURER shall assume overall responsibility for the "ASSOCIATION'S" accounts and finance and shall certify the "ASSOCIATION'S" Balance Sheet and Financial Statements and such other financial returns as may be required by law.

(6) The office of any Member of the Executive Committee shall be deemed to become vacant if he:

- (a) dies;
- (b) resigns his office;
- (c) has been convicted of ~~an indictable~~ prescribed offence, subject to subsections ~~228~~ 215(2) and ~~230~~ 217(1) of the ~~Industrial—Relations~~ Fair Work (Registered Organisations) Act, 1988 2009.
- (d) has ceased to be a "MEMBER" or has had his membership or the membership of his partnership or body corporate terminated pursuant to these "RULES".

In the event of a vacancy occurring in the Executive Committee, that vacancy shall be filled by appointment by the "COUNCIL" of an officer who is a Member of the "COUNCIL" and the appointee shall hold office until the next election of office bearers.

## 12. COUNCIL

- (1) Subject to the Provisions of "RULE" 29, the Management of the "ASSOCIATION" shall be vested in the "COUNCIL" and all cash in hand, cash at the bank, funds real and personal property and all other assets belonging to the "ASSOCIATION" shall be under the control of the "COUNCIL".
- (2) The "COUNCIL" shall consist of the Office bearers of the "ASSOCIATION" and twelve (12) other "MEMBERS" of the "ASSOCIATION" duly elected in accordance with these "RULES" provided that at all times each of the classifications of Membership prescribed in "RULE" 5(3)(b) hereof shall be represented on the "COUNCIL" by three (3) "MEMBERS" who shall not also be Office bearers as set out under "RULE" 11(1)(a).
- (3) The management of the business and control of the "ASSOCIATION", subject to any decision of "MEMBERS" in General Meeting shall be vested in the "COUNCIL" which may adopt such measure as it, from time to time, deems expedient for the purpose of giving effect to the objects of the "ASSOCIATION" or any of them or 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 General or Special General Meeting.
- (4) In the absence of the PRESIDENT or the "CHIEF ADMINISTRATIVE OFFICER" the "COUNCIL" may appoint any person to act in his or their stead to execute any agreement, deed or document as provided by "RULES" 31 and 32.
- (5) Councillors, as individuals, have no powers or duties other than to attend meetings of "COUNCIL" as regularly as possible and to vote and represent their respective sections at those meetings.
- (6) The "COUNCIL" shall exercise the aforesaid powers subject to the direction and control of the "ASSOCIATION" in Annual General or Special General Meeting.

## 13. RETIREMENT OF OFFICE BEARERS AND COUNCIL

The Office bearers and members of the "COUNCIL" having been elected for a term of two (2) years, shall retire at the Annual General Meeting ~~but~~at the end of their two (2) year term and shall be eligible for re-election except as provided in "RULE" 11(2).

**14. ELECTION OF OFFICE BEARERS AND COUNCIL**

- (1) The office bearers and other members of "COUNCIL" shall be elected in accordance with this "RULE" by "FINANCIAL MEMBERS" who are entitled to vote. The roll of voters for any ballot shall close seven (7) days before the day on which nominations for the election open.
- (2)
  - (a) ~~An HONORARY~~ RETURNING OFFICER shall be selected at each Annual General Meeting for the conduct of any elections including the calling for acceptance or rejection of nominations that may be held within the "ASSOCIATION" throughout the ensuing year. The RETURNING OFFICER shall not be the holder of any office in, or an employee of the "ASSOCIATION" or a branch, section or division of the "ASSOCIATION" and shall not during the term of his office be a candidate at any election within the "ASSOCIATION". The RETURNING OFFICER shall hold office until his successor is selected. Should the RETURNING OFFICER be unable or unwilling to act as and when required, the PRESIDENT shall nominate a RETURNING OFFICER to act in his place.
  - (b) The RETURNING OFFICER shall take actions and give such directions as are reasonably necessary in order to ensure that no irregularities occur in or in connection with such an election or in order to rectify any procedural defects and no person shall refuse or fail to comply with any such directions or obstruct or hinder the RETURNING OFFICER or any other person in the conduct of such an election or in the taking of any such action.
  - (c) Subject to the relevant legislation, the decision of the RETURNING OFFICER shall be final and binding regarding any matter touching the validity or formality of any nomination or vote or any matter touching or concerning such an election and the conduct thereof.
  - (d) If an irregularity should occur in the conduct of an election and in the opinion of the RETURNING OFFICER such irregularity will affect the result of such an election then unless the RETURNING OFFICER is satisfied that re-taking one or more steps of the election will remove the irregularity and its effects, such election and each and every step taken in connection therewith shall be null and void and another election under these "RULES" shall be held forthwith.
  - (e) Any candidate in any ballot may nominate in writing to the RETURNING OFFICER at the time of his nomination one scrutineer to represent him. The candidate may at any time, by notice in writing given to the RETURNING OFFICER, change the scrutineer representing him. The scrutineer shall be entitled to represent the candidate who nominated him, to attend at any stage of the ballot as requested by the candidate and to report to the RETURNING OFFICER any irregularity in or in connection with the conduct of the ballot which has come to his notice but shall at all times comply with any lawful direction by the RETURNING OFFICER. No election shall be vitiated by reason of the failure of a scrutineer to exercise his rights pursuant to this sub-"RULE" if he had reasonable opportunity to do so.
- (3) At least four (4) weeks before the Annual General Meeting in each year in which an election is required, the RETURNING OFFICER shall forward by post:
  - to each member of "COUNCIL", a Nomination Form seeking nomination for the offices of PRESIDENT, DEPUTY PRESIDENT, VICE-~~PRESIDENT~~~~PRESIDENTS~~, PAST PRESIDENT and TREASURER ~~and, when appropriate, "CHIEF ADMINISTRATIVE OFFICER"~~.
  - to each "MEMBER" who is a "FINANCIAL MEMBER" a Nomination Form seeking nominations for the office of Councillor.

Only "MEMBERS" of the "ASSOCIATION" shall be eligible to be nominated for any office except for the office of "CHIEF ADMINISTRATIVE OFFICER". "MEMBERS" seeking election to the positions of Councillors representing the classifications prescribed in rule 5(3)(b) shall be nominated by and from the members of the classification which such candidate seeks to represent.

With each Nomination Form shall be forwarded a notification which shall state:

- (a) the number of Councillors to which each classification of "MEMBERS" is entitled;
  - (b) the closing date and time of nomination;
  - (c) that nominations will not be received by the RETURNING OFFICER after the closing date so fixed;
  - (d) that subject to sub-"RULE" 14(7) a nomination will not be valid unless a written consent of the nominee is received on or before the closing date of nomination;
  - (e) the address to which the nomination and consents are to be forwarded.
- (4) A nomination shall in every case be in writing and shall be signed by the nominator and shall also be assented to in writing by the nominee. All nominations shall be in a Form prepared and approved by "COUNCIL".
  - (5) Nominations and consents shall be forwarded to the RETURNING OFFICER so as to reach him not later than 4.00pm on the 21<sup>st</sup> day prior to the Annual General Meeting.
  - (6) The RETURNING OFFICER shall inspect the nominations and consents received at the closing date and time and satisfy himself as far as he reasonably can that each of them is in order.
  - (7) If the RETURNING OFFICER conducting the election finds a nomination to be defective he shall, before rejecting the nomination, notify the person concerned of the defect and, where practicable, give him the opportunity of remedying the defect, within such period which shall, where practicable, be not less than seven (7) days after his being so notified.
  - (8) If only the required number of valid nominations is received, the RETURNING OFFICER shall certify to the PRESIDENT that the said candidates have been elected unopposed. The RETURNING OFFICER shall also declare the said candidates duly elected at the Annual General Meeting.
  - (9) If the nominations received are less than the number required, the "COUNCIL" may make such further appointments as are necessary to provide a "COUNCIL" and Office bearers as required by these "RULES".
  - (10) If the nominations received at the closing date and hour exceed the number required, a secret postal ballot of "MEMBERS" shall be conducted in the following manner:
    - (a) The RETURNING OFFICER shall forward to all "FINANCIAL MEMBERS" eligible to vote a ballot paper on which shall be indicated the respective offices to be filled by the ballot and the nominees' full names together with a declaration envelope and a prepaid envelope, both in the form prescribed by the ~~Workplace Relations (Registration and Accountability of Fair Work (Registered Organisations) Regulations 2003, 2009~~ addressed to the RETURNING OFFICER at the address arranged by him for the return of the envelopes. In the case of the office of a Councillor, the classification of "MEMBERS" to be represented by the successful candidate shall be indicated.
    - (b) Any "MEMBER" who is eligible to vote and who will be absent from his usual address during a ballot may apply in writing to the RETURNING OFFICER for a ballot paper to be sent to him at a nominated address.
    - (c) The RETURNING OFFICER, when forwarding ballot papers to "MEMBERS" for the purpose of voting, shall not place any mark or symbol on the ballot paper or the envelope addressed to him which will enable any person to identify the "MEMBER" who has or who will cast the vote.
    - (d) Voting shall be by the Optional Multiple Preferential method. This means that every "MEMBER" who is eligible to vote may vote for every office that is being contested in the ballot, irrespective of the classifications of Membership being represented as provided in "RULE" 12(2). The RETURNING OFFICER shall arrange candidates on the ballot paper within separate sections, being one section for each Office-bearer

and one section for each representative sector of "COUNCIL" that is being contested. "MEMBERS" shall be required to mark their preferences separately within each section of the ballot paper for which they wish to vote. They need not mark preferences for all candidates within any section but must mark preferences down to at least the number of candidates to be elected in that section. Any ballot paper that is informal in one or more of these sections shall be held valid for any sections for which it has been completed correctly.

- (e) All "MEMBERS" who wish to vote may do so by indicating in order of preference the persons they wish to have elected to that position and return the ballot paper to the RETURNING OFFICER so as to reach him not later than 4.00pm on the 7<sup>th</sup> day before the Annual General Meeting.
- (f) The RETURNING OFFICER shall count the votes and compile a list of successful candidates to be presented to the Chairman at the Annual General Meeting. In counting the vote, the RETURNING OFFICER shall take the following steps for each section of the ballot paper separately. The first preference votes for each candidate shall be counted and then the second preference votes and so on down to the number of candidates to be elected from that section. Those votes are termed "primary votes" and they are added together and recorded for each candidate. The candidate with the least number of primary votes shall then be excluded, and all his primary votes shall be passed on to the continuing candidates according to the first of the secondary votes on each ballot paper ("secondary votes" being preferences beyond the number of positions to be elected within that section). The number of votes transferred to each candidate from the excluded candidate are counted and recorded. Each ballot paper transferred as the result of an exclusion should be ticked next to the candidate being excluded to ensure that the ballot paper is only transferred once. Those ballot papers containing primary votes for the candidate being excluded which have already been ticked are not transferred to continuing candidates but become exhausted votes. Exclusion and transferral shall continue until there is only one more than the required number of candidates left. Ballot papers which should be distributed to an excluded candidate are instead passed on to a continuing candidate according to the next available preference. Ballot papers not marked all the way through become exhausted votes when they cannot be transferred because insufficient preferences are marked on them.
- (g) At the Annual General Meeting there shall be a declaration of the poll when the RETURNING OFFICER shall declare the result of the elections whereupon the successful officers shall be deemed to have been elected to those offices.

## 15. COUNCIL VACANCIES

- (1) The office of any Member of the "COUNCIL" shall be deemed to become vacant if he:
  - (a) Dies;
  - (b) Resigns his office;
  - (c) Has been convicted of ~~an indictable~~ prescribed offence, subject to subsections ~~228215~~(2) and ~~230217~~(1) of the Industrial Relations Fair Work (Registered Organisations) Act, 1988, 2009;
  - (d) Has ceased to be a "MEMBER" or has had his Membership or the Membership of his partnership or body corporate terminated pursuant to these "RULES".
- ~~(2)~~ In the event of a vacancy occurring in the "COUNCIL" Subject to Rule 15(3), a vacancy (howsoever occurring) in any office of any Member of the "COUNCIL" shall where the unexpired portion of the term exceeds three quarters of the term of the office, be filled by a secret postal ballot in accordance with Rule 14, as soon as practicable.
- ~~(2)(3)~~ Where the unexpired portion of the term of office does not exceed three quarters of the term of the office, such vacancy may be filled. that vacancy shall be filled by appointment by the "COUNCIL" of another "MEMBER" of the "ASSOCIATION" not being a "MEMBER" of the "COUNCIL" and in appointing such a "MEMBER", the "COUNCIL" shall have regard to the



need to retain representation as hereinbefore set forth for the election of ~~Councillors and when so appointed, the new Councillor shall hold office for the balance of the term of the then existing~~ "COUNCIL" COUNCILLORS.

(4) The person so elected or appointed shall take office from the declaration of his election or appointment and shall hold office until the expiration of the term of office of the person he replaces or until a successor thereto has been elected and takes office.

## 16. COUNCIL MEETING

- (1) All votes shall be taken by a show of hands of all ~~Councillors~~COUNCILLORS present and decided by simple majority PROVIDED THAT the Chairman shall have, in addition to a deliberative vote, a casting vote in the event that there is an equal number of votes both for and against any motion.
- (2) A quorum of the "COUNCIL" shall consist of not less than seven (7) Members of the "COUNCIL".
- (3) During the absence of the PRESIDENT from any meeting properly called and notified to all Members of the "COUNCIL", the DEPUTY PRESIDENT shall act as Chairman of that meeting, or in his absence the VICE-~~PRESIDENT~~PRESIDENTS, or in his absence also the PAST PRESIDENT. In the event of the PRESIDENT, DEPUTY PRESIDENT, VICE-~~PRESIDENT~~PRESIDENTS and PAST PRESIDENT being absent, Members of the "COUNCIL" shall elect a Chairman who shall be any one of their own number.
- (4) The "COUNCIL" shall meet not less than once in every three (3) calendar months and due notice of each meeting shall be given by the "CHIEF ADMINISTRATIVE OFFICER" to each Member of the "COUNCIL" on the instructions of the PRESIDENT fixing the time, date and place of the meeting.

## 17. COMMITTEES

- (1) The "COUNCIL" may, ~~on at its own initiative, appoint~~discretion, cause to be enacted standing Committees to investigate representing any or all of the classifications contained in Rule 5(3)(b) or any number of Subcommittees on any matter it sees fit. The role and report function of any Committee or Subcommittee shall be to discuss and develop positions on policy which the "COUNCIL" or Executive Committee and those Committees may consist of "MEMBERS", ASSOCIATE MEMBERS, LIFE MEMBERS, HONORARY MEMBERS, RETIRED MEMBERS, or other persons appointed byconsider appropriate to assist the "COUNCIL" ~~who need not be Members of in forming "ASSOCIATION" policy on matters which may affect "MEMBERS" or the "BUILDING AND CONSTRUCTION INDUSTRY" or otherwise to assist the "COUNCIL".~~ to discharge its duties. Such Committees ~~or Subcommittees~~ shall act in an advisory capacity only, and ~~the~~ "COUNCIL" and Executive Committee shall not delegate any of their powers and duties to such Committees ~~or Subcommittees~~.
- (2) The membership of Committees and Subcommittees comprises an unlimited number of persons appointed by the "COUNCIL", who may appoint "MEMBERS" or other persons to sit on the Committee or Subcommittee.
- ~~(2)~~ The PRESIDENT, DEPUTY PRESIDENT and VICE-~~PRESIDENT~~PRESIDENTS shall be ex-officio Members of all Committees appointed by the "COUNCIL".
- ~~(3)~~ A quorum for any Committee Meeting shall be one half (1/2) of the number of persons, (excluding ex-officio persons) or Subcommittees appointed by the "COUNCIL" to that Committee and where there is an uneven number.
- ~~(3)~~(4) The standing orders and operation of persons, a quorum shall consist of a number of persons being the number equal to the next whole number above one half (1/2) of any Committee or Subcommittee, including the appointment of the chairperson, secretary or any person acting in either capacity, the uneven number quorum required for a meeting to proceed, the scheduling of meeting, the appointment of members and the recording of minutes of the meetings shall be as set out by the "COUNCIL" or in the absence of any direction from the "COUNCIL" by the Committee or Subcommittee. Provided, however, that any Committee must have as its chairperson a member of "COUNCIL" who is not an Office bearer.

~~(4)~~(5) The "COUNCIL" may, at any time, dissolve any Committee or Subcommittee, remove any "MEMBER" or other person previously appointed by it to the Committee or Subcommittee and replace that "MEMBER" or other person ~~by~~with another person appointed in his stead. All Committees and Subcommittees shall be deemed to have been dissolved at each Annual General meeting but any Committee or Subcommittee shall continue until the appointment of the succeeding Committee or Subcommittee by the "COUNCIL".

#### 18. ANNUAL GENERAL MEETING

- (1) An Annual General Meeting of "MEMBERS" shall take place, between July 1 and October 31 of each year. At this meeting, the audited Balance Sheet and Revenue Statement shall be presented, together with a Presidential Report. ~~The~~Where elections are required to be held, the ballot for election of Office bearers and Members of the "COUNCIL" for the ensuing year~~term~~ shall be declared.
- (2) Such other business as the "COUNCIL" may refer to this meeting shall also be dealt with at the Annual General Meeting provided, however, that only business which is clearly set forth on the notice of meeting shall be dealt with.
- (3) At least fourteen (14) days prior to the date of the Annual General Meeting, the "CHIEF ADMINISTRATIVE OFFICER" shall forward 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.
- (4) Ten shall form a quorum at the Annual General Meeting.
- (5) Notwithstanding the provisions of this "RULE" any "MEMBER" may submit items of business for consideration at the Annual General Meeting provided that such items of business shall not be considered by the Annual General Meeting unless submitted in writing to the "CHIEF ADMINISTRATIVE OFFICER" not less than seven (7) days prior to the commencement of the Annual General Meeting.

#### 19. SPECIAL GENERAL MEETING

- (1) A Special General Meeting of the "ASSOCIATION" may be convened by the "COUNCIL" by notice in writing from the "CHIEF ADMINISTRATIVE OFFICER" to all "MEMBERS" specifying the date, time and place and the subject matter for discussion and determination.
- (2) A Special General Meeting of the "ASSOCIATION" may be called by requisition of fourteen (14) "FINANCIAL MEMBERS" of the "ASSOCIATION" presented in writing to the "CHIEF ADMINISTRATIVE OFFICER" specifying the subject matter to be discussed at the Special General Meeting and upon receipt of such requisition, the "CHIEF ADMINISTRATIVE OFFICER" shall nominate a time, date and place for the Special General Meeting to be held and shall notify all "MEMBERS" in writing within seven (7) days of the receipt of the requisition of that time, date and place and the business to be discussed, provided however that the meeting shall be held within forty-two (42) days of the date of notice of the meeting.
- (3) Only that business which is set forth in the notice of meeting shall be discussed and dealt with at the Special General Meeting.
- (4) A quorum shall consist of twenty-five (25) "MEMBERS" in addition to any Members of the "COUNCIL" who shall attend.
- (5) In the event that the PRESIDENT and such other Members of the "COUNCIL" shall not be present, within thirty (30) minutes of the time specified in the notice calling the Special General Meeting, the "FINANCIAL MEMBERS" present shall be entitled to elect from amongst their number a chairman of the Meeting.
- (6) Any decisions of a Special General Meeting shall be binding on the "COUNCIL" and in the event that the "COUNCIL" fails at its next regular meeting after the date of the Special General Meeting to ratify the decision of the Special General Meeting then that decision shall be binding on the "COUNCIL" notwithstanding such failure and shall also bind the "ASSOCIATION" unless the same involves an alteration to these "RULES", in which case the matter shall be referred to the Industrial Registrar for his decision thereon.

- (7) A Special General Meeting (notice of which has been given in accord with this "RULE") may by Resolution remove any Office bearer or Officer PROVIDED THAT an Office-bearer or Officer shall only be removed if found to be guilty 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. An Office bearer or Officer of the "ASSOCIATION" whose conduct is in question shall be given proper notice of his offence and shall be given the opportunity at the Special General Meeting to defend himself.
- (8) A Special General Meeting may be adjourned from time to time PROVIDED THAT the adjournment shall be agreed to by a simple majority of the Members of "COUNCIL" and other "MEMBERS" present and voting and PROVIDED FURTHER that adjournment shall be for a period not exceeding fourteen (14) days after the date fixed for the Special General Meeting.
- (9) In the event that a Special General Meeting is abandoned due to insufficient attendance to achieve a quorum the "COUNCIL" shall determine at its next regular meeting whether a "POSTAL BALLOT" shall be conducted to consider the subject matter for which the Special General Meeting was called or whether the matter shall be deferred for consideration until the next Annual General Meeting or whether the matter shall lapse.

## 20. VOTING AT ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

- (1) Except as otherwise provided by these "RULES" every question submitted to a meeting shall be decided in the first instance by a show of hands, in which case every "FINANCIAL MEMBER" present in person or by proxy, and entitled to vote, shall have one vote. At any meeting, unless a poll is demanded by at least three (3) "FINANCIAL MEMBERS" present in person or by proxy, and entitled to vote, a declaration by the Chairman that a resolution has been carried or carried by a particular majority, and an entry to that effect in the Minute Book of the "ASSOCIATION" shall be conclusive of the fact.
- (2) If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the meeting shall declare and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.
- ~~(3)~~ When a poll is held each ~~member~~ "FINANCIAL MEMBER" other than an ASSOCIATE MEMBER, LIFE MEMBER, HONORARY MEMBER or RETIRED MEMBER shall be entitled to one vote.
- ~~(4)~~(3) In the case of an equality of votes the Chairman shall on show of hands and at a poll have a casting vote in addition to the vote or votes to which he may be entitled as a "MEMBER".
- ~~(5)~~(4) A "FINANCIAL MEMBER" shall be entitled to be present at and with the exception of an ASSOCIATE MEMBER, LIFE MEMBER, HONORARY MEMBER or RETIRED MEMBER be entitled to vote on any questions at any meeting or upon a poll or ballot or be reckoned in a quorum if his name is included in the "REGISTER OF MEMBERS".
- ~~(6)~~(5) Voting by proxy is permitted at any General Meeting. Every instrument of proxy shall be signed by the "FINANCIAL MEMBER" concerned if a person or if a partnership or body corporate by the REPRESENTATIVE or the "FINANCIAL MEMBER" nominated in accordance with "RULE" 7 hereof and shall be in such form as the "COUNCIL" may determine.
- ~~(7)~~(6) No person shall be appointed a proxy who is not a "FINANCIAL MEMBER" or partner in a partnership which is a "MEMBER" or director or executive officer of a body corporate which is a "MEMBER". The proxy instrument shall be deemed to confer authority to demand or join in demanding a poll.

## 21. POSTAL BALLOTS

- (1) A "POSTAL BALLOT" of "ASSOCIATION" "MEMBERS" may be conducted if so determined by "COUNCIL".

- (2) "COUNCIL" shall determine how the subject matter to be considered by "FINANCIAL MEMBERS" in a "POSTAL BALLOT" shall be presented to "FINANCIAL MEMBERS" for voting.
- (3) "COUNCIL" shall set a closing date for the return of ballot papers which shall be not less than seven (7) days after the date for mailing of ballot papers to "FINANCIAL MEMBERS".
- (4) The RETURNING OFFICER shall forward to each "FINANCIAL MEMBER" a ballot paper, a notice stating the closing date for the return of ballot papers, a plain envelope addressed to the RETURNING OFFICER at the address arranged by him for the return of envelopes and, if "COUNCIL" so determines, an explanation of the subject and the reasons for conducting the ballot.
- (5) All "FINANCIAL MEMBERS" who wish to vote may do so by completing the ballot paper and returning it to the RETURNING OFFICER so as to reach him not later than 4.00pm on the closing date for the return of ballot papers.
- (6) The RETURNING OFFICER shall count the votes for and the votes against the matter referred to "FINANCIAL MEMBERS" for postal vote and shall present to the PRESIDENT a declaration of the result of the "POSTAL BALLOT".
- (7) The result of the ballot shall be presented to the next regular meeting of "COUNCIL" when the matter the subject of "POSTAL BALLOT" shall be declared APPROVED or REJECTED as the case may be and shall then be binding on "COUNCIL" and all "MEMBERS".
- (8) The RETURNING OFFICER, when forwarding ballot papers to "FINANCIAL MEMBERS" for the purpose of voting, shall not place any mark or symbol on the ballot paper or the envelope addressed to him which will enable any person to identify the "FINANCIAL MEMBER" who will or who has cast the vote.

## 22. CHIEF ADMINISTRATIVE OFFICER

- (1) ~~A Member of the "COUNCIL" may nominate any person for the position of "The CHIEF ADMINISTRATIVE OFFICER". The " shall be a paid official of the "ASSOCIATION".. The CHIEF ADMINISTRATIVE OFFICER" shall be elected every four (4) years and the election shall be conducted mutatis mutandis in accordance with the provisions of "RULE" 14. The "CHIEF ADMINISTRATIVE OFFICER" shall be elected appointed by the "COUNCIL" upon such terms and conditions of employment as the "COUNCIL" may determine and may use such title as the "COUNCIL" may determine.~~
- ~~(2) Where the position of CHIEF ADMINISTRATIVE OFFICER becomes vacant, the Executive Committee shall be responsible for advertising and selecting a candidate to recommend to the "COUNCIL" to replace the vacant position.~~
- ~~(2) The "CHIEF ADMINISTRATIVE OFFICER" shall be responsible to the "COUNCIL" but shall act be entirely under the direction of the PRESIDENT, or in thehis absence of that Office-bearer, then the Office-bearer so acting, a person selected pursuant to Rule 11(3). The PRESIDENT, or in his absence the a person selected pursuant to Rule 11(3) shall have power to suspend the "CHIEF ADMINISTRATIVE OFFICER" from duty for inefficiency, misconduct, misappropriation of funds or any act which is calculated to bring discredit to the "ASSOCIATION" and and in such that case shall convene immediately a , the PRESIDENT or in his absence the a person selected pursuant to Rule 11(3) as the case may be shall immediately convene a special meeting of the "COUNCIL" to consider the-such suspension-~~
- ~~(3) The " and such meeting shall have the power by a two-thirds majority of those present and voting to then dismiss the CHIEF ADMINISTRATIVE OFFICER" 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"-, if the COUNCIL consider it desirable to do so.~~
- ~~(4) He shallThe CHIEF ADMINISTRATIVE OFFICER shall not independently exercise the powers referred but shall act in accordance with the Rules and the directions of the~~

PRESIDENT or in his absence a person selected pursuant to Rule 11(3) , as provided for by the Rules of the "ASSOCIATION".

(5) The Duties of the CHIEF ADMINISTRATIVE OFFICER shall be:-

(a) To implement the Policy of the "ASSOCIATION";

(b) To provide secretarial services to the "ASSOCIATION", COUNCIL and Executive Committee;

(c) To act as the Public Officer of the "ASSOCIATION";

(d) To convene or cause to be convened all meetings of the "ASSOCIATION", the "COUNCIL" and Committees. He shall;

(e) To 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 keep and maintain a "REGISTER OF MEMBERS" of the "ASSOCIATION", collect all subscriptions, fees, levies or other liabilities payable to the "ASSOCIATION" by "MEMBERS" or otherwise, and keep and maintain books of accounts as may be required by law. He shall conduct correspondence on behalf of the "ASSOCIATION" and except as directed by the PRESIDENT, the same shall be conducted in his name." and at all "COUNCIL" meetings;

(f) HeTo keep and maintain a register of members of the "ASSOCIATION", collect all membership fees and any other liabilities payable to the "ASSOCIATION" by members or otherwise and keep and maintain books of accounts as may be required by law;

(g) To conduct all correspondence on behalf of the "ASSOCIATION" and the same shall be conducted in their name;

(h) To prepare and furnish or cause to be prepared and furnished all notices and returns required to be given by or on behalf of the "ASSOCIATION".;

(i) He shall, subject to the direction of the "COUNCIL" To engage and terminate the staff of the "ASSOCIATION". He and shall have full charge and management of the "ASSOCIATION'S" staff thereof and shall have authority to delegate his powers and duties to such staff;

(j) HeTo receive reports of, and communicate information on matters of, common interest to the "ASSOCIATION";

(k) As far as practicable, to keep himself up to date and apprised of developments in the building and construction Industry;

(l) To maintain personal contact with the members of the "ASSOCIATION" and with other organisations;

(m) To implement the Rules and the administration thereof;

(n) To render such other services and duties as the "COUNCIL" may from time to time determine.

(6) The CHIEF ADMINISTRATIVE OFFICER 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.

(7) He shall carry out, such other duties as may be required by these "RULES" or directed by the "COUNCIL" form time to time.

(7) During the temporary absence of the "CHIEF ADMINISTRATIVE OFFICER" a senior employee of the "ASSOCIATION" shall assume the authority and fulfil the duties of the "CHIEF ADMINISTRATIVE OFFICER" upon authorisation by the PRESIDENT or in the event of the PRESIDENT not being available, a Member of the Executive Committee.

~~(9)(8)~~ In the event of the position of the "CHIEF ADMINISTRATIVE OFFICER" becoming vacant for any cause, the Executive Committee shall have power to appoint a person to act as "CHIEF ADMINISTRATIVE OFFICER" ~~until the next election of office bearers and "COUNCIL" pursuant to "RULE" 14 hereof when a "CHIEF ADMINISTRATIVE OFFICER" shall be elected in accordance with Sub-Rule (1) hereof mutatis mutandis. The person acting as "CHIEF ADMINISTRATIVE OFFICER" so appointed shall have the duties and authority of the "CHIEF ADMINISTRATIVE OFFICER" but his appointment may be terminated in such manner and at such time as the Executive Committee shall determine. When a person is appointed to act as "CHIEF ADMINISTRATIVE OFFICER" the "COUNCIL" shall be informed of the fact at its next regular meeting and the "COUNCIL" shall confirm or reject the performance of such appointment.~~ A new CHIEF ADMINISTRATIVE OFFICER is appointed as per the "RULES" of the "ASSOCIATION".

### 23. RECORDS

The "CHIEF ADMINISTRATIVE OFFICER" shall cause to be kept:

- (1) A "REGISTER OF MEMBERS" of the "ASSOCIATION" showing the name and address of each "MEMBER" and the names of the authorised representative of "MEMBERS".
- (2) A list of the names and postal addresses and occupations of the persons holding offices in the "ASSOCIATION".
- (3) Accounts in proper form of the receipts, payments, funds and effects of the "ASSOCIATION".
- (4) Such other records as are prescribed or required to be kept by direction of the "COUNCIL" or Executive Committee.

### 24. FINANCIAL YEAR

A "FINANCIAL YEAR" of the "ASSOCIATION" shall commence on the 1<sup>st</sup> day of July in each year and end on the 30<sup>th</sup> day of June in the following year.

### 25. ANNUAL SUBSCRIPTION

Each "MEMBER" of the "ASSOCIATION" shall pay to the "ASSOCIATION" a subscription ascertained in accordance with a table of subscription dues as laid down by the "COUNCIL" from time to time as appropriate for each category of membership and upon such terms as "COUNCIL" considers appropriate.

### 26. FEES AND LEVIES

- (1) "MEMBERS" may be required to pay fees for specific services as laid down by the "COUNCIL" from time to time.
- (2) Upon the authority of a Resolution of "MEMBERS" passed in General Meeting or by "POSTAL BALLOT", the "COUNCIL" shall have the power to impose upon "MEMBERS" other than LIFE MEMBERS and HONORARY MEMBERS a levy or other contribution in each case for a specific purpose within the objects of the "ASSOCIATION". Any such levy or contribution shall be due and payable within thirty (30) days of the posting of a notification to the "MEMBER" of the decision to impose the same and may be recovered as if it were an unpaid subscription or levy.

### 27. ARREARS AND DEBTS

- (1) Subscriptions, levies or fees shall be deemed to be in arrears if they remain unpaid after that date on which they become due or payable and if such subscriptions, levies or fees continue unpaid for a further period of one (1) calendar month the "MEMBER" shall be deemed to be unfinancial.
- (2) Any "MEMBER" who is deemed to be unfinancial shall have all "ASSOCIATION" services withdrawn and all rights suspended from the date that the "MEMBER" is deemed to be unfinancial until the amount due is paid.

- (3) In respect of the operation of this "RULE" the subscription, levy or fee which is in arrears at the date on which the "MEMBER" is accordingly deemed to be unfinancial shall be considered to be a debt due and payable to the "ASSOCIATION".
- (4) Any debt due and payable to the "ASSOCIATION" shall be subject to a surcharge at a rate per annum equivalent to the normal bank overdraft rate which is in force at the date that the "MEMBER" is deemed to be unfinancial.
- (5) Any "MEMBER" who is deemed to be unfinancial shall have all "ASSOCIATION" services and rights of membership restored if, following receipt of notice of being deemed unfinancial, the "MEMBER" pays to the "ASSOCIATION" an amount equal to the debt due and the accrued surcharge.
- (6) Any "MEMBER" who, following receipt of notice that he is deemed to be unfinancial, fails to discharge his debt due and accrued surcharge thereon within ~~one~~ (2) calendar ~~month~~ months shall, unless "COUNCIL" has determined otherwise in respect of a particular "MEMBER" cease to be a "MEMBER" of the "ASSOCIATION" and his name shall be removed from the "REGISTER OF MEMBERS" in accordance with "RULE" 10(4).
- (7) The "ASSOCIATION" may sue for and recover any debt due and payable to the "ASSOCIATION" together with any surcharge thereon as provided for in these "RULES" as an ordinary debt notwithstanding any withdrawal of membership services or suspension or termination of or expulsion from membership. Any action for recovery of such debt shall be instituted in a court of competent jurisdiction and may be instituted without the giving of any further notice by the "ASSOCIATION" of its intention to institute such action.
- (8) The "COUNCIL" shall have discretionary power to waive any or all of the requirements of this "RULE" in respect of any particular "MEMBER" of the "ASSOCIATION".

## 28. USE AND CONTROL OF FUNDS

- (1) All monies received by or on behalf of the "ASSOCIATION" shall be applied to the maintenance of the "ASSOCIATION" and for the purposes of its objects PROVIDED THAT the "COUNCIL" may invite its "MEMBERS" to voluntarily subscribe to the funds for charitable or special purposes and in any such case, those funds when received shall be applied in full to the purpose for which they were subscribed.
- (2) Any loan, grant or donation exceeding \$1,000 shall be made only after approval of the "COUNCIL" and such approval shall only be granted if the "COUNCIL" has satisfied itself.
  - (a) that the making of such loan, grant or donation is in accordance with the requirements of all the "RULES" of the "ASSOCIATION"; and
  - (b) 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.
- (3) "COUNCIL" may give any guarantee or indemnity or guarantee and indemnity with or without security solely or jointly or jointly and severally with any other association company or natural person and with or without remuneration for payment of monies or the termination of any contract obligation or undertaking by any person firm company corporation or association and to secure by mortgage Bill of Sale lien or charge fixed or floating legal equitable or otherwise howsoever such guarantee or indemnity or guarantee and indemnity and upon such terms with or without security or interest as "COUNCIL" shall think fit.
- (4) All monies received by the "ASSOCIATION" shall be paid to the credit of any account or accounts as the "COUNCIL" may specify from time to time and with the branch of a financial institution nominated by the "COUNCIL" for that purpose. A proportion of monies received may be retained by the "ASSOCIATION" at its registered office for the purposes of petty cash and other day-to-day expenditure as the "COUNCIL" may approve.
- (5) All cheques or bank drafts drawn against any account of the "ASSOCIATION" shall be signed and counter-signed in a manner authorised by the "COUNCIL".



- (6) Any portion of the "ASSOCIATION'S" current funds not required immediately for expenditure may be invested by Resolution of the "COUNCIL" or the Executive Committee for the benefit of the "ASSOCIATION" and on behalf of the "ASSOCIATION" in any security or investment.

#### 29. AUDITORS

- (1) One or more auditor or auditors having the qualifications prescribed from time to time by the relevant legislation shall be appointed by the "ASSOCIATION" at [isits](#) Annual General Meeting.
- (2) The auditor or auditors shall, for audit purposes only, have power at any time to call for the production of all books, accounts and other documents relating to the financial affairs of the "ASSOCIATION".
- (3) The auditor or auditors shall audit the yearly accounts of the "ASSOCIATION" prior to such accounts being submitted to the Annual General Meeting and the auditor or auditors shall certify the correctness or otherwise thereof.
- (4) An auditor shall hold office from the time of his appointment until the next Annual General Meeting of the "ASSOCIATION", unless he retires. Any casual vacancy occurring in the office of auditor may be filled by the "COUNCIL".
- (5) A retiring auditor shall be eligible for reappointment.

#### 30. SEAL

- (1) The "COUNCIL" shall cause to be designed and produced a common seal for the "ASSOCIATION" which shall be in the custody of the "CHIEF ADMINISTRATIVE OFFICER" and shall not be used or affixed to any document except as authorised by the "COUNCIL".
- (2) Every document to which the said seal is affixed shall be signed by:
- A member of the Executive Committee; and
  - The "CHIEF ADMINISTRATIVE OFFICER" or the person for the time being acting in his stead or a person nominated by the "COUNCIL".

#### 31. AUTHORITY TO EXECUTE DOCUMENTS

Industrial Agreements and other instruments or documents to which the "ASSOCIATION" may be a party may be made by or on behalf of the "ASSOCIATION" in the following manner:

- (1) any industrial agreement and any instrument document or writing not required by law to be under the seal of the "ASSOCIATION" may be executed by the "CHIEF ADMINISTRATIVE OFFICER";
- (2) any document required by law to be under the seal of the "ASSOCIATION" may be executed under the common seal of the "ASSOCIATION" in manner prescribed in "RULE" ~~34~~[30](#) hereof.

#### 32. EMBLEM

The "COUNCIL" may cause to be designed an emblem for the use by all "MEMBERS" of the "ASSOCIATION" under such conditions as the "COUNCIL" may decide which is representative in design of the "ASSOCIATION", its objects and "MEMBERS" and which may be used on all "ASSOCIATION" stationery and publications.

#### 33. ALTERATION OF RULES

The "RULES" of the "ASSOCIATION" may be altered, added to, amended or rescinded, and new "RULES" may be made at an Annual General Meeting or at a Special General Meeting called for that purpose or by "POSTAL BALLOT" in accordance with "RULE" 21.

#### 34. INDEMNITY

Every Officer, "MEMBER", "CHIEF ADMINISTRATIVE OFFICER" and other employee of the "ASSOCIATION" shall be indemnified by the "ASSOCIATION" against all costs, losses, charges and expenses which any such Officer, "MEMBER", "CHIEF ADMINISTRATIVE OFFICER", or any other employee incurs or becomes liable for by reason of any contract entered into, or act or deed done by

him as such Officer, "MEMBER", "CHIEF ADMINISTRATIVE OFFICER", or other employee in the discharge of his duties, in accordance with these "RULES", and any such Officer, "MEMBER" or "MEMBERS", "CHIEF ADMINISTRATIVE OFFICER" or other employee entitled to such indemnity shall, on the establishment of his claim therefore have a lien on the property of the "ASSOCIATION" for the amount therefore.

**35. ASSETS NOT TO BE DISTRIBUTED TO MEMBERS**

The income and property of the "ASSOCIATION" shall be applied solely towards the promotion of the objects of the "ASSOCIATION" and no portion thereof shall be paid or transferred directly by way of divided bonus or otherwise howsoever by way of profits to the "MEMBERS" or the relatives of the "MEMBERS" of the "ASSOCIATION" provided that nothing herein shall prevent in good faith of remuneration to any officer or servant of the "ASSOCIATION" or to any "MEMBER" of the "ASSOCIATION" in return for any services actually rendered to the "ASSOCIATION" or reasonable and proper rental for premises let by any "MEMBER" to the "ASSOCIATION".

**36. WINDING UP**

- (1) The "ASSOCIATION" may be wound up or put into liquidation only on a motion whereby seventy-five percent (75%) of those "MEMBERS" who are entitled to vote pass the resolution and the ballot for any such dissolution may be condition by way of "POSTAL BALLOT" or conducted at any Annual or Special General Meeting and in the event that a vote is in favour of the dissolution of the "ASSOCIATION", the assets of the "ASSOCIATION" (after payment of all debts of the "ASSOCIATION" and the legal and any other costs and disbursements involved in winding up the "ASSOCIATION" have been paid) shall be donated to such organisation or organisations as shall be stated in the resolution and be permitted by law.
- (2) If upon the winding up or dissolution of the "ASSOCIATION" there remains after satisfaction of all debts and liabilities any property whatsoever, such property shall not be paid or distributed among the "MEMBERS" of the "ASSOCIATION" but shall be distributed to another body or other bodies having similar objects to the "ASSOCIATION" or such charitable body or bodies which prohibit the distribution of its income or property among its "MEMBERS".

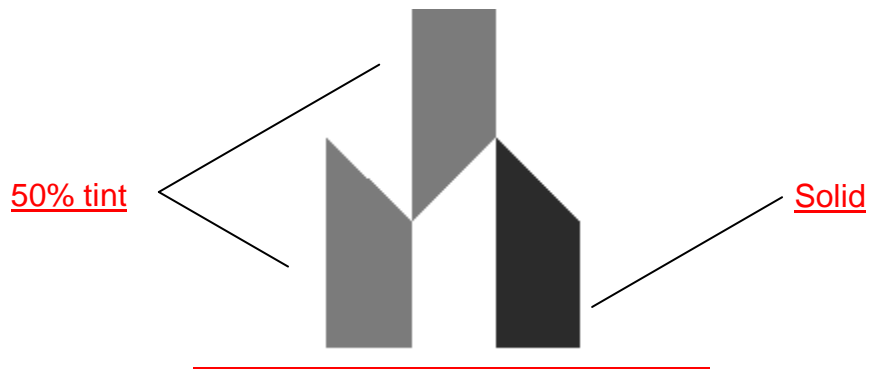
**37. TRANSITIONAL PROVISION**

Notwithstanding "RULE" 12 of these "RULES" the Councillors holding office at the date of the adoption of these "RULES" shall continue to hold office until the date of the first Annual General Meeting of the Organisation to be held after the adoption of these "RULES" and shall otherwise be subject to these "RULES".

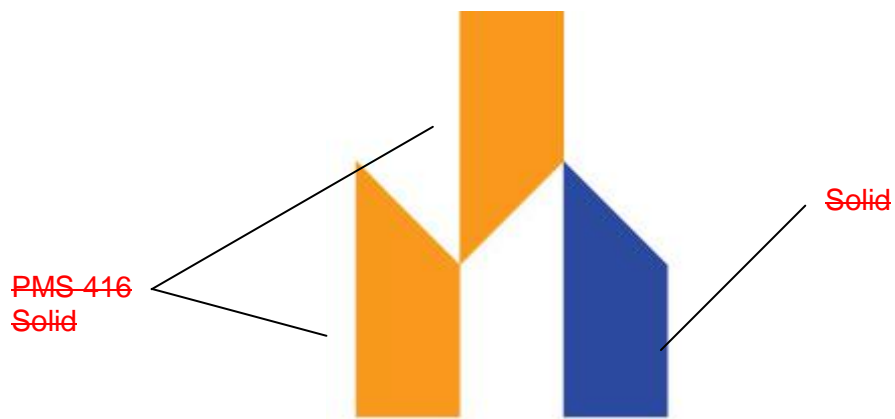
MBA Logo Specifications

The breakdown of colours for printing of the MBA logo are as follows:

MONO: IE, BLACK



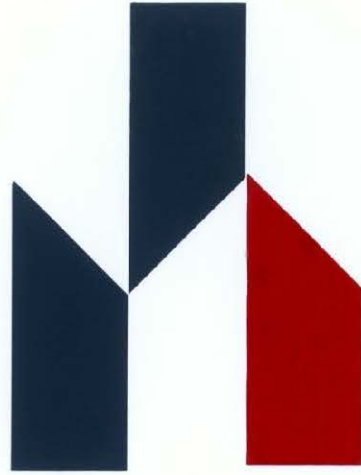
COLOUR:



Orange  
PMS 144  
Solid

Use our logo on all  
your advertising and  
printed material.

Pantone  
Reflex Blue  
Solid



# **Master Builders Association**

**M E M B E R**



Display our Member sticker,  
on your business premises,  
vehicles, machinery and  
work sites.



**MASTER BUILDERS**  
SOUTH AUSTRALIA

ABN 61 183 783 305

17 November 2010

Matthew Jordan  
Fair Work Australia  
GPO Box 1994  
MELBOURNE VIC 3001

Dear Mr Jordan,

**Reference: R2010/115 – Application by Master Builders Association of South Australia to vary its rules**

I refer to your correspondence dated 16 November 2010.

Having reviewed the contents of that correspondence, I can confirm that there is a typographical, clerical or formal error in the proposed subrule 22(3).

As an authorised officer of the Master Builders Association of South Australia Incorporated, I confirm that the Association consents to Fair Work Australia exercising its powers under s159(2) of the *Fair Work (Registered Organisations) Act 2009*.

Should you require any further information, please contact Tom Earls on 08 8231 5240.

Yours sincerely

**JOHN KENNETT**  
**DEPUTY PRESIDENT**

**From:** JORDON, Matthew  
**To:** ["Tom Earls"](#)  
**Subject:** RE: R2010/115  
**Date:** Tuesday, 16 November 2010 5:35:00 PM

---

Hi Tom,

Thanks for getting back to me so quickly with the letter of consent. There is an issue that will need to be remedied though before this can be processed.

The letter you have provided refers to the wrong rule (sub rule 11(3)), whereas the error lies with rule 22. If this reference can be changed, then I should be able to process the letter and proceed with the correction.

Cheers,  
Matt

MATTHEW JORDON  
Tribunal Services and Organisations

Fair Work Australia  
Tel: 03 8661 7926  
Fax: 03 9655 0410  
[matthew.jordon@fwa.gov.au](mailto:matthew.jordon@fwa.gov.au)

11 Exhibition Street, Melbourne Victoria 3000  
GPO Box 1994, Melbourne Victoria 3001  
[www.fwa.gov.au](http://www.fwa.gov.au)

---

**From:** Tom Earls [mailto:[tearls@mbasa.com.au](mailto:tearls@mbasa.com.au)]  
**Sent:** Tuesday, 16 November 2010 5:26 PM  
**To:** JORDON, Matthew  
**Subject:** RE: R2010/115

Hi Matt,

Attached is the letter signed by John Kennett.

I trust it is sufficient for your purposes, but if you need anything else please let me know.

Regards,

Tom

---

**From:** JORDON, Matthew [mailto:[matthew.jordon@fwa.gov.au](mailto:matthew.jordon@fwa.gov.au)]  
**Sent:** Tuesday, 16 November 2010 3:33 PM  
**To:** Tom Earls  
**Subject:** R2010/115

Hi Tom,

Please find attached a letter relating to R2010/115.

As I mentioned earlier on the phone, consent in writing from John Kennett would be preferred, or at least a member from the Committee of Management.

Cheers,  
Matt

MATTHEW JORDON



Tribunal Services and Organisations

Fair Work Australia  
Tel: 03 8661 7926  
Fax: 03 9655 0410  
[matthew.jordon@fwa.gov.au](mailto:matthew.jordon@fwa.gov.au)

11 Exhibition Street, Melbourne Victoria 3000  
GPO Box 1994, Melbourne Victoria 3001  
[www.fwa.gov.au](http://www.fwa.gov.au)

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MASTER BUILDERS  
SOUTH AUSTRALIA

ABN 61 183 783 305

16 November 2010

Matthew Jordan  
Fair Work Australia  
GPO Box 1994  
MELBOURNE VIC 3001

Dear Mr Jordan,

**Reference: R2010/115 – Application by Master Builders Association of South Australia to vary its rules**

I refer to your correspondence dated 16 November 2010.

Having reviewed the contents of that correspondence, I can confirm that there is a typographical, clerical or formal error in the proposed subrule 11(3).

As an authorised officer of the Master Builders Association of South Australia Incorporated, I confirm that the Association consents to Fair Work Australia exercising its powers under s159(2) of the *Fair Work (Registered Organisations) Act 2009*.

Should you require any further information, please contact Tom Earls on 08 8231 5240.

Yours sincerely

**JOHN KENNETT**  
**DEPUTY PRESIDENT**



FAIR WORK  
AUSTRALIA

16 November 2010

Tom Earls  
Legal and Workplace Services Manager  
Master Builders' Association of South Australia Incorporated  
47 South Terrace  
Adelaide SA 5000

Dear Mr Earls

**Re: Typographical, clerical or formal error (R2010/115)**

I write to confirm that the application to amend the rules of the Master Builders' Association of South Australia Incorporated was received by Fair Work Australia on 27 October 2010.

We have identified the following typographical, clerical or formal error in the amended rules:

1. In proposed rule 22(2) "the PRESIDENT or in his absence the a person selected pursuant to Rule 11(3)" should be "the PRESIDENT or in his absence a person selected pursuant to Rule 11(3)". This error appears twice within that sub rule.

If you concur with the above corrections, could you please indicate your consent, in writing, pursuant to [section 159\(2\)](#) of the *Fair Work (Registered Organisations) Act 2009* to allow for the General Manager to amend the alterations accordingly.

If you have any questions in relation to this matter, please feel free to contact me on (03) 8661 7926 or at [matthew.jordon@fwa.gov.au](mailto:matthew.jordon@fwa.gov.au).

Yours sincerely

Matthew Jordon  
Tribunal Services and Organisations  
Fair Work Australia

## STEWART, Iain

---

**From:** Tom Earls [tearls@mbasa.com.au]  
**Sent:** Wednesday, 27 October 2010 12:56 PM  
**To:** STEWART, Iain  
**Subject:** Application to alter other rules  
**Attachments:** Letter to FWA re changing the constitution 27-10-10.pdf; Declaration by John Kennett 26-10-10.pdf; MBA SA Proposed constitution changes - tracked version without eligibility rules 27-10-10.pdf; MBA SA Proposed constitution changes - without eligibility rules 27-10-10.docx

Iain,

Attached are the following documents:

1. A notice seeking to alter MBA SA's constitution and an accompanying declaration by John Kennett
2. A copy of the rules showing the deletions and additions
3. An electronic copy of the rules as amended.

Let me know if you require any further information.

Regards,

**Tom Earls**

**Legal & Workplace Services Manager**

Master Builders Association of SA Inc

1st Floor, Master Builders House, 47 South Terrace

GPO Box 10014, Gouger Street Adelaide SA 5000

p. +61 8 8211 7466 f. +61 8 8231 5240 m. 0409 939 010

email [tearls@mbasa.com.au](mailto:tearls@mbasa.com.au)

web [www.mbasa.com.au](http://www.mbasa.com.au)



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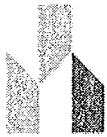
Origin Network Forum - National Work Health & Safety Act Update coming up on 9th November 2010. Contact us on (08) 8211 7466 for more details.

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MASTER BUILDERS  
SOUTH AUSTRALIA

ABN 61 183 703 305

27 October 2010

The General Manager  
Fair Work Australia  
PO Box 8072  
STATION ARCADE  
ADELAIDE SA 5000

Dear Sir,

**Reference: Application to alter rules of the Association**

At our recent Annual General Meeting, two motions were moved to adopt alterations to the rules of the Master Builders Association of South Australia, Inc (the Association).

The first motion was in relation to a change to the eligibility rules of the Association, which is dealt with separately to this notice. The other motion was to make various alterations to the rules of the Association. This motion was adopted unanimously at the meeting.

We now formally apply to Fair Work Australia under s159 of the *Fair Work (Registered Organisations) Act 2009* to alter our rules.

Attached to this correspondence are the following documents:

1. A declaration sworn by John Kennett.
2. A copy of the proposed changes to the rules (other than the eligibility rule) as adopted by members at the Annual General Meeting.
3. For your convenience, an electronic copy of the rules as amended.

A notice informing members that the particulars of this application have been lodged with Fair Work Australia has been placed on the Association's web-site ([www.mbase.com.au](http://www.mbase.com.au)).

We trust that this information is sufficient for your purposes but if you require any further information, please contact the author to discuss.

Yours sincerely

**TOM EARLS**  
**LEGAL AND WORKPLACE SERVICES MANAGER**



## DECLARATION BY AUTHORISED OFFICER

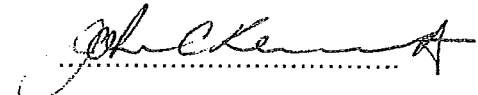
On 26 October 2010, I John Kennett of 40 East Street, Brompton in the State of South Australia, Managing Director, declare:

1. I am the Deputy President of the Master Builders' Association of South Australia Incorporated (the Association). I am authorised by the Association to make this declaration.
2. At the Association's Annual General Meeting on 19 October 2010, a motion to vary the Association's rules was unanimously passed by members.
3. I declare that the alteration to the rules was made in accordance with the rules of the Association.
4. The following steps were taken to make the alteration:
  - a. Alteration of the Association's rules is provided for in Rule 33. It provides that the rules may be altered at the Annual General Meeting, at a Special General Meeting or by postal ballot.
  - b. On 17 August 2010 the Council determined that it would seek to alter the eligibility rule at the Annual General Meeting to be held on 19 October 2010.
  - c. In accordance with the rules of the Association, all members were provided with written notice of the intended alteration of the rules at the Association's Annual General Meeting at least 14 days prior to the date set for the Annual General Meeting. All members were provided with an explanation of the proposed alteration. This notice was given at the same time as members were given notice of the Annual General Meeting required under Rule 18 of the Association's rules.
  - d. A copy of the proposed change was made available to all members by placing a copy of the proposed variation on the Association's web-site and by making electronic and hard copies available free of charge to members.
  - e. At the Annual General Meeting, a motion was moved by Mario Romaldi of Romaldi Constructions Pty Ltd and seconded by Peter Salvesson of Hansen Yuncken Pty Ltd to adopt the proposed alterations to the rules. Both of these persons were financial members and eligible to move and second such a motion.
  - f. A vote was then taken on the motion which was unanimously carried. All members present were financial members who were eligible under the rules of the Association to vote on the matter. Accordingly, the alteration to the eligibility rule was made in accordance with the rules of the Association.
5. The facts set out in this declaration are true and correct in every particular.






Signed by the deponent on the date mentioned above



.....

Before me



**THOMAS JAMES EARLS..**  
A Commissioner for taking Affidavits in  
the Supreme Court of South Australia

MASTER BUILDERS ASSOCIATION OF SOUTH AUSTRALIA INCORPORATED  
CONSTITUTION AND RULES  
AMENDED 41-MAY-2004 AUGUST 2010

1. NAME OF ASSOCIATION AND INDUSTRY CONCERNED

The Organisation shall be known as the "MASTER BUILDERS ASSOCIATION OF SOUTH AUSTRALIA INCORPORATED" and is established by Employers in the Building, Construction and Civil Engineering Industry for the purposes hereinafter set out.

2. REGISTERED OFFICE

The ~~registered office~~ REGISTERED OFFICE of the "ASSOCIATION" shall be 47 South Terrace, Adelaide, South Australia, 5000 or at such other place as the "COUNCIL" may from time to time determine.

3. INTERPRETATION

In these "RULES", unless the context otherwise requires:

- (1) "ASSOCIATION" means the organisation known as the "MASTER BUILDERS ASSOCIATION OF SOUTH AUSTRALIA INCORPORATED".
- (2) "ASSOCIATION'S OFFICE" means the ~~registered office~~ REGISTERED OFFICE for the time being of the "ASSOCIATION".
- (3) "BUILDING AND/OR CONSTRUCTION WORK" means work or the management of work in the nature of the erection or construction of any building or structure or civil engineering project or the improvement, repair, alteration of or addition to any such building, structure or civil engineering project.
- (4) "BUILDING AND CONSTRUCTION INDUSTRY" or "Industry" means the industry of the "ASSOCIATION".
- ~~4.5.~~ "COUNCIL" means the Council as provided for in "RULE" 12.
- ~~5.6.~~ "CHIEF ADMINISTRATIVE OFFICER" means the person ~~elected~~ appointed in accordance with "RULE" 22 and shall also include any person acting as the "CHIEF ADMINISTRATIVE OFFICER" from time to time in accordance with the said "RULE".
- ~~6.7.~~ "FINANCIAL MEMBER" means a "MEMBER" not being in default in accordance with and as provided for in "RULE" ~~28~~ 27.
- ~~7.8.~~ "FINANCIAL YEAR" means the financial year of the "ASSOCIATION" as provided for in "RULE" 24.
- ~~4.9.~~ "MEMBER" means any ~~person, partnership or body corporate~~ PERSON who has been admitted to Membership in accordance with "RULE" 6.
- ~~9.10.~~ "PERSON" means and includes any sole trader, partnership or other unincorporated body and any body corporate whether incorporated pursuant to any Act of Parliament of the Commonwealth of Australia or Ordinance of any of its Territories or Act of Parliament of any State of the Commonwealth.
- ~~10.11.~~ "POSTAL BALLOT" or secret postal ballot means a ballot for the purposes of which a ballot paper is to be sent by prepaid post to each person entitled to vote and facilities are to be provided for the return of the completed ballot paper by post by the voter without expense to him.
- ~~11.12.~~ "PRINCIPAL CONTRACTOR" means a Contractor who undertakes to perform a contract for "BUILDING AND/OR CONSTRUCTION WORK" for an independent client or for himself.
- ~~12.13.~~ "RELATED BODY CORPORATE" means a related body corporate as defined in the section 9 of the Corporations (South Australia) Act, 1990, 2001.

"REGISTER OF MEMBERS" means the Register of "MEMBERS" kept by the "ASSOCIATION" pursuant to these "RULES".

"RULE" or "RULES" means these Rules being the "Constitution and Rules" of the "ASSOCIATION".

"TURNOVER" shall mean the gross annual building and construction sales of a "MEMBER" in the course of conducting his business in the industry, "BUILDING AND CONSTRUCTION INDUSTRY".

Words importing the singular number shall include the plural number and vice versa.

Words importing the masculine gender include the feminine and neuter gender.

#### 4. OBJECTS

The objects for which the "ASSOCIATION" is formed are:

- (1) To promote by all lawful and proper means the interests of the ~~industry of participants in the "ASSOCIATION"~~ "BUILDING AND CONSTRUCTION INDUSTRY" in South Australia in particular, and throughout the Commonwealth of Australia and its Territories.
- (2) To safeguard by all lawful and proper means the interests of its "MEMBERS" ~~by all lawful means~~ in their regular business or such activities as are ancillary thereto and in which they are engaged, either as principal, agent, contractor or consultant as defined at law in the industry of the "ASSOCIATION" "BUILDING AND CONSTRUCTION INDUSTRY".
- (3) To protect and use all lawful means for the protection of its "MEMBERS" ~~by all lawful means~~ in carrying out any "BUILDING AND/OR CONSTRUCTION WORK" and against injustice or oppression in the fair and proper execution and construction of such works as they may undertake from time to time ~~to carry on~~.
- (4) To establish, ~~promote and maintain a Code of Ethics and good business practice amongst its "MEMBERS", a Code of Ethics and good business practice amongst its "MEMBERS" and in the relationship between its members and those who engage their services or enter into agreements with them or members of the public generally in relation to or arising out of any "BUILDING AND/OR CONSTRUCTION WORK" the submission of tenders and the form thereof, written contracts and the form thereof and the methods of acceptance of tenders and publication of the same.~~
- (5) To secure, maintain and improve trade relations with all public authorities, manufacturers, suppliers or distributors of goods, materials, and/or services whether within Australia or abroad.
- (6) To maintain and improve relations between its "MEMBERS" and its "MEMBERS" employees and the registered organisations of such employees.
- (7) To support and carry out a practical system for the training of apprentices and other general technical education.
- (8) To encourage and preserve by every means professional and technical skill of the highest order and to support and arrange for the training of its "MEMBERS" or the employees of its "MEMBERS" in new professional or technical skills which in the future may emerge or be invented or practised in the ~~industry of the "ASSOCIATION"~~ "BUILDING AND CONSTRUCTION INDUSTRY".
- (9) To take an active part in assisting or opposing by all lawful means such public movements as may appear likely to affect its "MEMBERS" interests in the carrying on of their respective businesses or the ~~industry of the "ASSOCIATION"~~ "BUILDING AND CONSTRUCTION INDUSTRY" generally.
- (10) To maintain, review and improve standard forms of agreement of general conditions of contract conditions of tender and like documents and to enter into lawful agreement with the Royal-Australian Institute of Architects, the Institution of Engineers, Australia, and bodies of a like nature, public authorities of the Commonwealth of Australia and its Territories and any

State or Local Government Authority and lending institution therein regarding or in relation to any such standard form of document.

(11) To support the quantity system in connection with "BUILDING AND CONSTRUCTION WORK" and to promote quality in documentation throughout the design, tenderer and construction of such works.

~~11(12)~~ To secure to its "MEMBERS" all the advantages of unity of action in any lawful manner whatsoever.

~~11(13)~~ To discuss, consider, and make lawful determinations and recommendations in respect of all matters affecting the industry of the "ASSOCIATION" BUILDING AND CONSTRUCTION INDUSTRY and any industry auxiliary or pertaining thereto and to collect, distribute and disseminate such information relating thereto as the "COUNCIL" may consider to be of use to a "MEMBER", producers and distributors of building and construction materials, suppliers of auxiliary or specialist services associated with or special to the building and construction industry of the "ASSOCIATION" and to the public in general about the "BUILDING AND CONSTRUCTION INDUSTRY" in general or particular parts thereof PROVIDED THAT such collection, distribution and dissemination shall not constitute a restriction of trade.

~~11(14)~~ To establish or assist in the establishment of professional or technical and statistical libraries and schools of training.

~~11(15)~~ To support all forms of professional and technical education whether given or carried out at technical colleges, colleges of advanced education or universities and to establish or contribute to bursaries, scholarships or prizes for any such educational purpose.

~~11(16)~~ To purchase, take on lease or licence, or hire or otherwise acquire real or personal property of any kind whatsoever which may or might have the result of assisting in carrying out 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 by law and these "RULES".

~~11(17)~~ To construct, maintain and alter, lease or sub-lease any buildings, works, plant and machinery necessary or convenient for the purpose of the "ASSOCIATION".

(18) To establish or maintain Sectors, Divisions and/or Branches of the "ASSOCIATION" in any part of the State which the COUNCIL may divide into Sectors, Divisions or Branches.

~~11(18)~~ To act as an Organisation of Employers for the purpose of the laws of the Commonwealth of Australia, its States and Territories.

~~11(19)~~ To bring before the appropriate authority established under any law of the Commonwealth or of a State any industrial dispute or claims relating to industrial matters and to enter into any agreement with any registered organisation of employees whether registered or otherwise that represents employees employed by "MEMBERS" in the building and construction industry of the "ASSOCIATION" to have the object of preventing or settling industrial disputes and to represent the interests generally of its "MEMBERS" in all sections of the industry of the "ASSOCIATION" building and construction industry auxiliary or special to the "BUILDING AND CONSTRUCTION INDUSTRY" before the Industrial Relations Commission or any Tribunals, be they Courts (so called by any establishing legislation), Boards, Conciliation Committees or other bodies or at conferences with organisations of other employers or employees or their representatives.

~~11(20)~~ To affiliate with join or enter any alliance with any organisation, association, company or firm 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 them and to appoint representatives to them.

~~11(21)~~ To raise money by any lawful means whether specifically provided by these "RULES" or not PROVIDED THAT the objects of the raising of the monies are incidental to these objects.

To raise funds for the "ASSOCIATION" by means of annual subscriptions, fees, donations, levies or other means (however so called or denominated by the "COUNCIL"), from or on "MEMBERS" or from members of the public.

To adopt and carry out by any lawful means any procedure, policy, matter or thing that the "COUNCIL" may consider advisable in the interests of its "MEMBERS" in the maintenance of private enterprise.

To do all lawful things which may be incidental to any object hereinbefore set forth or conducive to the better carrying out of any such objects and subject to any Commonwealth law relating to industrial organisations and to amend these "RULES" in the manner hereinafter appearing as may appear to the "COUNCIL" to be necessary or convenient.

#### 5. MEMBERSHIP

- (1) The "ASSOCIATION" shall consist of an unlimited number of "MEMBERS".
- (2) A "PERSON" may be admitted to Membership of the "ASSOCIATION" as a MEMBER, ASSOCIATE MEMBER, LIFE MEMBER, HONORARY MEMBER, or RETIRED MEMBER.
- (3)
  - (a) MEMBERS shall be "PERSONS", who undertake "BUILDING AND/OR CONSTRUCTION WORK" and who are the holders of a licence issued by the Commercial Tribunal of South Australia.
  - (b) MEMBERS shall elect to hold Membership in one or more of the following industry sector groups:
    - Civil engineering construction: being the construction of civil engineering works as distinct from the construction of buildings.
    - Non-residential building construction: being the construction of buildings for occupation principally for purposes other than as a dwelling.
    - Residential construction: being the construction of houses and other buildings for occupation principally as dwellings.
    - Trade construction: being the construction of any one or more distinct trade or speciality components or elements of buildings or civil engineering works but not the construction of the entire building or civil engineering works excluding any "PERSONS" who undertake plumbing and mechanical services and allied trades, functions or businesses and do not undertake other "BUILDING AND/OR CONSTRUCTION WORK"; and excluding any "PERSONS" who undertake the manufacture, installation and/or repair of air-conditioning and/or lifts and/or fire sprinkler equipment or systems and do not substantially undertake other "BUILDING AND/OR CONSTRUCTION WORK". Trade construction and "BUILDING AND/OR CONSTRUCTION WORK" does not apply to any industry, calling, trade or the like covered by the Metal Industry Award 1984 Part 1 or its replacement.
- (4) ASSOCIATE MEMBERS shall be any "PERSONS" who are engaged in or associated with the industry of the "ASSOCIATION", but whose activities are such that they are not eligible to be "MEMBERS". ASSOCIATE MEMBERS shall not be entitled to hold any office within the Association and shall not have voting rights other than that of voting at meetings of Committees to which they have been appointed.
- (5)
  - (a) LIFE MEMBERS shall be those persons who are or have been "MEMBERS" or REPRESENTATIVES of "MEMBERS" whom the "COUNCIL" may desire to elect as such in recognition of exceptional services rendered to the "ASSOCIATION" or to the Industry. In the event of the person so honoured being the REPRESENTATIVE of a "MEMBER", then such REPRESENTATIVE shall automatically be accorded Membership in his own right and the "MEMBER" whom the LIFE MEMBER represented may nominate a further person as a REPRESENTATIVE. A LIFE MEMBER may remain as the REPRESENTATIVE of a "MEMBER" should the "MEMBER" so elect.

- (b) LIFE MEMBERS, unless concurrently MEMBERS, shall not have voting rights and cannot be elected to office other than, as a REPRESENTATIVE of a "MEMBER" but shall have all other rights and privileges of "MEMBERS" without payment of any fee, levy or subscription. Any partnership or body corporate for which the LIFE MEMBER is a representative will not be exempt from the payment of fees, levies or subscriptions.
- (c) There shall be no more than eight (8) LIFE MEMBERS at any one time.
- (6) HONORARY MEMBERS shall be those persons who are not or have not been "MEMBERS" or REPRESENTATIVES of "MEMBERS" whom the "COUNCIL" may invite because of exceptional service to the "ASSOCIATION" or to the industry to accept HONORARY MEMBERSHIP and in the event of acceptance by such invitee he shall be elected accordingly. HONORARY MEMBERS shall be entitled to attend all meetings of the "ASSOCIATION" and to make use of such recreational facilities as may be provided. An HONORARY MEMBER shall not be eligible to hold any office in the "ASSOCIATION" or to vote on any matter.
- (7) RETIRED MEMBERS shall be ex-"MEMBERS" or ex-ASSOCIATE MEMBERS or retired principals, directors or managers of organisations which are or have been "MEMBERS" or ASSOCIATE MEMBERS. They shall not have voting rights and cannot be elected to office other than as a REPRESENTATIVE of a "MEMBER" but shall have all other rights and privileges of "MEMBERS".
- (8) "MEMBERS" shall be entitled to display their membership in the "ASSOCIATION" but must state their correct grade of Membership in such display.

#### 6. ADMISSION OF MEMBERS

- (1) The "PERSONS" whose names have been entered in the "REGISTER OF MEMBERS" at the date of adoption of these "RULES" shall be deemed to have fulfilled the requirements of these "RULES" and be "MEMBERS" of the "ASSOCIATION".
- (2) 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 organisation.
- (3) Any "PERSON" who is carrying on business in the industry of the ~~"ASSOCIATION"~~ "BUILDING AND CONSTRUCTION INDUSTRY" and who generally complies with the requirements for "MEMBERS" or ASSOCIATE MEMBERS as set out in "RULE" 5 may make application for admission to the appropriate class of Membership in the manner and form as approved from time to time. Any such application for admission to a class of Membership of the "ASSOCIATION" shall be accompanied by an amount representing such fees and subscriptions as the "COUNCIL" may from time to time determine and shall be forwarded to the "ASSOCIATION" at the "ASSOCIATION'S OFFICE".
- (4) Any body corporate which is a "RELATED BODY CORPORATE" shall submit with its application for Membership a schedule setting out the names and addresses of its "RELATED BODIES CORPORATE" in the group operating in South Australia, together with such other information as may be required of all such companies which are licensed under ~~the Builders Licensing Act to perform~~ "BUILDING AND/OR CONSTRUCTION WORK".
- (5) Upon receipt of an application which is in the proper form the "CHIEF ADMINISTRATIVE OFFICER" shall make such enquiries regarding the applicant as the "COUNCIL" may from time to time direct and shall place the application together with his report of the result of his enquiries before the first meeting of the "COUNCIL" occurring after the completion of those enquiries.
- (6) The "COUNCIL" may approve the application, or may reject it in accordance with the provisions of Section ~~264-166~~ of the ~~Industrial Relations Fair Work (Registered Organisations) Act, 1988 2009~~, or may defer it for further enquiry and/or consideration for a period not

exceeding three (3) months. In case of rejection the fee and subscription lodged with the application shall be refunded.

- (7) Admission to the class of Membership of LIFE MEMBER, HONORARY MEMBER, ASSOCIATE MEMBER or RETIRED MEMBER shall be at the sole discretion of the "COUNCIL" and according to the requirements of that grade of Membership as set out in "RULE" 5.
- (8) Where an application for Membership is approved by the "COUNCIL", the "CHIEF ADMINISTRATIVE OFFICER" shall forthwith advise the applicant that he has been admitted to Membership and his name shall then be entered in the "REGISTER OF MEMBERS".
- (9) Where an application for Membership in respect of a "RELATED BODY CORPORATE" is approved by "COUNCIL", the "CHIEF ADMINISTRATIVE OFFICER" shall, in addition to advising the applicant according to the previous sub-rule, advise the other "RELATED BODIES CORPORATE" who are eligible for membership in accordance with "RULE" 5, that they have been admitted to Membership through the group arrangement and enter their name or names in the "REGISTER OF MEMBERS".

#### 7. NOMINATED REPRESENTATIVES

- (1) Every "MEMBER" being a partnership or body corporate shall nominate in writing a person being an employee, proprietor or director of the partnership or body corporate as its REPRESENTATIVE, and subject to the approval of "COUNCIL", that person shall have all the rights and liabilities of the "MEMBER" and do all things in the name of the "MEMBER" as if that REPRESENTATIVE were the "MEMBER".
- (2) The person nominated and approved by "COUNCIL" as the REPRESENTATIVE of a partnership or corporate body shall, in all respects, be responsible for his acts and omissions to the "ASSOCIATION" insofar as the act or omission relates directly or indirectly or is incidental to the business and operations of the "MEMBER".
- (3) The person nominated and approved as the REPRESENTATIVE of a partnership or body corporate may be removed by that partnership or body corporate by notice given in writing and substituting another person as its "REPRESENTATIVE".
- (4) The "COUNCIL" may at any time withdraw its approval of a person as the REPRESENTATIVE of a partnership or body corporate "MEMBER". Upon the passing of a resolution by "COUNCIL" withdrawing its approval for a person as the REPRESENTATIVE of a partnership or body corporate "MEMBER", the "CHIEF ADMINISTRATIVE OFFICER" shall notify the "MEMBER" in writing.
- (5) In the event that the "COUNCIL" withdraws approval for a REPRESENTATIVE in the case of a partnership or body corporate, the "MEMBER" shall still be liable for and subject to payment of all monies due to the "ASSOCIATION" and shall continue to be so liable until the resignation of that "MEMBER" is accepted by the "COUNCIL" or the "MEMBER" is expelled from the "ASSOCIATION" but not withstanding such resignation or expulsion, the "MEMBER" shall continue to be liable to pay to the "ASSOCIATION" all monies lawfully due by it notwithstanding that the "MEMBER" is no longer a "MEMBER" of the "ASSOCIATION".

#### 8. CHANGE OF STATUS OF MEMBER

- (1) A "MEMBER" shall advise the "CHIEF ADMINISTRATIVE OFFICER" in writing of any change of the "MEMBER'S" business status in respect to Builders Licenses; operations as a "PRINCIPAL CONTRACTOR", business structure as a "PERSON" partnership or body corporate, subsidiary in a group arrangement or holding company in a group arrangement; and classification of Membership.
- (2) Notice of any such change of status shall contain all such information as would have been required had the "MEMBER" applied for admission to Membership with the changed status at the time such notice was given to the "ASSOCIATION".
- (3) Upon becoming aware of any change of status of a "MEMBER" or at such other time as may be required to verify the status of a "MEMBER" as recorded, the "CHIEF ADMINISTRATIVE OFFICER" may request the "MEMBER" to supply up-to-date information.

- (4) 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" shall notify the "CHIEF ADMINISTRATIVE OFFICER" in writing of the assignment, transfer or succession.

#### 9. RESIGNATION OF MEMBER

- (1) A "MEMBER" may resign his Membership in the "ASSOCIATION" by giving notice in writing addressed and delivered to the "CHIEF ADMINISTRATIVE OFFICER" and such notice shall be taken to have been received when it was delivered.
- (2) All Membership dues, annual subscriptions, fees and levies remain payable to the date on which the resignation is to take effect and any amounts outstanding are to be remitted with the notice of resignation or they may be sued for any recovered in the name of the "ASSOCIATION" in a court of competent jurisdiction, as a debt due to the "ASSOCIATION".
- (3) A notice of resignation takes effect:
- (a) Where the "MEMBER" ceases to be eligible to become a member:
    - (i) on the day on which the notice is received by the "ASSOCIATION"; or
    - (ii) on the day specified in the notice, which is on 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 three months, or upon earlier acceptance by a meeting of "COUNCIL", after the notice is received; or
    - (ii) on the day specified in the notice;whichever is later.
- (4) A notice of resignation that has been received is not invalid because it was not addressed and delivered in accordance with sub-clause 9(1).
- (5) A resignation from membership is valid even if it is not effected in accordance with this section if the "MEMBER" is informed in writing by or on behalf of the "ASSOCIATION" that the resignation has been accepted.
- (6) On and from the day on which resignation takes effect the former "MEMBER" must not use or display any site boards, membership certificate, stationery, advertising materials or other items which bear the name or emblem of the "ASSOCIATION" which may tend to lead persons to believe that the former "MEMBER" remains a "MEMBER" of the "ASSOCIATION".

#### 10. TERMINATION OF MEMBERSHIP

- (1) A "MEMBER" shall cease to be a "MEMBER" of the "ASSOCIATION" on the occurrence of any of the following events:
- (a) The resignation of such "MEMBER" tendered and accepted pursuant to "RULE" 9.
  - (b) The death of the "MEMBER".
  - (c) If the "MEMBER" is duly declared or certified according to law as an insane and incapable person.
  - (d) The termination of Membership of the "MEMBER" in accordance with "RULE" 10(2).
  - (e) If the "MEMBER" being a partnership or body corporate shall be legally dissolved.



Upon becoming aware of any such event, the "CHIEF ADMINISTRATIVE OFFICER" shall remove the "MEMBER'S" name from the "REGISTER OF MEMBERS", and shall submit a report to this effect to the next meeting of "COUNCIL". The termination of Membership shall operate from the time of removal of the "MEMBER'S" name from the "REGISTER OF MEMBERS".

- (2) The "COUNCIL" shall have power to terminate the Membership of any "MEMBER" subject to the provisions of sub-rule (3) hereof upon the happening of any of the following events:
- (a) If the "MEMBER" being an individual person shall have his estate sequestrated in bankruptcy or shall assign his estate for the benefit of his creditors generally.
  - (b) If the "MEMBER" being a body corporate shall be placed in liquidation or a resolution shall be passed or an order made for its winding up.
  - (c) If a Receiver or a Receiver and Manager be appointed to control or manage the business or business affairs of the "MEMBER".
  - (d) If the "MEMBER" has ceased to be engaged in the ~~Industry of the~~ "ASSOCIATION""BUILDING AND CONSTRUCTION INDUSTRY" or has not carried on any business in the ~~Industry of the~~ "ASSOCIATION""BUILDING AND CONSTRUCTION INDUSTRY" during the previous twelve (12) months.
  - (e) If the "MEMBER", being an ASSOCIATE MEMBER, becomes eligible to be a full MEMBER and fails to make application to become a MEMBER after due service of notice by the "ASSOCIATION" requiring him to do so.
  - (f) If the "MEMBER" knowingly and wilfully breaches or fails to comply with the "RULES" and continues so to do after being given written notice of such breach or failure.
  - (g) If, in the opinion of "COUNCIL", the "MEMBER" does not carry on business competently or honestly or with integrity PROVIDED HOWEVER that the "MEMBER" be first given written notice of any allegation against him and an opportunity to state his case and that "COUNCIL" acts in good faith.
- (3) Immediately upon becoming aware of the happening of any of the events mentioned in "RULE" 10(2), the "CHIEF ADMINISTRATIVE OFFICER" shall make due enquiry and shall submit a report to the next meeting of "COUNCIL". The "COUNCIL" shall thereupon decide whether the Membership of the "MEMBER" shall cease or whether the Membership may continue either unconditionally or subject to compliance with such conditions as the "COUNCIL" may impose provided that any termination of membership by "COUNCIL" shall be done in accordance with natural justice.
- (4) A "MEMBER" shall cease to be a "MEMBER" for non-payment of annual subscription, levies or fees as provided by "RULE" ~~28~~27.

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

- (1) Office Bearers
- (a) The Office bearers of the "ASSOCIATION" shall be the PRESIDENT, DEPUTY PRESIDENT, ~~two~~ VICE-PRESIDENTPRESIDENTS, PAST PRESIDENT and TREASURER, all of which positions shall be honorary. They shall carry out such duties individually as provided in these "RULES" and as may be delegated to them by the "COUNCIL".
  - (b) Collectively the said Office bearers shall form the Executive Committee and 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" and shall report such action to the next meeting of the "COUNCIL". A quorum shall be three (3) members ~~of the Executive Committee~~.
  - (c) The Executive Committee shall meet not less than once in every three (3) calendar months and due notice of each meeting shall be given by the "CHIEF

ADMINISTRATIVE OFFICER" to each Member of the Executive Committee on the instructions of the PRESIDENT fixing the time, date and place of the meeting.

- (d) The Office bearers shall be elected ~~annually~~ for a term of two (2) years and each shall hold office for a term of ~~one (1) year~~ two (2) years and shall subject to "RULE" 11(2) be eligible for re-election.

(2) PRESIDENT

The PRESIDENT shall be the "ASSOCIATION'S" Chief Executive Officer and may preside at all meetings of the "ASSOCIATION", the "COUNCIL" and all Committees 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. He shall have the right to vote on all questions and where voting is equal may exercise his right to a casting vote by declaring the result of the voting.

The PRESIDENT shall have power to cause any meeting of the "ASSOCIATION", its "COUNCIL" and its Committees to be convened. He shall have power to cancel meetings and to appoint other dates for meetings. The PRESIDENT shall direct the "CHIEF ADMINISTRATIVE OFFICER" and shall have the power to suspend that Officer as provided in these "RULES". He shall have the power to delegate his authority to the DEPUTY PRESIDENT, the VICE-PRESIDENTPRESIDENTS or the PAST PRESIDENT. He shall carry out such additional duties as may be delegated to him by the "COUNCIL" or an Annual General or Special General Meeting of the "ASSOCIATION".

Any PRESIDENT who completes ~~two (2) consecutive years in that a~~ term of office shall not be eligible to stand for re-election of that office during the two (2) subsequent years.

(3) DEPUTY PRESIDENT and VICE-PRESIDENTPRESIDENTS

In the absence of the PRESIDENT, the DEPUTY PRESIDENT, and in his absence, ~~the alternate~~ VICE-PRESIDENTPRESIDENTS, shall act as and have the rights and powers of the PRESIDENT. The DEPUTY PRESIDENT and the VICE-PRESIDENTPRESIDENTS shall carry out such other duties as may be delegated to them by the PRESIDENT, the "COUNCIL" or a meeting of the "ASSOCIATION".

(4) PAST PRESIDENT

A previous office bearer of the "ASSOCIATION" who has completed a term of office as PRESIDENT shall be eligible to stand for election as PAST PRESIDENT.

In the absence of the PRESIDENT, the DEPUTY PRESIDENT, and the VICE-PRESIDENTPRESIDENTS the PAST PRESIDENT shall act as and have the rights and powers of the PRESIDENT and shall carry out such other duties as may be delegated to him by the PRESIDENT, the "COUNCIL" or a meeting of the "ASSOCIATION".

(5) THE TREASURER

Subject to "RULE" 12(1) hereof the TREASURER shall assume overall responsibility for the "ASSOCIATION'S" accounts and finance and shall certify the "ASSOCIATION'S" Balance Sheet and Financial Statements and such other financial returns as may be required by law.

(6) The office of any Member of the Executive Committee shall be deemed to become vacant if he:

- (a) dies;
- (b) resigns his office;
- (c) has been convicted of an ~~indictable~~ prescribed offence, subject to subsections ~~228215(2) and 230217(1) of the Industrial Relations Fair Work (Registered Organisations) Act, 1988 2009.~~
- (d) has ceased to be a "MEMBER" or has had his membership or the membership of his partnership or body corporate terminated pursuant to these "RULES".

In the event of a vacancy occurring in the Executive Committee, that vacancy shall be filled by appointment by the "COUNCIL" of an officer who is a Member of the "COUNCIL" and the appointee shall hold office until the next election of office bearers.

**12. COUNCIL**

- (1) Subject to the Provisions of "RULE" 29, the Management of the "ASSOCIATION" shall be vested in the "COUNCIL" and all cash in hand, cash at the bank, funds real and personal property and all other assets belonging to the "ASSOCIATION" shall be under the control of the "COUNCIL".
- (2) The "COUNCIL" shall consist of the Office bearers of the "ASSOCIATION" and twelve (12) other "MEMBERS" of the "ASSOCIATION" duly elected in accordance with these "RULES" provided that at all times each of the classifications of Membership prescribed in "RULE" 5(3)(b) hereof shall be represented on the "COUNCIL" by three (3) "MEMBERS" who shall not also be Office bearers as set out under "RULE" 11(1)(a).
- (3) The management of the business and control of the "ASSOCIATION", subject to any decision of "MEMBERS" in General Meeting shall be vested in the "COUNCIL" which may adopt such measure as it, from time to time, deems expedient for the purpose of giving effect to the objects of the "ASSOCIATION" or any of them or 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 General or Special General Meeting.
- (4) In the absence of the PRESIDENT or the "CHIEF ADMINISTRATIVE OFFICER" the "COUNCIL" may appoint any person to act in his or their stead to execute any agreement, deed or document as provided by "RULES" 31 and 32.
- (5) Councillors, as individuals, have no powers or duties other than to attend meetings of "COUNCIL" as regularly as possible and to vote and represent their respective sections at those meetings.
- (6) The "COUNCIL" shall exercise the aforesaid powers subject to the direction and control of the "ASSOCIATION" in Annual General or Special General Meeting.

**13. RETIREMENT OF OFFICE BEARERS AND COUNCIL**

The Office bearers and members of the "COUNCIL" having been elected for a term of two (2) years, shall retire at the Annual General Meeting but at the end of their two (2) year term and shall be eligible for re-election except as provided in "RULE" 11(2).

## 14. ELECTION OF OFFICE BEARERS AND COUNCIL

- (1) The office bearers and other members of "COUNCIL" shall be elected in accordance with this "RULE" by "FINANCIAL MEMBERS" who are entitled to vote. The roll of voters for any ballot shall close seven (7) days before the day on which nominations for the election open.
- (2) (a) ~~An HONORARY~~ RETURNING OFFICER shall be selected at each Annual General Meeting for the conduct of any elections including the calling for acceptance or rejection of nominations that may be held within the "ASSOCIATION" throughout the ensuing year. The RETURNING OFFICER shall not be the holder of any office in, or an employee of the "ASSOCIATION" or a branch, section or division of the "ASSOCIATION" and shall not during the term of his office be a candidate at any election within the "ASSOCIATION". The RETURNING OFFICER shall hold office until his successor is selected. Should the RETURNING OFFICER be unable or unwilling to act as and when required, the PRESIDENT shall nominate a RETURNING OFFICER to act in his place.
- (b) The RETURNING OFFICER shall take actions and give such directions as are reasonably necessary in order to ensure that no irregularities occur in or in connection with such an election or in order to rectify any procedural defects and no person shall refuse or fail to comply with any such directions or obstruct or hinder the RETURNING OFFICER or any other person in the conduct of such an election or in the taking of any such action.
- (c) Subject to the relevant legislation, the decision of the RETURNING OFFICER shall be final and binding regarding any matter touching the validity or formality of any nomination or vote or any matter touching or concerning such an election and the conduct thereof.
- (d) If an irregularity should occur in the conduct of an election and in the opinion of the RETURNING OFFICER such irregularity will affect the result of such an election then unless the RETURNING OFFICER is satisfied that re-taking one or more steps of the election will remove the irregularity and its effects, such election and each and every step taken in connection therewith shall be null and void and another election under these "RULES" shall be held forthwith.
- (e) Any candidate in any ballot may nominate in writing to the RETURNING OFFICER at the time of his nomination one scrutineer to represent him. The candidate may at any time, by notice in writing given to the RETURNING OFFICER, change the scrutineer representing him. The scrutineer shall be entitled to represent the candidate who nominated him, to attend at any stage of the ballot as requested by the candidate and to report to the RETURNING OFFICER any irregularity in or in connection with the conduct of the ballot which has come to his notice but shall at all times comply with any lawful direction by the RETURNING OFFICER. No election shall be vitiated by reason of the failure of a scrutineer to exercise his rights pursuant to this sub-"RULE" if he had reasonable opportunity to do so.
- (3) At least four (4) weeks before the Annual General Meeting in each year in which an election is required, the RETURNING OFFICER shall forward by post:
- to each member of "COUNCIL", a Nomination Form seeking nomination for the offices of PRESIDENT, DEPUTY PRESIDENT, VICE-PRESIDENT, PRESIDENTS, PAST PRESIDENT and TREASURER ~~and, when appropriate, "CHIEF ADMINISTRATIVE OFFICER".~~
  - to each "MEMBER" who is a "FINANCIAL MEMBER" a Nomination Form seeking nominations for the office of Councillor.

Only "MEMBERS" of the "ASSOCIATION" shall be eligible to be nominated for any office except for the office of "CHIEF ADMINISTRATIVE OFFICER". "MEMBERS" seeking election to the positions of Councillors representing the classifications prescribed in rule 5(3)(b) shall be nominated by and from the members of the classification which such candidate seeks to represent.

With each Nomination Form shall be forwarded a notification which shall state:

- (a) the number of Councillors to which each classification of "MEMBERS" is entitled;
  - (b) the closing date and time of nomination;
  - (c) that nominations will not be received by the RETURNING OFFICER after the closing date so fixed;
  - (d) that subject to sub-"RULE" 14(7) a nomination will not be valid unless a written consent of the nominee is received on or before the closing date of nomination;
  - (e) the address to which the nomination and consents are to be forwarded.
- (4) A nomination shall in every case be in writing and shall be signed by the nominator and shall also be assented to in writing by the nominee. All nominations shall be in a Form prepared and approved by "COUNCIL".
- (5) Nominations and consents shall be forwarded to the RETURNING OFFICER so as to reach him not later than 4.00pm on the 21<sup>st</sup> day prior to the Annual General Meeting.
- (6) The RETURNING OFFICER shall inspect the nominations and consents received at the closing date and time and satisfy himself as far as he reasonably can that each of them is in order.
- (7) If the RETURNING OFFICER conducting the election finds a nomination to be defective he shall, before rejecting the nomination, notify the person concerned of the defect and, where practicable, give him the opportunity of remedying the defect, within such period which shall, where practicable, be not less than seven (7) days after his being so notified.
- (8) If only the required number of valid nominations is received, the RETURNING OFFICER shall certify to the PRESIDENT that the said candidates have been elected unopposed. The RETURNING OFFICER shall also declare the said candidates duly elected at the Annual General Meeting.
- (9) If the nominations received are less than the number required, the "COUNCIL" may make such further appointments as are necessary to provide a "COUNCIL" and Office bearers as required by these "RULES".
- (10) If the nominations received at the closing date and hour exceed the number required, a secret postal ballot of "MEMBERS" shall be conducted in the following manner:
- (a) The RETURNING OFFICER shall forward to all "FINANCIAL MEMBERS" eligible to vote a ballot paper on which shall be indicated the respective offices to be filled by the ballot and the nominees' full names together with a declaration envelope and a prepaid envelope, both in the form prescribed by the ~~Workplace—Relations (Registration and Accountability of Fair Work (Registered Organisations) Regulations 2003, 2009~~ addressed to the RETURNING OFFICER at the address arranged by him for the return of the envelopes. In the case of the office of a Councillor, the classification of "MEMBERS" to be represented by the successful candidate shall be indicated.
  - (b) Any "MEMBER" who is eligible to vote and who will be absent from his usual address during a ballot may apply in writing to the RETURNING OFFICER for a ballot paper to be sent to him at a nominated address.
  - (c) The RETURNING OFFICER, when forwarding ballot papers to "MEMBERS" for the purpose of voting, shall not place any mark or symbol on the ballot paper or the envelope addressed to him which will enable any person to identify the "MEMBER" who has or who will cast the vote.
  - (d) Voting shall be by the Optional Multiple Preferential method. This means that every "MEMBER" who is eligible to vote may vote for every office that is being contested in the ballot, irrespective of the classifications of Membership being represented as provided in "RULE" 12(2). The RETURNING OFFICER shall arrange candidates on the ballot paper within separate sections, being one section for each Office-bearer

and one section for each representative sector of "COUNCIL" that is being contested. "MEMBERS" shall be required to mark their preferences separately within each section of the ballot paper for which they wish to vote. They need not mark preferences for all candidates within any section but must mark preferences down to at least the number of candidates to be elected in that section. Any ballot paper that is informal in one or more of these sections shall be held valid for any sections for which it has been completed correctly.

- (e) All "MEMBERS" who wish to vote may do so by indicating in order of preference the persons they wish to have elected to that position and return the ballot paper to the RETURNING OFFICER so as to reach him not later than 4.00pm on the 7<sup>th</sup> day before the Annual General Meeting.
- (f) The RETURNING OFFICER shall count the votes and compile a list of successful candidates to be presented to the Chairman at the Annual General Meeting. In counting the vote, the RETURNING OFFICER shall take the following steps for each section of the ballot paper separately. The first preference votes for each candidate shall be counted and then the second preference votes and so on down to the number of candidates to be elected from that section. Those votes are termed "primary votes" and they are added together and recorded for each candidate. The candidate with the least number of primary votes shall then be excluded, and all his primary votes shall be passed on to the continuing candidates according to the first of the secondary votes on each ballot paper ("secondary votes" being preferences beyond the number of positions to be elected within that section). The number of votes transferred to each candidate from the excluded candidate are counted and recorded. Each ballot paper transferred as the result of an exclusion should be ticked next to the candidate being excluded to ensure that the ballot paper is only transferred once. Those ballot papers containing primary votes for the candidate being excluded which have already been ticked are not transferred to continuing candidates but become exhausted votes. Exclusion and transferral shall continue until there is only one more than the required number of candidates left. Ballot papers which should be distributed to an excluded candidate are instead passed on to a continuing candidate according to the next available preference. Ballot papers not marked all the way through become exhausted votes when they cannot be transferred because insufficient preferences are marked on them.
- (g) At the Annual General Meeting there shall be a declaration of the poll when the RETURNING OFFICER shall declare the result of the elections whereupon the successful officers shall be deemed to have been elected to those offices.

#### 15. COUNCIL VACANCIES

- (1) The office of any Member of the "COUNCIL" shall be deemed to become vacant if he:
  - (a) Dies;
  - (b) Resigns his office;
  - (c) Has been convicted of an indictable prescribed offence, subject to subsections 228215(2) and 230217(1) of the Industrial Relations Fair Work (Registered Organisations) Act, 1988 2009;
  - (d) Has ceased to be a "MEMBER" or has had his Membership or the Membership of his partnership or body corporate terminated pursuant to these "RULES".
- (2) In the event of a vacancy occurring in the "COUNCIL" Subject to Rule 15(3), a vacancy (howsoever occurring) in any office of any Member of the "COUNCIL" shall where the unexpired portion of the term exceeds three quarters of the term of the office, be filled by a secret postal ballot in accordance with Rule 14, as soon as practicable.
- (3) Where the unexpired portion of the term of office does not exceed three quarters of the term of the office, such vacancy may be filled, that vacancy shall be filled by appointment by the "COUNCIL" of another "MEMBER" of the "ASSOCIATION" not being a "MEMBER" of the "COUNCIL" and in appointing such a "MEMBER", the "COUNCIL" shall have regard to the

need to retain representation as hereinbefore set forth for the election of Councillors and when so appointed, the new Councillor shall hold office for the balance of the term of the then existing "COUNCIL", COUNCILLORS.

- ~~(4) The person so elected or appointed shall take office from the declaration of his election or appointment and shall hold office until the expiration of the term of office of the person he replaces or until a successor thereto has been elected and takes office.~~

#### 16. COUNCIL MEETING

- (1) All votes shall be taken by a show of hands of all ~~Councillors~~COUNCILLORS present and decided by simple majority PROVIDED THAT the Chairman shall have, in addition to a deliberative vote, a casting vote in the event that there is an equal number of votes both for and against any motion.
- (2) A quorum of the "COUNCIL" shall consist of not less than seven (7) Members of the "COUNCIL".
- (3) During the absence of the PRESIDENT from any meeting properly called and notified to all Members of the "COUNCIL", the DEPUTY PRESIDENT shall act as Chairman of that meeting, or in his absence the VICE-PRESIDENTPRESIDENTS, or in his absence also the PAST PRESIDENT. In the event of the PRESIDENT, DEPUTY PRESIDENT, VICE-PRESIDENTPRESIDENTS and PAST PRESIDENT being absent, Members of the "COUNCIL" shall elect a Chairman who shall be any one of their own number.
- (4) The "COUNCIL" shall meet not less than once in every three (3) calendar months and due notice of each meeting shall be given by the "CHIEF ADMINISTRATIVE OFFICER" to each Member of the "COUNCIL" on the instructions of the PRESIDENT fixing the time, date and place of the meeting.

#### 17. COMMITTEES

- (1) ~~The "COUNCIL" may, on at its own initiative, appointdiscretion, cause to be enacted standing Committees to investigate representing any or all of the classifications contained in Rule 5(3)(b) or any number of Subcommittees on any matter it sees fit. The role and reperfunction of any Committee or Subcommittee shall be to discuss and develop positions on policy which the "COUNCIL" or Executive Committee and these Committees may consist of "MEMBERS", ASSOCIATE MEMBERS, LIFE MEMBERS, HONORARY MEMBERS, RETIRED MEMBERS, or other persons appointed byconsider appropriate to assist the "COUNCIL" who need not be Members of in forming "ASSOCIATION" policy on matters which may affect "MEMBERS" or the "BUILDING AND CONSTRUCTION INDUSTRY" or otherwise to assist the "COUNCIL" to discharge its duties. Such Committees or Subcommittees shall act in an advisory capacity only, and the "COUNCIL" and Executive Committee shall not delegate any of their powers and duties to such Committees or Subcommittees.~~
- (2) ~~The membership of Committees and Subcommittees comprises an unlimited number of persons appointed by the "COUNCIL", who may appoint "MEMBERS" or other persons to sit on the Committee or Subcommittee.~~
- (2) ~~The PRESIDENT, DEPUTY PRESIDENT and VICE-PRESIDENTPRESIDENTS shall be ex-officio Members of all Committees appointed by the "COUNCIL".~~
- (3) ~~A quorum for any Committee Meeting shall be one half (1/2) of the number of persons, (excluding ex-officio persons) or Subcommittees appointed by the "COUNCIL" to that Committee and where there is an uneven number.~~
- ~~2.1.1. The standing orders and operation of persons, a quorum shall consist of a number of persons being the number equal to the next whole number above one half (1/2) of any Committee or Subcommittee, including the appointment of the chairperson, secretary or any person acting in either capacity, the uneven numberquorum required for a meeting to proceed, the scheduling of meeting, the appointment of members and the recording of minutes of the meetings shall be as set out by the "COUNCIL" or in the absence of any direction from the "COUNCIL" by the Committee or Subcommittee. Provided, however, that any Committee must have as its chairperson a member of "COUNCIL" who is not an Office bearer.~~



The "COUNCIL" may, at any time, dissolve any Committee or Subcommittee, remove any "MEMBER" or other person previously appointed by it to the Committee or Subcommittee and replace that "MEMBER" or other person by with another person appointed in his stead. All Committees and Subcommittees shall be deemed to have been dissolved at each Annual General meeting but any Committee or Subcommittee shall continue until the appointment of the succeeding Committee or Subcommittee by the "COUNCIL".

#### 18. ANNUAL GENERAL MEETING

- (1) An Annual General Meeting of "MEMBERS" shall take place, between July 1 and October 31 of each year. At this meeting, the audited Balance Sheet and Revenue Statement shall be presented, together with a Presidential Report. The Where elections are required to be held, the ballot for election of Office bearers and Members of the "COUNCIL" for the ensuing year term shall be declared.
- (2) Such other business as the "COUNCIL" may refer to this meeting shall also be dealt with at the Annual General Meeting provided, however, that only business which is clearly set forth on the notice of meeting shall be dealt with.
- (3) At least fourteen (14) days prior to the date of the Annual General Meeting, the "CHIEF ADMINISTRATIVE OFFICER" shall forward 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.
- (4) Ten shall form a quorum at the Annual General Meeting.
- (5) Notwithstanding the provisions of this "RULE" any "MEMBER" may submit items of business for consideration at the Annual General Meeting provided that such items of business shall not be considered by the Annual General Meeting unless submitted in writing to the "CHIEF ADMINISTRATIVE OFFICER" not less than seven (7) days prior to the commencement of the Annual General Meeting.

#### 19. SPECIAL GENERAL MEETING

- (1) A Special General Meeting of the "ASSOCIATION" may be convened by the "COUNCIL" by notice in writing from the "CHIEF ADMINISTRATIVE OFFICER" to all "MEMBERS" specifying the date, time and place and the subject matter for discussion and determination.
- (2) A Special General Meeting of the "ASSOCIATION" may be called by requisition of fourteen (14) "FINANCIAL MEMBERS" of the "ASSOCIATION" presented in writing to the "CHIEF ADMINISTRATIVE OFFICER" specifying the subject matter to be discussed at the Special General Meeting and upon receipt of such requisition, the "CHIEF ADMINISTRATIVE OFFICER" shall nominate a time, date and place for the Special General Meeting to be held and shall notify all "MEMBERS" in writing within seven (7) days of the receipt of the requisition of that time, date and place and the business to be discussed, provided however that the meeting shall be held within forty-two (42) days of the date of notice of the meeting.
- (3) Only that business which is set forth in the notice of meeting shall be discussed and dealt with at the Special General Meeting.
- (4) A quorum shall consist of twenty-five (25) "MEMBERS" in addition to any Members of the "COUNCIL" who shall attend.
- (5) In the event that the PRESIDENT and such other Members of the "COUNCIL" shall not be present, within thirty (30) minutes of the time specified in the notice calling the Special General Meeting, the "FINANCIAL MEMBERS" present shall be entitled to elect from amongst their number a chairman of the Meeting.
- (6) Any decisions of a Special General Meeting shall be binding on the "COUNCIL" and in the event that the "COUNCIL" fails at its next regular meeting after the date of the Special General Meeting to ratify the decision of the Special General Meeting then that decision shall be binding on the "COUNCIL" notwithstanding such failure and shall also bind the "ASSOCIATION" unless the same involves an alteration to these "RULES", in which case the matter shall be referred to the Industrial Registrar for his decision thereon.

- (7) A Special General Meeting (notice of which has been given in accord with this "RULE") may by Resolution remove any Office bearer or Officer PROVIDED THAT an Office-bearer or Officer shall only be removed if found to be guilty 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. An Office bearer or Officer of the "ASSOCIATION" whose conduct is in question shall be given proper notice of his offence and shall be given the opportunity at the Special General Meeting to defend himself.
- (8) A Special General Meeting may be adjourned from time to time PROVIDED THAT the adjournment shall be agreed to by a simple majority of the Members of "COUNCIL" and other "MEMBERS" present and voting and PROVIDED FURTHER that adjournment shall be for a period not exceeding fourteen (14) days after the date fixed for the Special General Meeting.
- (9) In the event that a Special General Meeting is abandoned due to insufficient attendance to achieve a quorum the "COUNCIL" shall determine at its next regular meeting whether a "POSTAL BALLOT" shall be conducted to consider the subject matter for which the Special General Meeting was called or whether the matter shall be deferred for consideration until the next Annual General Meeting or whether the matter shall lapse.

#### 20. VOTING AT ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

- (1) Except as otherwise provided by these "RULES" every question submitted to a meeting shall be decided in the first instance by a show of hands, in which case every "FINANCIAL MEMBER" present in person or by proxy, and entitled to vote, shall have one vote. At any meeting, unless a poll is demanded by at least three (3) "FINANCIAL MEMBERS" present in person or by proxy, and entitled to vote, a declaration by the Chairman that a resolution has been carried or carried by a particular majority, and an entry to that effect in the Minute Book of the "ASSOCIATION" shall be conclusive of the fact.
- (2) If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the meeting shall declare and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.
- ~~(3)~~—When a poll is held each ~~member~~ "FINANCIAL MEMBER" other than an ASSOCIATE MEMBER, LIFE MEMBER, HONORARY MEMBER or RETIRED MEMBER shall be entitled to one vote.
- ~~(4)~~ ~~(3)~~ In the case of an equality of votes the Chairman shall on show of hands and at a poll have a casting vote in addition to the vote or votes to which he may be entitled as a "MEMBER".
- ~~(5)~~ ~~(4)~~ A "FINANCIAL MEMBER" shall be entitled to be present at and with the exception of an ASSOCIATE MEMBER, LIFE MEMBER, HONORARY MEMBER or RETIRED MEMBER be entitled to vote on any questions at any meeting or upon a poll or ballot or be reckoned in a quorum if his name is included in the "REGISTER OF MEMBERS".
- ~~(6)~~ ~~(5)~~ Voting by proxy is permitted at any General Meeting. Every instrument of proxy shall be signed by the "FINANCIAL MEMBER" concerned if a person or if a partnership or body corporate by the REPRESENTATIVE or the "FINANCIAL MEMBER" nominated in accordance with "RULE" 7 hereof and shall be in such form as the "COUNCIL" may determine.
- ~~(7)~~ ~~(6)~~ No person shall be appointed a proxy who is not a "FINANCIAL MEMBER" or partner in a partnership which is a "MEMBER" or director or executive officer of a body corporate which is a "MEMBER". The proxy instrument shall be deemed to confer authority to demand or join in demanding a poll.

#### 21. POSTAL BALLOTS

- (1) A "POSTAL BALLOT" of "ASSOCIATION" "MEMBERS" may be conducted if so determined by "COUNCIL".

- (2) "COUNCIL" shall determine how the subject matter to be considered by "FINANCIAL MEMBERS" in a "POSTAL BALLOT" shall be presented to "FINANCIAL MEMBERS" for voting.
- (3) "COUNCIL" shall set a closing date for the return of ballot papers which shall be not less than seven (7) days after the date for mailing of ballot papers to "FINANCIAL MEMBERS".
- (4) The RETURNING OFFICER shall forward to each "FINANCIAL MEMBER" a ballot paper, a notice stating the closing date for the return of ballot papers, a plain envelope addressed to the RETURNING OFFICER at the address arranged by him for the return of envelopes and, if "COUNCIL" so determines, an explanation of the subject and the reasons for conducting the ballot.
- (5) All "FINANCIAL MEMBERS" who wish to vote may do so by completing the ballot paper and returning it to the RETURNING OFFICER so as to reach him not later than 4.00pm on the closing date for the return of ballot papers.
- (6) The RETURNING OFFICER shall count the votes for and the votes against the matter referred to "FINANCIAL MEMBERS" for postal vote and shall present to the PRESIDENT a declaration of the result of the "POSTAL BALLOT".
- (7) The result of the ballot shall be presented to the next regular meeting of "COUNCIL" when the matter the subject of "POSTAL BALLOT" shall be declared APPROVED or REJECTED as the case may be and shall then be binding on "COUNCIL" and all "MEMBERS".
- (8) The RETURNING OFFICER, when forwarding ballot papers to "FINANCIAL MEMBERS" for the purpose of voting, shall not place any mark or symbol on the ballot paper or the envelope addressed to him which will enable any person to identify the "FINANCIAL MEMBER" who will or who has cast the vote.

## 22. CHIEF ADMINISTRATIVE OFFICER

- (1) ~~A Member of the "COUNCIL" may nominate any person for the position of "The CHIEF ADMINISTRATIVE OFFICER". The " shall be a paid official of the "ASSOCIATION". The CHIEF ADMINISTRATIVE OFFICER" shall be elected every four (4) years and the election shall be conducted mutatis mutandis in accordance with the provisions of "RULE" 14. The "CHIEF ADMINISTRATIVE OFFICER" shall be elected appointed by the "COUNCIL" upon such terms and conditions of employment as the "COUNCIL" may determine and may use such title as the "COUNCIL" may determine.~~
- (2) ~~Where the position of CHIEF ADMINISTRATIVE OFFICER becomes vacant, the Executive Committee shall be responsible for advertising and selecting a candidate to recommend to the "COUNCIL" to replace the vacant position.~~
- (2) ~~The "CHIEF ADMINISTRATIVE OFFICER" shall be responsible to the "COUNCIL" but shall act be entirely under the direction of the PRESIDENT; or in thehis absence of that Office-bearer, then the Office-bearer so acting a person selected pursuant to Rule 11(3). The PRESIDENT, or in his absence the a person selected pursuant to Rule 11(3) shall have power to suspend the "CHIEF ADMINISTRATIVE OFFICER" from duty for inefficiency, misconduct, misappropriation of funds or any act which is calculated to bring discredit to the "ASSOCIATION" and and in such that case shall convene immediately a the PRESIDENT or in his absence the a person selected pursuant to Rule 11(3) as the case may be shall immediately convene a special meeting of the "COUNCIL" to consider the-such suspension.~~
- (3) ~~The " and such meeting shall have the power by a two-thirds majority of those present and voting to then dismiss the CHIEF ADMINISTRATIVE OFFICER" 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", if the COUNCIL consider it desirable to do so.~~
- (4) ~~He shallThe CHIEF ADMINISTRATIVE OFFICER shall not independently exercise the powers referred but shall act in accordance with the Rules and the directions of the~~

PRESIDENT or in his absence a person selected pursuant to Rule 11(3), as provided for by the Rules of the "ASSOCIATION".

(5) The Duties of the CHIEF ADMINISTRATIVE OFFICER shall be:-

- (a) To implement the Policy of the "ASSOCIATION";
- (b) To provide secretarial services to the "ASSOCIATION", COUNCIL and Executive Committee;
- (c) To act as the Public Officer of the "ASSOCIATION";
- (d) To convene or cause to be convened all meetings of the "ASSOCIATION", the "COUNCIL" and Committees. He shall;
- ~~(e)~~ To 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 keep and maintain a "REGISTER OF MEMBERS" of the "ASSOCIATION", collect all subscriptions, fees, levies or other liabilities payable to the "ASSOCIATION" by "MEMBERS" or otherwise, and keep and maintain books of accounts as may be required by law. He shall conduct correspondence on behalf of the "ASSOCIATION" and except as directed by the PRESIDENT, the same shall be conducted in his name, and at all "COUNCIL" meetings;
- (f) HeTo keep and maintain a register of members of the "ASSOCIATION", collect all membership fees and any other liabilities payable to the "ASSOCIATION" by members or otherwise and keep and maintain books of accounts as may be required by law;
- (g) To conduct all correspondence on behalf of the "ASSOCIATION" and the same shall be conducted in their name;
- ~~(h)~~ To prepare and furnish or cause to be prepared and furnished all notices and returns required to be given by or on behalf of the "ASSOCIATION";
- ~~(i)~~ He shall, subject to the direction of the "COUNCIL" To engage and terminate the staff of the "ASSOCIATION". He and shall have full charge and management of the "ASSOCIATION'S" staff, thereof and shall have authority to delegate his powers and duties to such staff;
- (j) HeTo receive reports of, and communicate information on matters of, common interest to the "ASSOCIATION";
- (k) As far as practicable, to keep himself up to date and apprised of developments in the building and construction Industry;
- (l) To maintain personal contact with the members of the "ASSOCIATION" and with other organisations;
- (m) To implement the Rules and the administration thereof;
- (n) To render such other services and duties as the "COUNCIL" may from time to time determine.

~~(4)~~ The CHIEF ADMINISTRATIVE OFFICER 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.

(5) He shall carry out, such other duties as may be required by these "RULES" or directed by the "COUNCIL" from time to time.

~~(6)~~ During the temporary absence of the "CHIEF ADMINISTRATIVE OFFICER" a senior employee of the "ASSOCIATION" shall assume the authority and fulfil the duties of the "CHIEF ADMINISTRATIVE OFFICER" upon authorisation by the PRESIDENT or in the event of the PRESIDENT not being available, a Member of the Executive Committee.

In the event of the position of the "CHIEF ADMINISTRATIVE OFFICER" becoming vacant for any cause, the Executive Committee shall have power to appoint a person to act as "CHIEF ADMINISTRATIVE OFFICER" until the next election of office bearers and "COUNCIL" pursuant to "RULE" 14 hereof when a "CHIEF ADMINISTRATIVE OFFICER" shall be elected in accordance with Sub-Rule (1) hereof mutatis mutandis. The person acting as "CHIEF ADMINISTRATIVE OFFICER" so appointed shall have the duties and authority of the "CHIEF ADMINISTRATIVE OFFICER" but his appointment may be terminated in such manner and at such time as the Executive Committee shall determine. When a person is appointed to act as "CHIEF ADMINISTRATIVE OFFICER" the "COUNCIL" shall be informed of the fact at its next regular meeting and the "COUNCIL" shall confirm or reject the performance of such appointment. A new CHIEF ADMINISTRATIVE OFFICER is appointed as per the "RULES" of the "ASSOCIATION".

### 23. RECORDS

The "CHIEF ADMINISTRATIVE OFFICER" shall cause to be kept:

- (1) A "REGISTER OF MEMBERS" of the "ASSOCIATION" showing the name and address of each "MEMBER" and the names of the authorised representative of "MEMBERS".
- (2) A list of the names and postal addresses and occupations of the persons holding offices in the "ASSOCIATION".
- (3) Accounts in proper form of the receipts, payments, funds and effects of the "ASSOCIATION".
- (4) Such other records as are prescribed or required to be kept by direction of the "COUNCIL" or Executive Committee.

### 24. FINANCIAL YEAR

A "FINANCIAL YEAR" of the "ASSOCIATION" shall commence on the 1<sup>st</sup> day of July in each year and end on the 30<sup>th</sup> day of June in the following year.

### 25. ANNUAL SUBSCRIPTION

Each "MEMBER" of the "ASSOCIATION" shall pay to the "ASSOCIATION" a subscription ascertained in accordance with a table of subscription dues as laid down by the "COUNCIL" from time to time as appropriate for each category of membership and upon such terms as "COUNCIL" considers appropriate.

### 26. FEES AND LEVIES

- (1) "MEMBERS" may be required to pay fees for specific services as laid down by the "COUNCIL" from time to time.
- (2) Upon the authority of a Resolution of "MEMBERS" passed in General Meeting or by "POSTAL BALLOT", the "COUNCIL" shall have the power to impose upon "MEMBERS" other than LIFE MEMBERS and HONORARY MEMBERS a levy or other contribution in each case for a specific purpose within the objects of the "ASSOCIATION". Any such levy or contribution shall be due and payable within thirty (30) days of the posting of a notification to the "MEMBER" of the decision to impose the same and may be recovered as if it were an unpaid subscription or levy.

### 27. ARREARS AND DEBTS

- (1) Subscriptions, levies or fees shall be deemed to be in arrears if they remain unpaid after that date on which they become due or payable and if such subscriptions, levies or fees continue unpaid for a further period of one (1) calendar month the "MEMBER" shall be deemed to be unfinancial.
- (2) Any "MEMBER" who is deemed to be unfinancial shall have all "ASSOCIATION" services withdrawn and all rights suspended from the date that the "MEMBER" is deemed to be unfinancial until the amount due is paid.

- (3) In respect of the operation of this "RULE" the subscription, levy or fee which is in arrears at the date on which the "MEMBER" is accordingly deemed to be unfinancial shall be considered to be a debt due and payable to the "ASSOCIATION".
- (4) Any debt due and payable to the "ASSOCIATION" shall be subject to a surcharge at a rate per annum equivalent to the normal bank overdraft rate which is in force at the date that the "MEMBER" is deemed to be unfinancial.
- (5) Any "MEMBER" who is deemed to be unfinancial shall have all "ASSOCIATION" services and rights of membership restored if, following receipt of notice of being deemed unfinancial, the "MEMBER" pays to the "ASSOCIATION" an amount equal to the debt due and the accrued surcharge.
- (6) Any "MEMBER" who, following receipt of notice that he is deemed to be unfinancial, fails to discharge his debt due and accrued surcharge thereon within ~~one~~ two (2) calendar ~~month~~ months shall, unless "COUNCIL" has determined otherwise in respect of a particular "MEMBER" cease to be a "MEMBER" of the "ASSOCIATION" and his name shall be removed from the "REGISTER OF MEMBERS" in accordance with "RULE" 10(4).
- (7) The "ASSOCIATION" may sue for and recover any debt due and payable to the "ASSOCIATION" together with any surcharge thereon as provided for in these "RULES" as an ordinary debt notwithstanding any withdrawal of membership services or suspension or termination of or expulsion from membership. Any action for recovery of such debt shall be instituted in a court of competent jurisdiction and may be instituted without the giving of any further notice by the "ASSOCIATION" of its intention to institute such action.
- (8) The "COUNCIL" shall have discretionary power to waive any or all of the requirements of this "RULE" in respect of any particular "MEMBER" of the "ASSOCIATION".

#### 28. USE AND CONTROL OF FUNDS

- (1) All monies received by or on behalf of the "ASSOCIATION" shall be applied to the maintenance of the "ASSOCIATION" and for the purposes of its objects PROVIDED THAT the "COUNCIL" may invite its "MEMBERS" to voluntarily subscribe to the funds for charitable or special purposes and in any such case, those funds when received shall be applied in full to the purpose for which they were subscribed.
- (2) Any loan, grant or donation exceeding \$1,000 shall be made only after approval of the "COUNCIL" and such approval shall only be granted if the "COUNCIL" has satisfied itself.
  - (a) that the making of such loan, grant or donation is in accordance with the requirements of all the "RULES" of the "ASSOCIATION"; and
  - (b) 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.
- (3) "COUNCIL" may give any guarantee or indemnity or guarantee and indemnity with or without security solely or jointly or jointly and severally with any other association company or natural person and with or without remuneration for payment of monies or the termination of any contract obligation or undertaking by any person firm company corporation or association and to secure by mortgage Bill of Sale lien or charge fixed or floating legal equitable or otherwise howsoever such guarantee or indemnity or guarantee and indemnity and upon such terms with or without security or interest as "COUNCIL" shall think fit.
- (4) All monies received by the "ASSOCIATION" shall be paid to the credit of any account or accounts as the "COUNCIL" may specify from time to time and with the branch of a financial institution nominated by the "COUNCIL" for that purpose. A proportion of monies received may be retained by the "ASSOCIATION" at its registered office for the purposes of petty cash and other day-to-day expenditure as the "COUNCIL" may approve.
- (5) All cheques or bank drafts drawn against any account of the "ASSOCIATION" shall be signed and counter-signed in a manner authorised by the "COUNCIL".

- (6) Any portion of the "ASSOCIATION'S" current funds not required immediately for expenditure may be invested by Resolution of the "COUNCIL" or the Executive Committee for the benefit of the "ASSOCIATION" and on behalf of the "ASSOCIATION" in any security or investment.

**29. AUDITORS**

- (1) One or more auditor or auditors having the qualifications prescribed from time to time by the relevant legislation shall be appointed by the "ASSOCIATION" at its Annual General Meeting.
- (2) The auditor or auditors shall, for audit purposes only, have power at any time to call for the production of all books, accounts and other documents relating to the financial affairs of the "ASSOCIATION".
- (3) The auditor or auditors shall audit the yearly accounts of the "ASSOCIATION" prior to such accounts being submitted to the Annual General Meeting and the auditor or auditors shall certify the correctness or otherwise thereof.
- (4) An auditor shall hold office from the time of his appointment until the next Annual General Meeting of the "ASSOCIATION", unless he retires. Any casual vacancy occurring in the office of auditor may be filled by the "COUNCIL".
- (5) A retiring auditor shall be eligible for reappointment.

**30. SEAL**

- (1) The "COUNCIL" shall cause to be designed and produced a common seal for the "ASSOCIATION" which shall be in the custody of the "CHIEF ADMINISTRATIVE OFFICER" and shall not be used or affixed to any document except as authorised by the "COUNCIL".
- (2) Every document to which the said seal is affixed shall be signed by:
- (a) A member of the Executive Committee; and
- (b) The "CHIEF ADMINISTRATIVE OFFICER" or the person for the time being acting in his stead or a person nominated by the "COUNCIL".

**31. AUTHORITY TO EXECUTE DOCUMENTS**

Industrial Agreements and other instruments or documents to which the "ASSOCIATION" may be a party may be made by or on behalf of the "ASSOCIATION" in the following manner:

- (1) any industrial agreement and any instrument document or writing not required by law to be under the seal of the "ASSOCIATION" may be executed by the "CHIEF ADMINISTRATIVE OFFICER";
- (2) any document required by law to be under the seal of the "ASSOCIATION" may be executed under the common seal of the "ASSOCIATION" in manner prescribed in "RULE" 3430 hereof.

**32. EMBLEM**

The "COUNCIL" may cause to be designed an emblem for the use by all "MEMBERS" of the "ASSOCIATION" under such conditions as the "COUNCIL" may decide which is representative in design of the "ASSOCIATION", its objects and "MEMBERS" and which may be used on all "ASSOCIATION" stationery and publications.

**33. ALTERATION OF RULES**

The "RULES" of the "ASSOCIATION" may be altered, added to, amended or rescinded, and new "RULES" may be made at an Annual General Meeting or at a Special General Meeting called for that purpose or by "POSTAL BALLOT" in accordance with "RULE" 21.

**34. INDEMNITY**

Every Officer, "MEMBER", "CHIEF ADMINISTRATIVE OFFICER" and other employee of the "ASSOCIATION" shall be indemnified by the "ASSOCIATION" against all costs, losses, charges and expenses which any such Officer, "MEMBER", "CHIEF ADMINISTRATIVE OFFICER", or any other employee incurs or becomes liable for by reason of any contract entered into, or act or deed done by

him as such Officer, "MEMBER", "CHIEF ADMINISTRATIVE OFFICER", or other employee in the discharge of his duties, in accordance with these "RULES", and any such Officer, "MEMBER" or "MEMBERS", "CHIEF ADMINISTRATIVE OFFICER" or other employee entitled to such indemnity shall, on the establishment of his claim therefore have a lien on the property of the "ASSOCIATION" for the amount thereof.

**35. ASSETS NOT TO BE DISTRIBUTED TO MEMBERS**

The income and property of the "ASSOCIATION" shall be applied solely towards the promotion of the objects of the "ASSOCIATION" and no portion thereof shall be paid or transferred directly by way of divided bonus or otherwise howsoever by way of profits to the "MEMBERS" or the relatives of the "MEMBERS" of the "ASSOCIATION" provided that nothing herein shall prevent in good faith of remuneration to any officer or servant of the "ASSOCIATION" or to any "MEMBER" of the "ASSOCIATION" in return for any services actually rendered to the "ASSOCIATION" or reasonable and proper rental for premises let by any "MEMBER" to the "ASSOCIATION".

**36. WINDING UP**

- (1) The "ASSOCIATION" may be wound up or put into liquidation only on a motion whereby seventy-five percent (75%) of those "MEMBERS" who are entitled to vote pass the resolution and the ballot for any such dissolution may be conducted by way of "POSTAL BALLOT" or conducted at any Annual or Special General Meeting and in the event that a vote is in favour of the dissolution of the "ASSOCIATION", the assets of the "ASSOCIATION" (after payment of all debts of the "ASSOCIATION" and the legal and any other costs and disbursements involved in winding up the "ASSOCIATION" have been paid) shall be donated to such organisation or organisations as shall be stated in the resolution and be permitted by law.
- (2) If upon the winding up or dissolution of the "ASSOCIATION" there remains after satisfaction of all debts and liabilities any property whatsoever, such property shall not be paid or distributed among the "MEMBERS" of the "ASSOCIATION" but shall be distributed to another body or other bodies having similar objects to the "ASSOCIATION" or such charitable body or bodies which prohibit the distribution of its income or property among its "MEMBERS".

**37. TRANSITIONAL PROVISION**

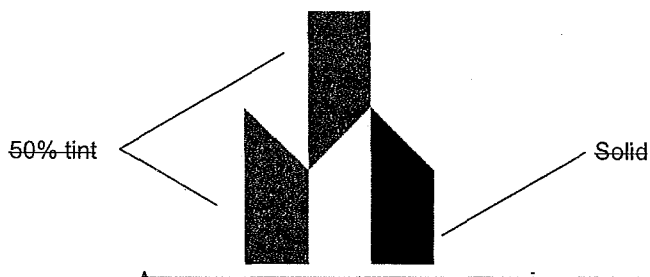
Notwithstanding "RULE" 12 of these "RULES" the Councillors holding office at the date of the adoption of these "RULES" shall continue to hold office until the date of the first Annual General Meeting of the Organisation to be held after the adoption of these "RULES" and shall otherwise be subject to these "RULES".



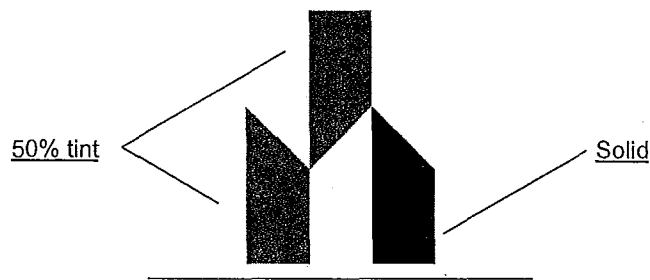
MBA Logo Specifications

The breakdown of colours for printing of the MBA logo are as follows:

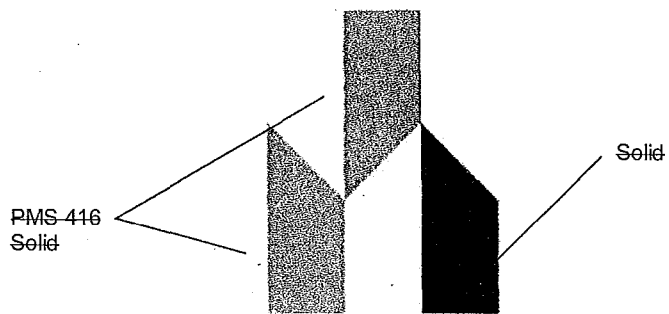
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COLOUR:



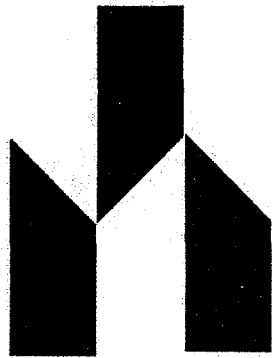
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Orange  
PMS 144  
Solid

Use our logo on all  
your advertising and  
printed material.

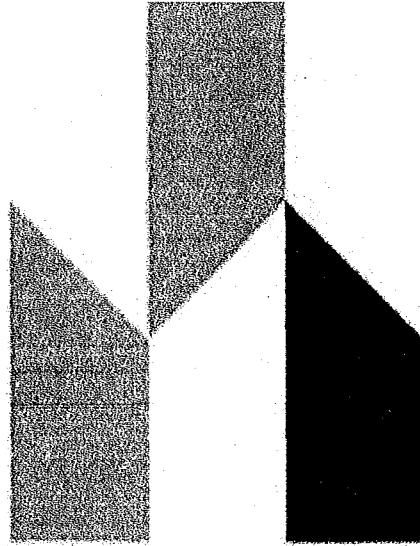
Pantone  
Reflex Blue  
Solid

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**Master Builders  
Association**

**M E M B E R**



**MASTER BUILDERS**  
SOUTH AUSTRALIA

**MEMBER**

Display our Member sticker,  
on your business premises,  
vehicles, machinery and  
work sites.

