



## DECISION

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

### **Victorian Farmers Federation Industrial Association** (R2019/41)

MURRAY FURLONG

MELBOURNE, 30 MAY 2019

*Alteration of other rules of organisation.*

[1] On 10 April 2019 the Victorian Farmers Federation Industrial Association lodged with the Fair Work Commission a notice and declaration setting out particulars of alterations to its rules.

[2] The particulars set out alterations to Rule 29 – Election of Office Bearers.

[3] The alterations aim to clarify the way in which Executive Committee members can nominate for office, particular in circumstances where the Committee member nominates themselves for multiple positions.

[4] They were made in response to matters identified by the Australian Electoral Commission under subsection 197(4) of the *Fair Work (Registered Organisations) Act 2009*.

[5] On the information contained in the notice, I am satisfied the alterations have been made under the rules of the organisation.

[6] On 8 May 2019, Emmanuele Germano, President of the Victorian Industrial Association, gave consent, under subsection 159(2) of the *Fair Work (Registered Organisations) Act 2009*, for the Delegate to make various amendments to the alterations for the purpose of correcting typographical, clerical or formal errors. Accordingly the following corrections have been made:

- In proposed rule 29.4.2 a full stop has been inserted after the word *Treasurer*;
- In proposed rule 29.4.3 the semi colon which appeared after the word *lapse* was replaced with a full stop; and
- In proposed rule 29.4.3 a quotation mark that appeared before the word *nominated* was removed.

[7] In my opinion, the alterations comply with and are not contrary to the *Fair Work (Registered Organisations) Act 2009*, the *Fair Work Act 2009*, modern awards and enterprise agreements, and are not otherwise contrary to law. I certify accordingly under subsection 159(1) of the *Fair Work (Registered Organisations) Act 2009*.



DELEGATE OF THE GENERAL MANAGER

**svc-adlib5**

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**From:** Patricia Murdock <pmurdock@vff.org.au>  
**Sent:** Thursday, 9 May 2019 3:05 PM  
**To:** KAYE, Cameron  
**Subject:** consent form VFFIA  
**Attachments:** SKM\_C55819050915160.pdf

Hi Cameron enclosed is the consent form as you requested.

Regards

Patricia Murdock



[See Victorian Farmer magazine here:](#)

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**From:** Patricia Murdock  
**Sent:** Thursday, 9 May 2019 3:16 PM  
**To:** Patricia Murdock  
**Subject:** Message from KM\_C558

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<http://www.mailguard.com.au>


**CONSENT OF AUTHORISED OFFICER in accordance with Section 159(2) of the *Fair Work (Registered Organisations) Act 2009***

I, Emmanuele Germano of Farrer House, 24-28 Collins Street, Melbourne am the President of the Victorian Farmers Industrial Association and am authorised to give consent under section 159(2) of the *Fair Work (Registered Organisations) Act 2009* to the General Manager (or her Delegate) to amend the alteration for the purpose of correcting a typographical, clerical or formal error.

Alterations to the rules of the Victorian Farmers Federation Industrial Association were notified to the Fair Work Commission on 8 May 2019. I give consent for the General Manager to amend the alterations for the purpose of correcting the following typographical, clerical or formal error[s]:

1. 29.4.2: insert a full stop after the word *Treasurer*;
2. 29.4.3: remove the quotation mark that appears before the work *nominated*;
3. 29.4.3: replace the semi colon after the word *lapse* with a full stop.

Signed and dated by an officer authorised to give consent.



.....

Emmanuele Germano 8/05/2019

*[PLEASE NOTE: This Consent Form must contain details of the errors to be corrected and the correction that is being consented to; a failure to identify and explain the corrections is likely to be insufficient to allow the General Manager or her Delegate to alter the particulars. This Consent Form can be emailed back to the [ros@fvc.gov.au](mailto:ros@fvc.gov.au) email address or sent directly to the action officer handling your matter.]*

## **svc-adlib5**

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**From:** KAYE, Cameron  
**Sent:** Wednesday, 8 May 2019 1:18 PM  
**To:** 'Patricia Murdock'  
**Subject:** FW: Alteration of VFFIA rules - R2019/41 [SEC=UNCLASSIFIED]  
**Attachments:** Draft 159(2) Consent Form.docx

Dear Patricia

Following on from our telephone call earlier today I have attached a draft consent form for the changes we discussed.

Could you please return the document electronically to myself at your earliest convenience.

Please don't hesitate to contact me if you have any questions.

Best wishes,

**Cameron Kaye**  
Registered Organisations Section

Fair Work Commission  
Tel: 03 8656 4783  
Fax: 03 9655 0410  
[cameron.kaye@fwc.gov.au](mailto:cameron.kaye@fwc.gov.au)

My working days are Tuesdays (after 12:30pm), Wednesdays, Thursdays and Fridays.

11 Exhibition Street, Melbourne Victoria 3000  
GPO Box 1994, Melbourne Victoria 3001

[www.fwc.gov.au](http://www.fwc.gov.au)

The Fair Work Commission acknowledges that our business is conducted on the traditional lands of Aboriginal and Torres Strait Islander peoples. We acknowledge their continuing connection to country and pay our respects to their Elders past, present and emerging.

---

**From:** KAYE, Cameron  
**Sent:** Wednesday, 8 May 2019 11:23 AM  
**To:** 'Patricia Murdock'  
**Subject:** FW: Alteration of VFFIA rules - R2019/41 [SEC=UNCLASSIFIED]

Dear Patricia

I refer to the abovementioned rule alterations lodged with the Fair Work Commission.

Could you please give me a call at your earliest convenience to discuss some incidentals in relation to the application.

**CONSENT OF AUTHORISED OFFICER in accordance with Section 159(2) of the *Fair Work (Registered Organisations) Act 2009***

I, [NAME] of [PROFESSIONAL ADDRESS] am the [POSITION] of the [ORGANISATION] and am authorised to give consent under section 159(2) of the *Fair Work (Registered Organisations) Act 2009* to the General Manager (or her Delegate) to amend the alteration for the purpose of correcting a typographical, clerical or formal error.

Alterations to the rules of the [ORGANISATION] were notified to the Fair Work Commission on [DATE]. I give consent for the General Manager to amend the alterations for the purpose of correcting the following typographical, clerical or formal error[s]:

1. 29.4.2: insert a full stop after the word *Treasurer*;
2. 29.4.3: remove the quotation mark that appears before the work *nominated*;
3. 29.4.3: replace the semi colon after the word *lapse* with a full stop.

Signed and dated by an officer authorised to give consent.

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**From:** KAYE, Cameron  
**Sent:** Wednesday, 10 April 2019 2:59 PM  
**To:** 'Patricia Murdock'  
**Subject:** RE: Alteration of VFFIA rules [SEC=UNCLASSIFIED]

Dear Patricia

I acknowledge receipt of your Declaration of Changes to Rules and its associated documents.

I will be your action officer on behalf of the Fair Work Commission.

Please feel free to contact me with any questions.

Best wishes,

**Cameron Kaye**

Registered Organisations Section

Fair Work Commission

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Fax: 03 9655 0410

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---

**From:** Patricia Murdock [<mailto:pmurdock@vff.org.au>]

**Sent:** Wednesday, 10 April 2019 12:34 PM

**To:** ROS

**Cc:** Patricia Murdock

**Subject:** FW: Alteration of VFFIA rules

Dear Officer, Enclosed is :

- Letter to Commission;
- Declaration of Authorised Officer of the VFFIA;
- AEC Report;
- Current rules with additional proposed rules inserted in bold.

If further details or information are required please refer to Patricia Murdock, phone number 0408501273.

Regards

Patricia Murdock



[See Victorian Farmer magazine here:](#)

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**From:** Patricia Murdock

**Sent:** Wednesday, 10 April 2019 12:20 PM

**To:** Patricia Murdock

**Subject:** Alteration of VFFIA rules



**Patricia Murdock**

Executive Manager – Workplace Relations and Human Resources  
Victorian Farmers Federation

**p:** 03 9207 5511 | **f:** 03 9207 5500 | **a:** Farrer House, Level 5 - 24 Collins Street Melbourne



[See Victorian Farmer magazine here:](#)

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Victorian Farmers Federation

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**Sent:** Wednesday, 10 April 2019 12:34 PM  
**To:** ROS  
**Cc:** Patricia Murdock  
**Subject:** FW: Alteration of VFFIA rules  
**Attachments:** Declaration.pdf; AEC report.pdf; Notice of Particulars VFFIA.docx; current-rb-222v with proposed amendments.docx

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- Letter to Commission;
- Declaration of Authorised Officer of the VFFIA;
- AEC Report;
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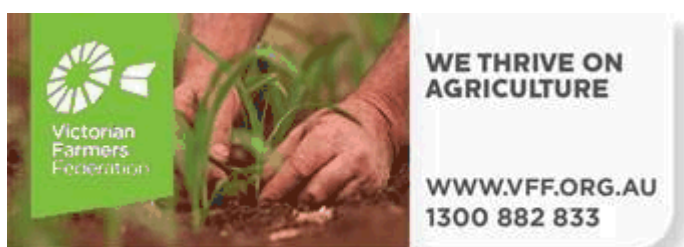
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**Subject:** Alteration of VFFIA rules

**Patricia Murdock**

Executive Manager – Workplace Relations and Human Resources  
Victorian Farmers Federation

**p:** 03 9207 5511 | **f:** 03 9207 5500 | **a:** Farrer House, Level 5 - 24 Collins Street Melbourne





General Manager  
Fair Work Commission  
11 Exhibition Street  
MELBOURNE 3000  
CC: ROC

8 April 2019

Dear General Manager,

**ALTERATION OF THE VFFIA RULES**

On 29 March 2019, the VFFIA Executive Committee resolved to amend the VFFIA rules pursuant to rule 40.2

As the alteration of these rules have been transacted, the VFFIA is now lodging an application to the Fair Work Commission seeking certification.

The Notice setting out the particulars of the alterations is attached together with the Declaration signed by the President of the VFFIA and a copy of the VFFIA rules with the proposed changes.

Yours Sincerely,

Patricia Murdock  
Executive Manager  
Workplace Relations and Human Resources

**VICTORIAN FARMERS FEDERATION  
INDUSTRIAL ASSOCIATION**

**FARRER HOUSE**

**24 – 28 COLLINS STREET**

**MELBOURNE, VICTORIA 3000**

**TELEPHONE: (03) 9207 5555**

**FACSIMILE: (03) 9207 5500**

**DECLARATION OF AUTHORISED OFFICER in accordance with Regulation 126 *Fair Work (Registered Organisations) Regulations 2009***

**ALTERATION OF OTHER RULES OF ORGANISATIONS in accordance with section 159 of the *Fair Work (Registered Organisations) Act 2009***

I, Emmanuele Germano of Farrer House 24-28 Collins Street, Melbourne 3000 am the President of the Victorian Farmers Federation Industrial Association and am authorised to give this notice of particulars of alterations to the rules of the Victorian Farmers Federation Industrial Association and to make this declaration as required by Regulation 126 of the *Fair Work (Registered Organisations) Regulations 2009*.

1. I declare that the alterations were made in accordance with the rules of the Victorian Farmers Industrial Association.
2. The particulars of the rule alterations are attached to this declaration and labelled 'Schedule A'.
3. The actions taken under the rules to make this alteration were as follows:
  - (a) At the last VFFIA election it was found by the Australian Election Commission 9E2018/36 in its post-election report that certain VFFIA rules were difficult to apply and interpret at rules 29.4 and 29.14.
  - (b) The VFFIA rules at rule 40 outline the procedure to amend the rules.
  - (c) Rule 40.2 was implemented in order to amend the VFFIA rules. This rule states "Notwithstanding the provision of Rule 40.1 the Executive Committee shall have power to repeal, alter or add to any rule and to make application to the Industrial Registrar for leave to repeal, alter or add any rule for the purpose of bringing these rules into conformity with the requirements of the Act or to remove a ground of objection taken to the rules by an objector or by the Industrial Registrar."
  - (d) An Executive VFFIA meeting was held on 1 October 2018 with the required notice of the meeting pursuant to the VFFIA rules to discuss the draft amendments to the VFFIA rules.
  - (e) After the VFFIA Executive meeting held on 1 October 2018 the proposed draft rules were forwarded to the Fair Work Commission (FWC) to make sure the amendments were suitable and in accordance with the rules. A response from FWC was received with feedback as to the proposed rules.
  - (f) A further VFFIA Executive Meeting was held on 29 March 2019. A copy of the proposed rule amendments were given to every Executive Committee Member prior to the meeting. A copy of the proposed rule changes is attached to this declaration.
  - (g) At the meeting the proposed amendments were discussed in detail, and the reasons for the proposed amendments were also discussed. A valid quorum of VFFIA Executive Committee members was present.

(h) A resolution was made declaring the endorsement of the amendment to the rules by four members of the VFFIA Executive Committee at the Meeting on 29 March 2019.

4. I declare that the particulars set out in this notice are true and correct to the best of my knowledge and belief.

Signed and dated by an officer.



President Emmanuele Germano

*[PLEASE NOTE: This declaration must be submitted to the Fair Work Commission within **35 days** of the changes being transacted by the organisation. It must be accompanied by the 'particulars', which are the details of the rule changes. It can be submitted to [ros@fwc.gov.au](mailto:ros@fwc.gov.au). If the organisation has a website, a notice must be put up on the website that this application has been lodged with the Fair Work Commission and this should be mentioned in the email.]*

## Schedule A

### NOTICE OF PARTICULARS OF THE ALTERATION TO VFFIA RULES

The VFFIA Rules were altered as follows:

1. Re number rule 29.4 Nominations for Office and insert number 29.4.1 to current clause see below:

#### **29-Election of Office Bearers**

##### **“29.4 Nominations for Office**

**29.4.1** At such meeting the Returning Officer shall call for nominations for each of the offices for which an election is due. Any member of the Executive Committee may nominate another member of the Executive Committee for an office. Nominations shall be in writing signed by the nominator and the nominee.

2. Insert the following clauses from 29.4.2 through to 29.4.4 see below:

**‘29.4.2 Where a member of the Executive Committee has nominated for more than one of the positions of the offices of the Executive, there shall be a hierarchy of the positions as follows:**

- (i) President;**
- (ii) Vice President;**
- (iii) Treasurer**

**29.4.3 If only one member has “nominated for a position listed in sub rule 29.4.2 and that member has also nominated for another position listed in sub rule 29.4.2, the nomination for the first listed position shall stand and the other nomination(s) shall lapse;**

**29.4.4 If two or more members have nominated for an office listed in sub rule 29.4.2, and any of them have also nominated for any other position listed in sub rule 29.4.2, the ballot for the first listed position should be counted first, and if the successful candidate has also nominated for any other position listed in sub rule 29.4.2, his or her name and the first preference votes gained by him or her shall be omitted in counting the ballot for the other offices, and the second and subsequent preference votes of the person omitted from the ballot shall be allocated to the remaining candidates.’**

3. Rule 29.5 continues as is.
4. Alteration of the VFFIA rules

On the 29 March 2019 the VFFIA Executive Committee with a valid quorum held a meeting to approve the above insertion to the VFFIA rules. A resolution was made declaring the endorsement of the rules and was recorded in the minutes.



30 July 2018

# Post-election Report

**Victorian Farmers Federation Industrial  
Association E2018/36**

# Contents

Election(s) Covered in this Report.....	3
Rules .....	3
Roll of Voters.....	3
Irregularities.....	4
Other Matters.....	4
<b>Attachments .....</b>	<b>5 - 7</b>

## Election(s) Covered in this Report

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Election Decision No/s: E2018/36

## Rules

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Rules used for the election:	[222V: Incorporates alterations of 19 April 2017 (R2016/308)]
Rules difficult to apply/interpret:	Rules 29.4 and 29.14 The method of conducting elections for Office Bearers is unclear. An Executive Committee member can nominate for more than one office but shall not be entitled to hold more than one office at any one time. There is insufficient guidance for the Returning Officer for the conduct of the election or the method of inviting nominations - either individually or collectively. The rules are silent regarding the method of counting the ballot papers.
Model Rule reference (if any)	N/A

## Roll of Voters

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### Stage 1

Total number of voters on the Roll:	1231
Number of apparent workplace addresses:	None
Number of non-current addresses:	None
Other matters pertaining to the roll of voters:	6 entries did not have a Nom 1 name listed

### Stage 2

Total number of voters on the Roll:	6
Number of apparent workplace addresses:	None
Number of non-current addresses:	None
Other matters pertaining to the roll of voters:	None

## Irregularities

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Details of written allegations of irregularities, and action taken by AEC: None

Other irregularities identified, and action taken: None

## Other Matters

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None

## Attachments

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- 1) Declaration of Results for Contested Offices – VIC - Stage 1
- 2) Declaration of Results for Contested and Uncontested Offices – VIC - Stage 2



Rosemary Darwinkel  
Returning Officer

30 July 2018

**Victorian Farmers Federation Industrial Association**  
**DECLARATION OF RESULTS - E2018/36 – Stage 1**  
**Contested Offices**

**Scheduled Election**

The results of the election for the following offices conducted in accordance with the provisions of the *Fair Work (Registered Organisations) Act 2009* and the rules of the organisation are:

**Victorian Farmers Federation Industrial Association**

Total number of persons on the roll of voters	1231
Ballot Papers Issued	1231
Replacement ballot papers issued	0
<b>TOTAL BALLOT PAPERS ISSUED</b>	<b>1231</b>
Ballot papers/envelopes returned for scrutiny	283
Less ballot papers/envelopes rejected at preliminary scrutiny	6
Adjusting balance	
<b>TOTAL BALLOT PAPERS</b>	<b>277</b>
Percentage of ballot papers returned to number issued	23
Ballot papers returned as unclaimed mail by closing date of ballot	1
Ballot papers not returned by voters	948

**Executive Committee Members(6)**

<u>Candidates</u>	<u>Votes</u>
BOWMAN Alan	1082
GERMANO Emma	1253
TERRY James	1448
JOCHINKE David	795
PARKER Sarah	1487
GULLINE Robyn	905
BULMER William Ernest	1521
PARKINSON Meg	1049
<b>Total votes</b>	<b>9540</b>

Formal ballot papers	265
Informal ballot papers	12
<b>Total ballot papers</b>	<b>277</b>

I declare David JOCHINKE, Robyn GULLINE, Meg PARKINSON, Alan BOWMAN, Emma GERMANO and James TERRY elected.

In accordance with Rule 28.11.3 the following method was used to calculate the result:

- The number placed opposite each nominee is added to produce a total for that nominee
- The nominees are ranked in the reverse order of that numerical total.



Rosemary Darwinkel  
 Returning Officer  
 Australian Electoral Commission  
 13/07/2018

**Victorian Farmers Federation Industrial Association**  
**DECLARATION OF RESULTS - E2018/36 Stage 2**  
**Contested and Uncontested Offices**

**Scheduled Election**

The results of the election for the following offices conducted in accordance with the provisions of the *Fair Work (Registered Organisations) Act 2009* and the rules of the organisation are:

**VFFIA Executive Committee**

Total number of persons on the roll of voters	6
Ballot Papers Issued	4
Replacement ballot papers issued	0
<b>TOTAL BALLOT PAPERS ISSUED</b>	<b>4</b>
Ballot papers/envelopes returned for scrutiny	4
Less ballot papers/envelopes rejected at preliminary scrutiny	0
Adjusting balance	0
<b>TOTAL BALLOT PAPERS</b>	<b>4</b>
Percentage of ballot papers returned to number issued	100%
Ballot papers returned as unclaimed mail by closing date of ballot	n/a
Ballot papers not returned by voters	0

**President (1)**

<u>Candidates</u>	<u>Votes</u>
GERMANO Emma	3
PARKINSON Meg	1

Total votes	4
Formal ballot papers	4
Informal ballot papers	0

I declare the following elected:

- GERMANO Emma

**Vice-President (1)**

Candidates

JOCHINKE, David

I declare the following elected:

- JOCHINKE, David

**Treasurer (1)**

Candidates

Votes

## Australian Electoral Commission

BOWMAN Alan	1
GULLINE Robyn Elizabeth	3

Total votes	4
Formal ballot papers	4
Informal ballot papers	0

I declare the following elected:

- GULLINE Robyn Elizabeth



Rosemary Darwinkel  
Returning Officer  
Australian Electoral Commission  
20/07/2018



**Australian Government**  
**Registered Organisations Commission**

7 August 2018

Ms Emma Germano  
President  
Victorian Farmers Federation Industrial Association  
[pmurdock@vff.org.au](mailto:pmurdock@vff.org.au)

Dear Ms Germano,

**Reminder of actions required when persons elected to office**

The Australian Electoral Commission has provided the Registered Organisations Commission (the ROC) a declaration of results for the election of stages 1 and 2 contested and uncontested offices [E2018/36]. This letter is a reminder of certain obligations imposed on organisations and on persons elected to office.

**A notice must be published on the organisation's website**

The organisation or branch must, as soon as practicable after receiving the post-election report, publish on its website a notice that a copy of the report is available from the organisation, branch or the AEC on request. The notice must be kept on the website for a period of at least 3 months (see regulation 141 of the Fair Work (Registered Organisations) Regulations 2009).

**Holders of office required to undertake approved training**

Section 293K of the *Fair Work (Registered Organisations) Act 2009* (the RO Act) requires each officer with financial management duties to undertake approved training that covers those duties within 6 months after the person begins to hold office. Please ensure that relevant officers undertake approved training within the required timeframe. Please also ensure that all new holders of office are advised of their obligations to make disclosures regarding remuneration, non-cash benefits and material personal interests, the details of which are provided for in the RO Act.

**Organisation must notify the Commission of changes**

Also, section 233(2) of the RO Act requires that an organisation must notify the Commission **within 35 days of any changes** to the holders of office in the organisation. **If there are no changes a notification is not required.** If the election has resulted in **any changes** to the holders of office, the Victorian Farmers Federation Industrial Association must notify the Commission of these changes. In particular, please advise:

1. Person(s) who have ceased to hold office:
  - the name of the office vacated;
  - the date of the change of office holder; and
  - the name of the person vacating the office.
  
2. Person(s) who have commenced to hold office:
  - the name of the office now held;
  - the date of the change of office holder;
  - the name of the person now holding the office;
  - the postal address of the person (generally the postal address of the organisation); and



- the occupation of the person now holding the office.

The notification must include a declaration by the Secretary (or other prescribed officer) that the information is a correct statement of the changes made. A template notification of changes, which may assist you, is attached. If any change does not apply until a date in the future, you do not need to notify until then (e.g. AGM, 1 January, 2nd Monday in March). If you have already lodged this information, please disregard this reminder.

Regards

**Carolyn Moloney**  
**Registered Organisations Commission**



7 August 2018

Ms Emma Germano  
President  
Victorian Farmers Federation Industrial Association  
[pmurdock@vff.org.au](mailto:pmurdock@vff.org.au)

Dear Ms Germano

**Organisation must respond to the post-election report of the Australian Electoral Commission: E2018/36**

On 30 July 2018 the Registered Organisations Commission (the ROC) received a post election report from the Australian Electoral Commission (AEC) for election E2018/36 dated 30 July 2018. The AEC will have also provided the report to the organisation under section 197 of the *Fair Work (Registered Organisations) Act 2009* (the RO Act).

The report identifies rules that were difficult to interpret or apply, in particular rules 29.4 and 29.14. This letter serves as a reminder of the obligations imposed on the organisation or branch as a consequence of the AEC's report. If a response has already been sent to the AEC and made available to all members please disregard this letter.

**A notice must be published on the organisation's website**

The organisation or branch must publish on its website a notice that a copy of the report is available from the organisation, branch or the AEC on request. The notice must be kept on the website for a period of at least 3 months (see regs 141(4) and (5)).

**A written response must be provided to the AEC**

A written response must be provided to the AEC within 30 days of receipt of the report. The organisation's response must include whether the organisation or branch intends to take action and if so what action the organisation or branch intends to take (s198(2)).

**Extract of report must be made available to members**

The organisation or branch must make the section of the report relating to the difficult rules available to its members (s198(3)). This extract from the report must be made available to the members before or at the same time as the organisation's response is made available to members.

**Written response must be made available to members**

A copy of the organisation's response to the AEC must be made available to members either:

- within 30 days after the response is given to the AEC, or
- published in the next edition of the organisation or branch journal (s198(5))

Subsection 198(6) and regulation 142 prescribe ways in which the relevant extract and the copy of the response can be made available to members. These do not limit the ways in which they can be made available to members. The organisation will comply if it does all of the following:-

- publish the report extract and the copy of the response in the next edition of the organisation or branch's journal; and

- 
- within 30 days of giving the response to the AEC:
  - lodges with the ROC a copy of the relevant extract and response, together with a declaration that a copy will be provided to any member who so requests; and
  - give notice in the next edition of the organisation or branch's journal, or an appropriate newspaper, that a copy of the relevant extract and response are available on request to each member free of charge; and
- publish the relevant extract on the website within 14 days after receiving the report, and publish the response on the website within 14 days of giving the response to the AEC (reg 142(2)).

### **Penalties may apply**

If the organisation or branch does not:

- respond to the AEC within 30 days,
- make the extract of the report relating to the rules available to members no later than the organisation's response is made available to members, or
- make the organisation's response available to members within 30 days or in the next edition of the journal,

the organisation may face penalties under the RO Act. Each requirement listed above is a civil penalty provision that may result in fines for the organisation

As noted above, if the response and report have already been made available to members and the AEC, please disregard this letter. If you have any questions in relation to these obligations please contact the ROC for assistance by email to [regorgs@roc.gov.au](mailto:regorgs@roc.gov.au).

### **If the organisation or branch decides to alter its rules in response to the AEC's report**

If the organisation or branch decides to alter its rules in response to the AEC's report, the ROC is NOT able to provide advice and assistance regarding draft alterations or the processes required to make the alterations. Rule alterations remain a function of the Fair Work Commission.

Yours faithfully

**Carolyn Moloney**

**Registered Organisations Commission**



AEC  
Industrial.elections@aec.gov.au  
MELBOURNE VIC 3000

14 August 2018

**Post-election report of the Australian Electoral Commission: E2018/36**

Dear AEC Officer,

In July the VFFIA received a post-election report from the Australian Electoral Commission (AEC) for election E2018/36 dated 30 July 2018.

The report identifies rules that were difficult to interpret or apply, in particular rules 29.4 and 29.14. The VFFIA Executive will meet shortly to discuss amending the relevant VFFIA rules namely rules 29.4 and 29.14 in order to rectify and clarify these rules.

Yours Faithfully,

The President of the VFFIA

**Victorian Farmers Federation Industrial Association**  
Farrer House  
24-28 Collins Street  
Melbourne, Victoria 3000  
Telephone: (03) 9207 5555  
Facsimile: (03) 9207 5500

Schedule A

NOTICE OF PARTICULARS OF THE ALTERATION TO VFFIA RULES

The VFFIA Rules were altered as follows:

1. Re number rule 29.4 Nominations for Office and insert number 29.4.1 to current clause see below:

**29-Election of Office Bearers**

“29.4 Nominations for Office

**29.4.1** At such meeting the Returning Officer shall call for nominations for each of the offices for which an election is due. Any member of the Executive Committee may nominate another member of the Executive Committee for an office. Nominations shall be in writing signed by the nominator and the nominee.

2. Insert the following clauses from 29.4.2 through to 29.4.4 see below:

**‘29.4.2 Where a member of the Executive Committee has nominated for more than one of the positions of the offices of the Executive, there shall be a hierarchy of the positions as follows:**

- (i) **President;**
- (ii) **Vice President;**
- (iii) **Treasurer**

**29.4.3 If only one member has “nominated for a position listed in sub rule 29.4.2 and that member has also nominated for another position listed in sub rule 29.4.2, the nomination for the first listed position shall stand and the other nomination(s) shall lapse;**

**29.4.4 If two or more members have nominated for an office listed in sub rule 29.4.2, and any of them have also nominated for any other position listed in sub rule 29.4.2, the ballot for the first listed position should be counted first, and if the successful candidate has also nominated for any other position listed in sub rule 29.4.2, his or her name and the first preference votes gained by him or her shall be omitted in counting the ballot for the other offices, and the second and subsequent preference votes of the person omitted from the ballot shall be allocated to the remaining candidates.’**

3. Rule 29.5 continues as is.
4. Alteration of the VFFIA rules

On the 29 March 2019 the VFFIA Executive Committee with a valid quorum held a meeting to approve the above insertion to the VFFIA rules. A resolution was made declaring the endorsement of the rules and was recorded in the minutes.

[222V: Incorporates alterations of 19 April 2017 (R2016/308)]  
replaces rulebook dated 24 November 2014 (R2014/169)

## **Victorian Farmers Federation Industrial Association**

I CERTIFY under section 161 of the Fair Work (Registered Organisations) Act 2009 that the pages herein numbered 1 to 28 both inclusive contain a true and correct copy of the registered rules of the Victorian Farmers Federation Industrial Association.

DELEGATE OF THE GENERAL MANAGER  
FAIR WORK COMMISSION

# Rules of the Victorian Farmers Federation Industrial Association

## Contents

1 - NAME .....	1
2 - INDUSTRY .....	1
3 - REGISTERED OFFICE .....	1
4 - SPHERE OF OPERATIONS .....	1
5 - OBJECTS .....	1
6 - POWERS .....	1
7 - DEFINITIONS AND INTERPRETATIONS .....	3
MEMBERSHIP .....	5
8 - MEMBERSHIP ELIGIBILITY .....	5
9 - MEMBERSHIP APPLICATION .....	5
10 - MEMBERSHIP ADMISSION .....	6
11 - HONORARY LIFE MEMBERSHIP .....	6
12 - SERVICE OF NOTICES .....	6
13 - MEMBERSHIP RESIGNATION .....	6
14 - MEMBERSHIP RETIREMENT .....	7
15 - MEMBERSHIP TERMINATION .....	7
16 - MEMBERS NOT PARTNERS .....	8
17 - MEMBERS BOUND BY THESE RULES .....	8
18 - REGISTER OF MEMBERS .....	8
18A - ASSOCIATION TO DEVELOP AND IMPLEMENT POLICIES AND PROCEDURES RELATING TO EXPENDITURE .....	9
19 - MEMBERSHIP SUBSCRIPTIONS .....	9
20 - MEMBERSHIP LEVIES .....	9
21 - MEMBERSHIP PAYMENTS - WHERE PAYABLE .....	9
22 - UNFINANCIAL MEMBERS .....	10
23 - EXECUTIVE COMMITTEE .....	10
24 - DEFINITION OF OFFICES .....	10
25 - ELIGIBILITY FOR OFFICE .....	10
25A - DISCLOSURE OF OFFICERS RELEVANT REMUNERATION AND NON CASH BENEFITS .....	11
25B - DISCLOSURE OF OFFICER'S MATERIAL PERSONAL INTEREST .....	12
25C - DISCLOSURE BY ASSOCIATION OF PAYMENTS .....	12
26 - PRESIDENT, VICE PRESIDENT AND TREASURER .....	13
27 - EXECUTIVE COMMITTEE - COMPOSITION .....	14
28 - ELECTORAL PROCEDURE .....	18
29 - ELECTION OF OFFICE BEARERS .....	21
30 - LOCAL INDUSTRIAL COMMITTEES .....	24
31 - GENERAL MEETINGS OF THE ASSOCIATION .....	24
32 - FINANCE .....	26
33 - POWER TO SUE .....	27
34 - COSTS AND PENALTIES INCURRED BY MEMBERS .....	27
35 - INDEMNITY .....	28
36 - SEAL .....	28
37 - INSPECTION OF RULES AND BY-LAWS .....	28
38 - RULES OF DEBATE .....	28
39 - DISSOLUTION OF ASSOCIATION .....	28
40 - ALTERATION TO RULES - PROCEDURES .....	29

Note: This table of contents has been generated by Fair Work Commission as an aid to using the rulebook, however it does not form part of the registered rules of the organisation. No reliance should be placed on the table of contents in interpreting the rules.

RULES OF THE VICTORIAN FARMERS FEDERATION INDUSTRIAL ASSOCIATION

**1 - NAME**

The name of the Association is the Victorian Farmers Federation Industrial Association (hereinafter referred to as "the Association").

**2 - INDUSTRY**

The Industry in or in connection with which the Association is established is the agricultural, apicultural, dairying, farming, fishing, forestry, horticultural, livestock, orcharding, pastoral, piscicultural, poultry, vegetable and viticultural industries within the State of Victoria (which are hereinafter collectively referred to as "the industry").

**3 - REGISTERED OFFICE**

The registered office of the Association shall be at number Twenty Four Collins Street, Melbourne, or at such other place as the Executive Committee may from time to time appoint.

**4 - SPHERE OF OPERATIONS**

The sphere of operations of the Association shall be within the State of Victoria or any other areas that the Executive Committee deem appropriate.

**5 - OBJECTS**

THE OBJECTS OF THE ASSOCIATION ARE:

- 5.1 To be a voluntary association of employers engaged in the industry
- 5.2 To inform, counsel, and advise its members in matters relating to their industrial pursuits
- 5.3 To further and protect the interests of its members as a corporate body in all industrial matters
- 5.4 To provide industrial services for members
- 5.5 To preserve the rule of law as essential security for individual rights and liberties

**6 - POWERS**

The Association shall have power to do all things necessary or convenient to be done for or in connection with, or incidental to, its objects and in particular, without limiting the generality of the foregoing:

- 6.1 To obtain registration as an industrial organisation under the Fair Work (Registered Organisations) Act 2009 or any other Act at the discretion of the Executive Committee, and to comply with the requirements of any amendments from time to time
- 6.2 To submit industrial disputes to conciliation or arbitration pursuant to any Commonwealth or State Act



## 6 - POWERS

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- 6.3 To negotiate industrial agreements
- 6.4 To take any lawful steps to prevent or terminate strikes, bans and like industrial action
- 6.5 To secure legal advice and assistance for members in industrial matters
- 6.6 To conduct litigation
- 6.7 To maintain and improve conditions of contract and forms of agreement
- 6.8 To acquire, purchase, take on lease, hold, sell, lease, mortgage, charge, exchange, and otherwise own, possess, and deal with in the name of the trustee for the time being of the Association any real or personal property (including shares in any company, wherever incorporated), and to borrow moneys
- 6.9 To make representations to or arrangements with any government or authority, federal, state, municipal, local or otherwise, that may seem conducive to the Association's objects or any of them
- 6.10 To enter into any agreement with any person, partnership or company, body or organisation whose business or undertaking or operations are or may be connected with the industry and to purchase or otherwise acquire any paid-up contributing or other share or interest in any such business or undertaking and to form or promote or assist in the formation or promotion of any company, firm, association or body
- 6.11 To affiliate with, join or enter any alliance with any organisation or association, either within the Commonwealth of Australia or overseas, having objects similar to the Association 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
- 6.12 To raise money by any means lawful whether specially provided by these rules or not, to further any of these objects
- 6.13 To raise funds by means of subscriptions, donations, fees and levies, from or on members and impose fines on members for all purposes and objects of the Association in such amounts and in such manner as is provided in these rules
- 6.14 To act as an organisation of employers under the laws of the Commonwealth of Australia and its Territories or any State within the Commonwealth
- 6.15 To initiate, defend or bring any industrial dispute or claim relating to industrial matters before the appropriate tribunal established under Commonwealth or State law and to represent the interests of employers in all sections of the industry or special to the industry before Courts, Fair Work Australia, other tribunals or bodies and at conferences with organisations of employers and other bodies of employers or employees
- 6.16 To make agreements with members, employees and/or their representatives, organisations, associations or unions relative to the terms and/or conditions of employment
- 6.17 To establish local industrial committees in any part of Australia or its Territories

## 7 - DEFINITIONS AND INTERPRETATIONS

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- 6.18 To act in conjunction with other associations or unions of a similar nature in any part of Australia
- 6.19 To maintain public relations with and to assist governmental and quasi-governmental bodies, business houses, undertakings, educational and scientific institutions, any organisations, bodies or persons whatsoever for the purpose of advancing the interests of members as a body or as individuals
- 6.20 To enable the Association, subject to the provisions of the Fair Work (Registered Organisations) Act 2009 (hereinafter referred to as the Act), to amalgamate or affiliate with and to appoint representatives to any employers' union or association in Australia
- 6.21 To promote unity among primary producers' organisations
- 6.22 To provide members with industrial services
- 6.23 To edit or publish any newspaper, periodical, journal or book
- 6.24 To enter into any agreement with the employees of the Association deemed to be for the mutual benefit of both the Association and such employees
- 6.25 To do all such lawful things as may appear to be incidental or conducive to the beforementioned objects or any of them, and to adopt additional objects from time to time. Provided that the Association shall not be carried on for profit or gain
- 6.26 To make loans, grants and donations, provided that a loan, grant, or donation of an amount exceeding \$1,000 shall not be made by this organisation unless the Executive Committee:
- 6.26.1 Has satisfied itself:
- 6.26.1.1 That the making of the loan, grant or donation would be in accordance with the other rules of the organisation and
- 6.26.1.2 In relation to a loan - that, in the circumstances, the security proposed to be given for the repayment of the loan is adequate and the proposed arrangements for the repayment of the loan are satisfactory, and
- 6.26.2 Has approved the making of the loan, grant or donation.

This rule shall not apply to any payment made to any person on account of that person's out of pocket expenses incurred or to be incurred for the benefit of the Association.

## 7 - DEFINITIONS AND INTERPRETATIONS

In these rules and this constitution, the following words and expressions shall have the meanings hereinafter specified unless the context requires otherwise:

"Association" means the Victorian Farmers Federation Industrial Association.

## 7 - DEFINITIONS AND INTERPRETATIONS

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- . "Declared person or body" means a person is a declared person or body if:
  - (i) an officer of the Association has disclosed a material personal interest under sub rule 25B.1; and
  - (ii) the interest relates to, or is in, the person or body; and
  - (iii) the officer has not notified the Association that the officer no longer has the interest;
- . "Disclosure period" for the purpose of these rules means the financial year;
- . "Election by the Whole" means elections at which all financial members of the Association are entitled to vote as one electorate and in which each member is entitled to one vote
- . "Employee" means a person in service with another in relationship of master and servant but does not include a partner performing work for the partnership of which he is a member or member of a family performing work for the family company of which he is a member.
- . "Executive" means the Executive Committee of the Association as provided for in these rules.
- . "Financial duties" includes duties that relate to the financial management of the Association;
- . "Financial Member" means a member who is not more than three Months in arrears of his payment of membership contributions made pursuant to Rule 19.
- . "General Manager" means the General Manager of Fair Work Commission;
- . "The Industry" means the industry in connection with which the Association is established as specified in Rule 2.
- . "Local Industrial Committee". The term "Local Industrial Committee" is used in these rules with the intent that it shall not describe a branch of an organisation within the meaning of the Act.
- . "Member" means a natural person, partnership or company.
- . "Membership" means membership or in membership of the Association.
- . "Non-cash benefit" means property or services in any form other than money, but does not include a computer, mobile phone or other electronic device that is used only or mainly for work purposes;
- . "office" has the same meaning as defined by section 9 of the Fair Work (Registered Organisations) Act 2009;
- . "officer" has the same meaning as defined by section 6 of the Fair Work (Registered Organisations) Act 2009;
- . "peak council" has the same meaning as defined in section 12 of the Fair Work Act 2009;
- . "related party" has the same meaning as defined by section 9B of the Fair Work (Registered Organisations) Act 2009;

- . "relative" in relation to a person, means:
  - (i) parent, step parent, child, stepchild, grandparent, grandchild, brother or sister of the person; or
  - (ii) the spouse of the first mentioned person;
  
- . "relevant remuneration" in relation to an officer of the Association for a disclosure period is the sum of the following:
  - (i) any remuneration disclosed to the Association by the officer under sub rule 25A.1 during the disclosure period;
  - (ii) any remuneration paid during the disclosure period, to the officer of the Association;
  
- . "relevant non-cash benefits" in relation to an officer of the Association for a disclosure period means the non-cash benefits provided to the officer, at any time during the disclosure period, in connection with the performance of the officer's duties as an officer, by the Association or by a related party of the Association;
  
- . "remuneration"
  - (i) includes pay, wages, salary, fees, allowances, leave, benefits or other entitlements; but
  - (ii) does not include a non-cash benefit; and
  - (iii) does not include the reimbursement or payment of reasonable expenses for the costs incurred in the course of the officer carrying out his or her duties.
  
- . "The Register" shall mean the register of members kept pursuant to Rule 18.

Words importing the singular number also include the plural number and vice versa, and words importing the masculine gender also include the feminine and neuter genders and vice versa.

Words importing persons shall include companies and public bodies.

## **MEMBERSHIP**

### **8 - MEMBERSHIP ELIGIBILITY**

The persons partnerships or companies eligible for Membership of the Association shall be those who are or are usually employers in or in connection with the industry or any part thereof, together with such other persons as have been appointed to offices of the Association.

### **9 - MEMBERSHIP APPLICATION**

- 9.1 Any person, partnership or company desiring to become a member must make application in the form prescribed by the Executive Committee.
- 9.2 Every such application shall be accompanied by the prescribed amount of annual subscription. Until such payment is made no applicant shall be admitted to membership.
- 9.3 The Executive Committee shall inform applicants for membership, in writing, of:
  - (1) the financial obligations arising from membership; and

## 13 - MEMBERSHIP RESIGNATION

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- (2) the circumstances, and the manner, in which a member may resign from the Association.
- 9.4 Each partnership and company shall nominate in its application, a nominee to act on behalf of the partnership or company and to represent the member for all purposes of the Association. Such nominee, while so acting, shall be entitled to hold office in the Association. The member may at any time by notice in writing to the Executive Committee revoke the appointment of its nominee and substitute another nominee therefore.

## 10 - MEMBERSHIP ADMISSION

All applications for membership shall be subject to acceptance by the Executive Committee which may decline such applications on any of the following grounds:

- 10.1 The applicant is not eligible for membership
- 10.2 The applicant has failed to observe the requirements of membership application herein contained
- 10.3 The applicant has failed to pay the prescribed subscription
- 10.4 Or for reasonable cause

## 11 - HONORARY LIFE MEMBERSHIP

The Executive Committee may admit any person to Honorary Life Membership who is a member of the Association, in recognition of distinguished services rendered to the Association without liability for payment of subscriptions. Such Honorary Life Member shall be entitled to exercise full rights of membership.

## 12 - SERVICE OF NOTICES

- 12.1 Each member shall give to the Executive Committee an address to which notices may be sent.
- 12.2 A notice may be given by the Association to any member either personally or by sending it by post or by electronic means including by email or by facsimile to him or her at his or her registered address. Where a notice is sent by post, service of the notice shall be deemed effected by properly addressing, prepaying and posting an envelope containing the notice, and to have been effected in the case of a notice of a meeting two days after the date of its posting and in any other case unless the contrary is proved at the time at which the notice would be delivered in the ordinary course of post. If the notice is sent electronically it will be taken that the receipt date is the day of transmission, or if forwarded after 5pm then the receipt will be the next business day.

## 13 - MEMBERSHIP RESIGNATION

- 13.1 A member of the Association may resign from membership by written notice addressed and delivered to the Executive Committee. The notice may be sent electronically.

## 15 - MEMBERSHIP TERMINATION

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- 13.2 A notice of resignation from membership of the Association takes effect:
- (a) where the member ceases to be eligible to become a member of the Association:
    - (i) on the day on which the notice is received by the Association; or
    - (ii) on the day specified in the notice, which is a day not earlier than the day when the member ceases to be eligible to become a member;whichever is later; or
  - (b) in any other case:
    - (i) at the end of 2 weeks after the notice is received by the Association; or
    - (ii) on the day specified in the notice;whichever is later.
- 13.3 Any dues payable but not paid by a former member of the Association, in relation to a period before the member's resignation from the Association took effect, may be sued for and recovered in the name of the Association, in a court of competent jurisdiction, as a debt due to the Association.
- 13.4 A notice delivered to the person mentioned in subsection (1) shall be taken to have been received by the Association when it was delivered.
- 13.5 A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with subsection (1).
- 13.6 A resignation from membership of the Association 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.
- 13.7 The Executive Committee shall cause the receipt of notice of resignation to be acknowledged in writing.

## 14 - MEMBERSHIP RETIREMENT

Should a member retire from the industry such member shall only be liable for the payment of his membership subscription and other sums due by him to the Association up to the date of retirement from the industry. The Association shall not refund a subscription or any part thereof.

## 15 - MEMBERSHIP TERMINATION

The Executive Committee may by resolution order the name of any member to be removed from the register if such member:

- 15.1 Is adjudged by the Executive Committee to be guilty of misappropriation of the funds of the Association.
- 15.2 Knowingly acts contrary to or in disregard of the rules of the Association.

## 18 - REGISTER OF MEMBERS

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- 15.3 Fails to pay the prescribed membership subscription or any levy for a period of not less than three months.
- 15.4 Knowingly fails to comply with a lawful resolution of the Executive Committee.

Thereupon the name of such member shall be removed from the register and he shall cease to have any interest in or claim upon the funds of the Association but shall remain indebted to the Association for all contributions and other sums due by him to the Association at the date of his removal from membership.

Provided that the member shall first receive not less than thirty days notice of the proposal for his removal and shall have had the opportunity to appear before the Executive Committee to render personal explanation or have delivered to the Executive Committee an explanation in writing. The Executive Committee may require the member to appear before it.

### **16 - MEMBERS NOT PARTNERS**

Membership of the Association shall not create partnership and members shall in no way be liable for acts or omissions of each other.

### **17 - MEMBERS BOUND BY THESE RULES**

Every member of the Association shall be bound by these rules as varied from time to time and all by-laws made from time to time according to the provisions contained in these rules.

### **18 - REGISTER OF MEMBERS**

The Executive Committee shall cause to be kept a Register of Members wherein shall be entered in respect of each member and former member:

- 18.1 Name
- 18.2 Postal Address
- 18.3 Property or properties owned and operated
- 18.4 The date upon which the name of such member was entered in the register as a member
- 18.5 Commodity interests
- 18.6 The local industrial committee with which associated
- 18.7 The date upon which the member ceased to be a member
- 18.8 The name and address of the nominee of a partnership or company member
- 18.9 Members shall advise the Executive Committee within 14 days after:
- (a) the business, or part of the business, of a member of the Association is assigned or transferred to a person who is not a member of the Association; or
  - (b) such a person succeeds to the business, or part of the business, of a member of the Association;

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

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**18A - ASSOCIATION TO DEVELOP AND IMPLEMENT POLICIES AND PROCEDURES  
RELATING TO EXPENDITURE**

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

**19 - MEMBERSHIP SUBSCRIPTIONS**

19.1 Each member shall pay an annual subscription the amount being determined by the Executive Committee from time to time following referral to the Annual General Meeting of the Association.

Such annual subscriptions may be:

19.1.1 A fixed amount

19.1.2 An amount calculated on numbers of stock and poultry or production of commodities; or

19.1.3 A combination of 19.1.1 and 19.1.2 above, with or without a fixed maximum or minimum subscription applying.

If the subscription is to be calculated on the basis of numbers or production each member shall submit annually a return calculating his subscription, based on his number of stock and poultry and his annual production of commodities.

19.2 Each annual membership subscription shall become due and payable in advance on any of the first day of January, April, July or October in each year depending on which date falls on or immediately precedes the anniversary date of the member joining the Association or any other quarterly date determined by the Executive Committee and the subscription shall be adjusted accordingly.

19.3 Any member may continue in membership after ceasing to be an employer or producer in the industry and shall pay the appropriate subscription.

**20 - MEMBERSHIP LEVIES**

The Executive Committee may at any time impose a levy for the benefit of those members on whom it is imposed, on such members and for such sums for contribution to the Association funds as the Executive Committee determines. Any such levy shall become due and payable immediately after written notice of such levy has been given to members.

**21 - MEMBERSHIP PAYMENTS - WHERE PAYABLE**

Subscriptions and levies shall be paid at the registered office of the Association or to an accredited representative of the Association.



## **22 - UNFINANCIAL MEMBERS**

- 22.1 Any member failing to pay any levy within three months after notification thereof has been posted to him or her by the Executive Committee or being in arrears three months with his annual subscription shall be disqualified from taking part in the proceedings of the Association or from receiving any service or benefit from the Association.
- 22.2 If default is made by any member in payment of a levy or subscription within the relevant period set out in Rule 22.1 hereof the Executive Officer shall notify such member by post that unless his arrears are paid within one month of the date of such notification his membership may be terminated.
- 22.3 The Executive Committee in its absolute discretion may extend the period for payment by any member of a levy or subscription from the due date of such payment, but during such extended period the member will not be entitled to take part in the proceedings of the Association or to receive any service from it.

## **23 - EXECUTIVE COMMITTEE**

### Management of Association

Subject to the general control by members of the Association in general meeting the management of the Association shall be vested in an Executive Committee as hereinafter provided.

## **24 - DEFINITION OF OFFICES**

Each of the members of the Executive Committee shall be a holder of an "office" within the meaning of the Act.

## **25 - ELIGIBILITY FOR OFFICE**

- 25.1 No person shall be eligible to be elected to any office unless he is:
- 25.1.1 A person enrolled in membership, or
  - 25.1.2 A nominee of a partnership which is enrolled in membership as a partnership, or
  - 25.1.3 A nominee of a company which is enrolled in membership as a company,
- and unless the member, whether person, partnership or company, is a financial member.
- 25.2 Any member of the Executive Committee shall cease to be eligible to hold office if such member:
- 25.2.1 Becomes bankrupt or insolvent or makes an assignment for the benefit of his creditors or compromises with his creditors, or
  - 25.2.2 Is the nominee of a firm which, or any partner in which, becomes bankrupt or insolvent or makes an assignment for the benefit of its or his creditors, or compromises with its or his creditors, or is the nominee of a company which is in course of liquidation otherwise than for the purposes of reconstruction, or

25.2.3 From any cause whatsoever ceases to be a member or the nominee of a member of the Association, or

25.2.4 By writing resigns from the Executive Committee

**25A - DISCLOSURE OF OFFICERS RELEVANT REMUNERATION AND NON CASH BENEFITS**

25A.1 Each officer of the Association shall disclose to the Association any remuneration paid to the officer:

- (a) because the officer is a member of a Board, if:
  - i. the officer is a member of a Board only because the officer is an officer of the Association; or
  - ii. the officer was nominated for the position as a member of the Board by the Association, or a peak council; or
- (b) by any related party of the Association in connection with the performance of the officers' duties as an officer.

25A.2 The disclosure required by sub-rule 25A.1 shall be made to the Executive Committee of the Association;

- (a) as soon as practicable after the remuneration is paid to the officer; and
- (b) in writing.

25A.3 An Association shall disclose to the members of the Association:

- (a) the identity of the officers who are the five highest paid in terms of relevant remuneration for the disclosure period, and
- (b) for those officers:
  - i. the actual amount of the officers' relevant remuneration for the disclosure period; and
  - ii. the value of the officers' relevant non-cash benefits, for the disclosure period.

25A.4 For the purposes of sub-rule 25A.3, the disclosure period shall be made:

- (a) in relation to each financial year;
- (b) within six months after the end of the financial year; and
- (c) in writing

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**25B - DISCLOSURE OF OFFICER'S MATERIAL PERSONAL INTEREST**

- 25B.1 Each officer of the Association shall disclose to the Association any material personal interest in a matter that:
- (a) the officer has or acquires; or
  - (b) a relative of the officer has or acquires;
- that relates to the affairs of the Association.
- 25B.2 The disclosure required by sub-rule 25B.1 shall be made to the Executive Committee of the Association:
- (a) as soon as practicable after the interest is acquired; and
  - (b) in writing.
- 25B.3 The Association shall disclose to the members of the Association any interests disclosed to the Association pursuant to sub-rule 25B.1.
- 25B.4 For the purposes of sub-rule 25B.3, the disclosures shall be made:
- (a) in relation to each financial year;
  - (b) within six months after the end of the financial year; and
  - (c) in writing.

**25C - DISCLOSURE BY ASSOCIATION OF PAYMENTS**

- 25C.1 The Association shall disclose to the members of the Association either:
- (a) each payment made by the Association during the disclosure period:
    - i. to a related party of the Association; or
    - ii. to a declared person or body of the Association; or
  - (b) the total of the payments made by the Association, during the disclosure period:
    - i. to each related party of the Association; or
    - ii. to each declared person or body of the Association
- 25C.2 Sub-rule 25C.1 does not apply to a payment made to a related party if the payment consists of:
- (a) amounts deducted by the Association from remuneration payable to officers or employees of the Association; or
  - (b) the related party is an officer of the Association, and the payment:
    - (i) consists of remuneration paid to the officer by the Association; or
    - (ii) is reimbursement for expenses reasonably incurred by the officer in performing the officer's duties as an officer.

## 26 - PRESIDENT, VICE PRESIDENT AND TREASURER

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25C.3 For the purposes of sub-rule 25C.1, the disclosures shall be made:

- (a) in relation to each financial year;
- (b) within six months after the end of the financial year; and
- (c) in writing.

### **26 - PRESIDENT, VICE PRESIDENT AND TREASURER**

26.1 Each year there shall be elected a President, Vice President and Treasurer pursuant to Rule 29.

26.2 26.2.1 In the event of a casual vacancy in the office of President, the position shall be filled by the Vice President

26.2.2 Any casual vacancy in the office of the President caused by failure of sub rule 26.2.1 of this rule to take effect or in the office of Vice President shall be filled by any member of the Executive Committee appointed thereto by the Executive Committee for the unexpired portion of the term for which the President holds office.

26.2.3 In the event of a casual vacancy in the office of Treasurer, an acting Treasurer may be appointed by the Executive Committee for the unexpired portion of the term for which the Treasurer held office.

26.2.4 Deleted

26.2.5 Deleted

26.3 Treasurer - Duties

The Treasurer shall supervise the financial affairs of Association in such manner as the Executive Committee may from time to time require and shall as required by these rules render a true account of all moneys received and expended and of all the assets and liabilities of the Association.

26.4 Deleted

26.5 Deleted

26.6 Executive Officer - Remuneration

The remuneration or honorarium of the Executive Officer shall be determined by the Executive Committee.

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**27 - EXECUTIVE COMMITTEE - COMPOSITION**

There shall be an Executive Committee consisting of six members elected pursuant to Rule 28. From among the six members there shall be elected a President, Vice President and Treasurer, pursuant to Rule 29.

27.1 Nomination

Nomination for the election of each of the six members of the Executive Committee referred to in Rule 27 may be made by any financial member of the Association in writing by the closing date for such nomination pursuant to Rule 28.1.

27.2 Election

In the event of there being more nominations than the six seats to be filled, the names of the candidates shall be submitted to election by the members pursuant to Rule 28.

27.3 Casual Vacancies

In the event of any casual vacancy on the Executive Committee the Executive Committee shall, subject to Rule 26.2 proceed at its next meeting after the occurrence of the vacancy by resolution to appoint a person qualified to fill such vacancy pursuant to Rule 25.1.

27.4 Members Term of Office

The term of office of the six members of the Executive Committee shall begin at the termination of the annual general meeting at which the election of office bearers was declared, and expire at the termination of the next annual general meeting. The term of office of the President, Vice President and Treasurer shall begin at the meeting of the Executive Committee at which they are elected and shall expire on the declaration of the election of their successors.

27.5 Chairman

The President shall be the Chairman of the Executive Committee and if the President is unavailable the Vice President shall assume the chair, and failing the Vice President the Executive Committee shall elect a Chairman from amongst its members.

27.6 Meetings

The Executive Committee shall meet at such times and places as may be determined by the Executive Committee or any general meetings of members. Decisions shall be by majority vote and the Chairman shall have a deliberative vote and in the case of an equality of votes shall also have a casting vote.

27.7 Notice of Meetings

Notice of meetings of the Executive Committee and of the business to be conducted thereat shall be given to all members of the Executive Committee by letter, electronic means, telephone or word of mouth at least fourteen days prior thereto except when in the opinion of the President of the Executive Committee the meeting is required as a matter of urgency in which case at least one day's prior notice of the meeting shall be given in the manner aforesaid.

27.8 Quorum

Three members shall constitute a quorum of the Executive Committee.

27.9 Leave of Absence

The Executive Committee shall have power to grant leave of absence to any of its members for a period not exceeding six calendar months and to any of its members absent upon the business of the Association in a representative capacity for any period. It shall be the duty of members of the Executive Committee to attend all meetings of that Committee to which leave of absence does not extend.

27.10 Functions

The Executive Committee shall be the Committee of Management of the Association and may, subject to any decisions of members of the Association in general meeting duly convened and held, exercise all the functions and powers of the Association and without limiting the generality of the foregoing shall have power:

- 27.10.1 To manage and administer the Association
- 27.10.2 To execute the policy decisions of any general meeting of the Association
- 27.10.3 To make on behalf of the Association industrial agreements
- 27.10.4 To authorise the execution of all documents required to be executed in the exercise of the powers of the Association
- 27.10.5 To deal in any manner responsible to general meetings of members of the Association with matters arising from time to time
- 27.10.6 To report the proceedings of the Association to general meetings
- 27.10.7 On behalf of the Association and any of its members to bring or to authorise the bringing of any industrial dispute or matter before any Commonwealth or State industrial tribunal or other tribunal and may, for that purpose, formulate or authorise any claims, defences or other necessary proceedings or documents incidental thereto, and may on behalf of the Association and any of its members give any undertakings to any such tribunal or other industrial authority

## 27 - EXECUTIVE COMMITTEE - COMPOSITION

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- 27.10.8 To acquire, purchase, take on lease, mortgage, charge, exchange and otherwise own or possess and deal with real and personal property
- 27.10.9 To make and give receipts, releases and other discharges for moneys payable to the Association and for the claims and demands of the Association
- 27.10.10 To draw, accept, make, endorse, transfer, discount, guarantee and negotiate such bills of exchange and promissory notes, and give such indemnities and guarantees and enter into such other obligations as may seem to it to be expedient for the purpose of the Association
- 27.10.11 To affiliate or amalgamate the Association with any organisation, association, chamber or body corporate or incorporate, having objects altogether or in part similar to those of the Association, upon such terms and conditions the Executive Committee may think fit
- 27.10.12 From time to time to make, and to alter vary and rescind such by-laws for carrying out of these rules, for putting into effect the powers and authorities vested by these rules in the Executive Committee, and for regulating the conduct and proceedings of the Association and of meetings of the Executive Committee and generally to provide for all such matters and things relating to the management of the property of the Association and to the conduct of its business as are not inconsistent with or repugnant to these rules or required to be done by the Association in general meetings
- 27.10.13 To form local industrial committees of the Association in any part of the Commonwealth of Australia
- 27.10.14 In consultation with the Executive Officer to appoint and remove staff and to determine staff salaries, allowances and wages according to law
- 27.10.15 To enter into contracts for the supply of goods or services
- 27.10.16 To appoint advisory sub-committees
- 27.10.17 To delegate functions other than functions of management to advisory sub-committees appointed pursuant to these rules
- 27.10.18 To conduct litigation
- 27.10.19 To determine the responsibilities and rights of staff who manage the Association on behalf of the Executive Committee:
- The responsibilities and rights shall include:
- 27.10.19.1 the right to attend and speak at all meetings of the Association
- 27.10.19.2 assisting the President and the Executive Committee in the execution of policy;
- 27.10.19.3 maintaining liaison with federally constituted bodies;

## 27 - EXECUTIVE COMMITTEE - COMPOSITION

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- 27.10.19.4 promoting the public relations of the Association generally;
- 27.10.19.5 executing returns and documents on the Association's behalf when authorized by the Executive Committee;
- 27.10.19.6 supervising the keeping of records and books of account;
- 27.10.19.7 allocating subordinate staff duties
- 27.10.19.8 generally giving effect to the instructions of the Executive Committee in all matters referred to in Rule 27.10;
- 27.10.19.9 the convening of meetings within the Association.

### 27.11 Fees

Each member of the Executive Committee shall be paid:

- 27.11.1 Such fees, expenses and allowances as may from time to time be determined by the members of the Association in general meeting, and
- 27.11.2 In addition, the President, Vice President and Treasurer shall be paid such fee and allowances as may from time to time determined by the Executive Committee

### 27.12 Removal of a Member

Any general meeting of the Association may at any time by resolution passed by a majority of those present in person and entitled to vote at such meeting remove any member of the Executive Committee. Provided that no member of the Executive Committee shall be removed from office unless he has been adjudged by the general meeting to be guilty of misappropriation of funds of the Association, substantial breach of these rules, gross misbehaviour, gross neglect of duty, or has ceased, according to these rules, to be eligible to hold office, and provided also that the member shall first receive notice of proposal for his removal and shall have had an opportunity to appear before the general meeting to render a personal explanation in writing. The general meeting may require the member of the Executive Committee to appear before it.

### 27.13 Approved training to be undertaken

Each officer of the Association whose duties include financial duties that relate to the financial management of the Association shall undertake training

- 27.13.1 approved by the General Manager under section 154C of the *Fair Work Registered Organisations) Act 2009*; and
- 27.13.2 that covers each of the officer's financial duties; and
- 27.12.3 which must be completed within 6 months after the person begins to hold office.



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**28 - ELECTORAL PROCEDURE****28.1 Nomination for Office**

Nominations shall be called for the election of the Executive Committee from financial members of the Association by sending the notice to them by post or by electronic means including by email or by facsimile, the closing date for such nominations being a date not less than two months before the Annual General Meeting which shall give sufficient time for ballot papers to be dispatched to and returned by all members of the Association eligible to vote to enable the count to be completed prior to the Annual General Meeting.

Such notice shall be given to members not less than fourteen days before the closing date for nominations.

Subject to Rule 28.5, no nomination shall be accepted pursuant to this Rule unless the nominee has signed written acceptance of nomination. The nomination may be accompanied by a statement in accordance with Rule 28.8.

28.2 28.2.1 If no more than six nominations are received, the nominees shall be declared elected at the Annual General Meeting.

28.2.2 If more than six nominations are received a secret ballot shall be held.

**28.3 Ballot Paper - By Whom Received**

In the conduct of ballots for election under this Rule ballot papers shall be sent to all financial members of the Association.

**28.4 Returning Officer - Appointment**

The Executive Committee shall appoint or secure according to law the appointment of a Returning Officer who shall not be a candidate for office, or the holder of any office in, or an employee of the Association.

**28.5 Returning Officer - Duties**

28.5.1 The Returning Officer shall conduct the election from the calling for nominations to the declaration of the ballot. He shall satisfy himself that no nomination is defective, provided that before rejecting any nomination he shall notify the member concerned of the defect and if it is practicable to do so, give him an opportunity to remedy the defect within not less than seven nor more than fourteen days after his being so notified.

28.5.2 He shall state the time and date by which voting papers must be returned to him, which date shall be not earlier than the thirtieth day after the date upon which the voting papers are sent to members. He shall satisfy himself that ballot papers have been sent to all financial members and upon return of the ballot papers shall check and count them as prescribed by this Rule.

28.5.3 The Returning Officer shall ensure that the roll of voters for the ballot is to be closed seven days before the day on which the nominations are to open.

28.5.4 Notwithstanding any other provision in these rules, the Returning Officer may commence the preliminary scrutiny of returned declaration envelopes prior to the close of the ballot.

28.6 Scrutineers - Appointment

The Executive Committee shall appoint two official scrutineers to attend the ballot. Any candidate may if he so desires appoint at his own expense a scrutineer to represent him at the ballot. A candidate appointing a scrutineer shall, before the commencement of the count notify the Returning Officer in writing of the name of such scrutineer.

28.7 Scrutineers - Conduct and Duties

The conduct and duties of scrutineers shall be as follows:

28.7.1 The scrutineers shall be entitled to be present throughout a ballot and may query the acceptance or otherwise of any nomination and inclusion or exclusion of any vote in the count but final determination in these matters shall remain with the Returning Officer.

28.7.2 A scrutineer shall not be entitled to remove, mark, alter or deface any ballot paper or other document used in connection with the election.

28.7.3 In every case the scrutineers shall observe any direction given by the Returning Officer and the Returning Officer shall take all reasonable steps by notification or otherwise to enable each scrutineer to exercise his rights but no election shall be vitiated by reason of the fact that a scrutineer does not exercise any or all of such rights if he has had reasonable opportunity to do so.

28.8 Despatch of Voting Papers

28.8.1 The Returning Officer, in sufficient time to allow return and counting prior to the next succeeding Annual General Meeting, shall forward by prepaid post ballot papers to each eligible voter addressed to his registered address or to such other address as the voter shall, on account of his absence from his registered address, have notified to the Executive Officer in writing.

“Postal Ballot” means a ballot for the purposes of which include a ballot paper, a Declaration envelope, and another envelope in the form prescribed by the Regulations under Schedule 1B of the Workplace Relations Act 1996 (the Act).

The Returning Officer shall at the same time forward to each such voter any statement supplied with the candidate's nomination complying with the following:

The Statement shall give the name and age of candidate and the address at which he mainly carries on his particular industry and indicate in not more than seventy-five words the candidate's:

28.8.1.1 Service to that industry

28.8.1.2 Service to the community

28.8.1.3 Special interests and qualifications any type

28.8.2 A voting paper or papers shall be despatched in one envelope and shall set out the names of the candidates in an order determined by lot and shall be accompanied by two envelopes.

28.8.3 One envelope shall be a reply-paid envelope addressed to the Returning Officer who shall have his own locked bag service at the General Post Office, Melbourne. The other Declaration envelope shall be marked "Ballot Paper" and shall bear on the outside of it space for the signature and address of the voter. Both envelopes shall be in the form prescribed by the Regulations under Schedule 1B of the Act.

28.9 Return of Voting Paper

Each voter having marked his voting paper shall place it in the Declaration envelope endorsed "Ballot Paper". He shall then put that envelope in the reply-paid envelope addressed to the Returning Officer.

28.10 The Count

On the week-day next following the last day for receipt of voting paper, the Returning Officer shall check the names and addresses endorsed on the reverse side of the Declaration envelopes against the roll of voters and remove ineligible votes. He shall then open the voting papers and remove informal votes and count formal votes.

To preserve the secrecy of the vote, the person conducting the election or ballot must remove the flap or label from the Declaration envelope before removing the ballot paper from the envelope.

28.11 The preferential system of voting shall be as follows

28.11.1 A member shall indicate the order of his preference by placing a number opposite the name of each candidate. The lowest number shall indicate the member's highest preference. The numbers 1 to the total number of nominations are to be used in the sequence of the member's preference.

28.11.2 Ballot papers to be counted must be received by the Returning Officer not later than seven clear days before the date of the relevant Annual General Meeting.

28.11.3 In calculating the votes the Returning Officer shall adopt the following method of computation, namely:

28.11.3.1 The number placed opposite each nominee shall be added to produce a total for that nominee

28.11.3.2 The nominees shall then be ranked in the reverse order of that numerical total

28.12 Declaration of the Ballot

The Returning Officer shall declare the results of the ballot by giving to the Executive Officer a written declaration signed by the Returning Officer, dated and identifying the ballot by reference to the rule or rules under which it was conducted.

## 29 - ELECTION OF OFFICE BEARERS

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### 28.13 Further Ballot

Should any error or informality occur in any election the Returning Officer may order a new election at times and dates to be determined by him.

### 28.14 Retention of Ballot Papers - Returning Officer

The Returning Officer shall retain all election material including ballot papers (voting papers, envelopes and records of counts), for a period of one year from the date of declaration of each ballot.

### 28.15 Executive Committee - Insufficiency of Nominations

In the event of insufficient nominations being received in respect of an election conducted pursuant to Rule 28, the nominees shall be declared elected and nominations for any remaining unfilled positions on the Executive Committee shall be re-called so far as is then applicable in accordance with Rule 28.1 and the procedure set out in Rule 28 for the conduct of an election shall be followed.

## 29 - ELECTION OF OFFICE BEARERS

29.1 The President, Vice President and Treasurer, shall be elected annually by and from the members of the Executive Committee.

### 29.2 Appointment of Returning Officer

Elections for offices specified in Rule 29.1 shall be conducted by the Returning Officer appointed under Rule 28.5. He shall fix the times for the opening and closing of nominations and the opening and closing of a ballot, if required.

### 29.3 Time of Election

The elections shall take place at the first meeting of the Executive Committee held immediately following the declaration of the result of the annual election of members of the Executive Committee conducted in accordance with Rule 28.

### 29.4 Nominations for Office

**29.4.1** At such meeting the Returning Officer shall call for nominations for each of the offices for which an election is due. Any member of the Executive Committee may nominate another member of the Executive Committee for an office. Nominations shall be in writing signed by the nominator and the nominee.

**29.4.2** Where a member of the Executive Committee has nominated for more than one of the positions of the offices of the Executive, there shall be a hierarchy of the positions as follows;

(i) President;

(ii) Vice President;

(iii) Treasurer

**29.4.3** If only one member has “nominated for a position listed in sub rule 29.4.2 and that member has also nominated for another position listed in sub rule 29.4.2, the nomination for the first listed position shall stand and the other nomination(s) shall lapse;

**29.4.4** If two or more members have nominated for an office listed in sub rule 29.4.2, and any of them have also nominated for any other position listed in sub rule 29.4.2, the ballot for the first listed position should be counted first, and if the successful candidate has also nominated for any other position listed in sub rule 29.4.2, his or her name and the first preference votes gained by him or her shall be omitted in counting the ballot for the other offices, and the second and subsequent preference votes of the person omitted from the ballot shall be allocated to the remaining candidates.’

29.5 Notification of Defective Nomination

The Returning Officer shall check all nominations for compliance with these rules and shall reject any that do not so comply. Provided that in the event of his finding a nomination to be defective he shall before rejecting the nomination notify the member concerned of the defect and where it is practicable for him to do so, give him the opportunity of remedying the defect within thirty minutes of the time set by the Returning Officer for the closing of nominations.

## 29 - ELECTION OF OFFICE BEARERS

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### 29.6 Declaration of Successful Candidates

If there be no more nominations than there are vacancies for a position, the Returning Officer shall declare the respective candidate elected.

### 29.7 Preparation of Ballot Paper

If more nominations are received than there are vacancies for a position, the Returning Officer shall prepare ballot papers which shall contain the names of the candidates for each position in alphabetical order and instructions as to the manner in which votes are to be recorded.

### 29.8 Secret Ballot

A ballot conducted under this Rule shall be a secret ballot.

### 29.9 Ballot Papers

The Returning Officer shall initial every ballot paper prior to distribution and shall be responsible for the safe-keeping of such ballot papers.

### 29.10 Issuing of Ballot Papers

The Returning Officer shall issue a ballot paper to each member of the Executive Committee present at such meeting, provided that any member who is unable to attend the meeting and who would otherwise be entitled to a ballot paper shall, upon written application being made by him to the Returning Officer not less than two days prior to the meeting, be supplied with a ballot paper and shall be permitted to record a vote in any such election.

### 29.11 Declaration of Ballot

At the time fixed for the close of the ballot the Returning Officer shall, in the presence of the scrutineers (if any), count the votes and declare the result of the ballot.

### 29.12 Absentee Vote

In the event that a member of the Executive Committee exercises his right under this Rule to request an absentee vote, the ballot shall not be counted until the expiration of the time fixed by the Returning Officer for the return of such absentee vote.

### 29.13 Determination of Tied Vote

In the event of a tie, the Returning Officer shall determine the issue by lot.

### 29.14 Holding of Office

A member of the Executive Committee shall be entitled to be elected to any office specified in Rule 29.1 but he shall not be entitled to hold more than one of those offices at any one time.

29.15 Appointment of Scrutineers

Any candidate may, if he so desires, appoint a scrutineer to represent him at the ballot. An appointment shall be made by the candidate in writing to the Returning Officer before the closing of nominations. A scrutineer shall be entitled to be present throughout the ballot and may query the inclusion or exclusion of any vote, but the Returning Officer shall have the final determination of any votes so queried.

**30 - LOCAL INDUSTRIAL COMMITTEES**

Establishment

The Executive Committee may establish Local Industrial Committees for specific periods and purposes to investigate matters and report thereon to the Executive Committee.

**31 - GENERAL MEETINGS OF THE ASSOCIATION**

31.1 General Meetings - Annual

The Annual General Meeting of the Association shall take place prior to July 31 in each year on such day as the Executive Committee shall determine.

31.2 General Meetings - Special

All meetings of the Association not being the Annual General Meeting shall be called Special Meetings. All business transacted at Special Meetings shall be deemed special.

31.2.1 Convened by Executive Committee

The Executive Committee may at any time convene a Special Meeting of the Association and twenty-one days' notice shall be given in writing to the members of the Association of such Special Meeting and the business to be conducted thereat. Notice shall be sufficiently given if placed on a website, or in a Newsletter or sent by electronic means to all members.

31.2.2 Convening and Requisitioning by Members

A request for a Special Meeting made by not less than five per cent of the members shall state in writing the general nature of the business to be transacted thereat and bear the signatures of those requesting the Special Meeting. Upon receiving such a request the Executive Committee shall within twenty-one days despatch to all members a notice convening the Special Meeting. If notice has not been despatched within the prescribed time the members making the request or the majority of them may themselves convene the meeting to be held in Melbourne at such time and place as may be named in the notice to consider any questions affecting or concerning the management or objects of the Association.

31.3 Annual General Meeting - Business

Business for Annual General Meetings may be submitted by any local industrial committee, the Executive Committee, or any advisory sub-committee, or at least ten members of the Association, in writing, provided that the requirement for notice of business as specified by the Executive Committee from time to time is met. Business shall also include consideration of any reports of the Executive Committee and others.

31.4 Meetings - Convening Notice

At least twenty-one days notice shall be given in writing to all members of the date, time and venue of each meeting of the Association. Notice shall be sufficiently given if placed on a website, or in a Newsletter or sent by electronic means to all members.

31.5 General Meetings - Quorum

31.5.1 No business shall be transacted at a meeting unless a quorum of members is present at the time when the meeting is due to commence. At all meetings thirty members, of whom at least ten are present other than by proxy, shall form a quorum.

31.5.2 If no quorum be present within half an hour from the time appointed for an Annual General Meeting the chairman shall adjourn such meeting from week to week until such time as a quorum shall be present.

31.5.3 If no quorum be present within half an hour from the time appointed for a Special Meeting such meeting shall stand dissolved.

31.6 Meetings - Chairman

At all meetings the President shall occupy the chair or in his/her absence the members present shall elect a Chairman to preside at the meeting.

31.7 Questions - How Determined

At any meeting a motion put to the Vote of the meeting shall be decided by majority on the voices except that:

31.7.1 The motion shall be decided on a show of hands if demanded by the chairman or by any one member present in person.

31.7.2 A secret ballot may be required by the chairman or by at least five members present in person.

31.7.3 Any secret ballots taken at a general meeting shall be conducted as follows:

31.7.3.1 The chairman shall appoint or secure according to law the appointment of a Returning Officer.

31.7.3.2 The voting paper shall be distributed by the Returning Officer to each eligible voter present.



31.7.3.3 The chairman shall read out the resolution to be voted upon and indicate the manner in which votes for and against the resolution shall be indicated on the voting paper.

31.7.3.4 The Returning Officer shall collect the voting papers and count the votes for and against the resolution and report the result to the chairman who shall declare the result.

31.8 Meetings - Those Entitled to Attend

Any financial member of the Association shall be entitled to attend and vote at meetings.

A company or partnership proposing to be present at a meeting shall be entitled to one representative who shall be that person nominated in accordance with Rule 9.3.

31.9 Meetings - Proxies

Any member including the nominee of a partnership or company appointed pursuant to Rule 9.3 may be represented at and may vote at meetings by proxy given under that member's hand provided that the proxy is a financial member of the Association and the instrument appointing him be deposited with the Executive Committee at least twenty-four hours before the holding of the meeting.

31.10 Meetings - Attorneys

Absent members may be represented at and may vote at meetings by an attorney authorised by power of attorney to act generally on behalf of the absent member provided that the power of attorney be produced to the Executive Committee at least twenty-four hours before the holding of the meeting and provided that the donee of the power of attorney is a financial member of the Association.

**32 - FINANCE**

32.1 Banking Account

The funds of the Association shall be paid into a bank to its credit and the bank account shall be operated upon as the Executive Committee shall determine pursuant to Rule 32.2.

32.2 Expenditure of Funds

After payment of the current expenses of the registered office the funds may be expended in the exercise of the powers of the Association as the Executive Committee may from time to time determine. Any money or funds not immediately required for the purposes of the Association may be invested either by way of establishment or continuance of a reserve fund or otherwise in such a manner as the Executive Committee may from time to time determine but no member of the Executive Committee shall be responsible for any loss that may arise from such investment unless such loss be caused by his wilful neglect or default.

## 34 - COSTS AND PENALTIES INCURRED BY MEMBERS

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### 32.3 Financial Year

The financial year of the Association shall terminate on the thirtieth day of September. Any changes made to the financial year will be reflected in the Association's rules in accordance with Rule 40 and section 159 of the Fair Work (Registered Organisations) Act 2009.

### 32.4 Books of Account

Subject to the provisions of the Act, proper books of account shall be kept as the Executive Committee shall direct.

### 32.5 Audit

Yearly audit of the accounts of the Association shall be made by an auditor who is an approved auditor pursuant to the Fair Work (Registered Organisations) Regulations 2009. Such auditor shall not be a member or an employee of the Association and shall be appointed each year at the Annual General Meeting and shall be eligible for re-appointment.

### 32.6 Auditor's Duties

The auditor shall have access at all times to the books (including Minute Books), vouchers, documents and securities of the Association and shall be furnished with such information and explanations as he may require for the performance of his duties as auditor. The auditor shall examine the annual accounts and other prescribed statements of the Association and his reports shall be presented to the Executive Committee.

### 32.7 Retention of Records

Subject to the Evidence Act 1958, the accounting records and auditor's report shall be retained by the Association for a period of at least seven years after the completion of the transactions to which they relate and shall be kept in the registered office of the Association in such manner as the Executive Committee may direct and there be available for inspection by any member of the Association.

## **33 - POWER TO SUE**

The Association may sue or take any other proceedings either at law or in equity including proceedings to enforce payment by members of contributions, fees, and levies due.

## **34 - COSTS AND PENALTIES INCURRED BY MEMBERS**

In the event of any member of the Association violating any industrial agreement to which the Association is a party or disobeying any award or order of any Industrial Arbitration Court or other tribunal contrary to the instructions of the Association, no costs or penalties incurred by him by reason of such violation or disobedience shall be borne by the Association.

**35 - INDEMNITY**

Every member of the Association who is guilty of any breach or non-observance of any undertaking given to any Commonwealth or State industrial tribunal or any other industrial tribunal, industrial committee or industrial authority shall indemnify and keep harmless the Association and members of the Executive Committee and employees of the Association in respect of all penalties, damages, losses, actions, claims, costs and demands whatsoever which may be made against the Association or such members of the Executive Committee or employees of the Association in respect of any such breach or non-observance of undertaking.

**36 - SEAL**

The Executive Committee shall provide for the safe custody of the seal which shall be used only by the authority of the Executive Committee and every instrument to which the seal is affixed shall be signed by a member of the Executive Committee and shall be counter-signed by a second member of the Executive Committee. The seal shall be fixed to industrial agreements made by the Executive Committee and documents to be executed by the Executive Committee in accordance with Rule 27.10.

**37 - INSPECTION OF RULES AND BY-LAWS**

- 37.1 The rules shall be available in the registered office of the Association and in the offices of every local industrial committee for inspection by members.
- 37.2 Every member upon application to the Executive Committee shall be entitled to a copy of the rules.

**38 - RULES OF DEBATE**

Rules of debate to be observed at all meetings of the Association and of advisory sub-committees and local industrial committees thereof shall be in accordance with a Schedule circulated by the Executive Committee from time to time.

**39 - DISSOLUTION OF ASSOCIATION**

- 39.1 The Association may be dissolved by a resolution passed by three-fourths majority of the members present and voting at a Special Meeting of members duly convened for that purpose provided that not less than six calendar months notice in writing of the intention to convene such a Special Meeting to propose such a resolution shall have been given to all the members of the Association and the decision of the first meeting is subsequently confirmed by a similar majority at a second meeting held not fewer than fourteen days or more than twenty-eight days after the first meeting.

#### 40 - ALTERATION TO RULES - PROCEDURES

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- 39.2 If a resolution for the dissolution of the Association is passed as aforesaid the real and personal property of the Association shall be held by the Trustee and shall be applied by him firstly in payment of the debts and liabilities of the Association and secondly the costs of and incidental to the dissolution and subject thereto shall be transferred to such other body or bodies, institution or institutions or association or associations having objects similar to or partly similar to those of the Association as the Executive Committee may determine or in default of any such determination by the Executive Committee to some non-profit making body or bodies, institution or institutions or association or associations as a Judge of the Supreme Court of Victoria may determine.
- 39.3 Upon the final distribution of the property and assets of the Association the Treasurer of the Association shall submit to a special meeting of members of the Association a statement of the distribution duly audited and the Special Meeting having dealt with the same may give instructions as to the disposition of the books and records of the Association and the Association shall then stand finally dissolved.
- 39.4 No portion of the income, moneys or funds of the Association shall be paid or transferred directly or indirectly by way of individual bonus or otherwise howsoever by way of profit to any member of members of the Association but this shall not prevent the payment in good faith of remuneration or expenses to any member or officer of the Association or prevent the payment of interest at a reasonable rate on money lent or reasonable and proper rent for premises leased or let to the Association by any member.

#### **40 - ALTERATION TO RULES - PROCEDURES**

- 40.1 The rules of the Association may be altered, added to, varied or rescinded by resolution of a general meeting carried by at least two-thirds of the members present personally or represented by attorney or proxy. The Executive Committee or any local industrial committee created pursuant to these rules or any twenty financial members shall have the right at any time to submit proposals for alteration, addition to, variation or rescission of the rules. Such proposals in writing shall be received by the Executive Committee at least sixty days before the date of the general meeting to which they are to be submitted.
- 40.2 Notwithstanding the provision of Rule 40.1 the Executive Committee shall have power to repeal, alter or add to any rule and to make application to the Industrial Registrar for leave to repeal, alter or add to any rule for the purpose of bringing these rules into conformity with the requirements of the Act or to remove a ground of objection taken to the rules by an objector or by the Industrial Registrar.

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