



Australian Government
Australian Industrial Registry

Level 5, 11 Exhibition Street, Melbourne, VIC 3000
GPO Box 1994, Melbourne, VIC 3001
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PR974426

Mr Michael Leask
Secretary/Treasurer
The Australian Retailers Association
Level 11, 45 Market Street
SYDNEY NSW 2000

Dear Mr Leask,

The Australian Retailers Association
Alteration of rules (R2006/331)

I have received your notice and written statement dated 6 October 2006 setting out particulars of alterations to the rules of the organisation, being a new set of rules of The Australian Retailers Association. The particulars of the alterations were lodged in the Industrial Registry on 9 October 2006.

I have also received your facsimile message of 25 October 2006 providing consent under subsection 159(2) of Schedule 1 of the *Workplace Relations Act 1996* to amend the alterations for the purpose of correcting typographical, clerical or formal errors. The word "Advisory" appearing in rules 26 and 27 has been replaced with the word "Executive".

The alterations have been certified. My certificate is enclosed.

In relation to subrule 34.3, your attention is drawn to the words "...not later than the fourteenth day prior to the Annual General Meeting.". For the purpose of consistency with subrule 34.9, those words should be deleted altogether. I suggest that the matter be considered for amendment on the next occasion the organisation is contemplating an alteration to the rules.

Yours sincerely,

A handwritten signature in dark ink, appearing to be 'Terry Nassios', written over a faint, illegible stamp.

Terry Nassios
DEPUTY INDUSTRIAL REGISTRAR

26 October 2006

WORKPLACE RELATIONS ACT 1996
s.159 RAO Schedule - Alteration of other rules of organisation

The Australian Retailers Association
(R2006/331)

CERTIFICATE

On 9 and 25 October 2006, the abovenamed organisation lodged in the Industrial Registry particulars of alterations to its rules, being a new set of rules of the organisation.

In my opinion the alterations comply with and are not contrary to the Workplace Relations Act, Schedule 1, awards, certified agreements and old IR agreements, are not otherwise contrary to law and have been made under the rules of the organisation. I certify accordingly under subsection 159(1) of Schedule 1 of the Act.



T. Nassios
DEPUTY INDUSTRIAL REGISTRAR

26 October 2006

YOUR REF:
OUR REF: PJP:52506
CONTACT:
PARTNER: Peter Punch

Direct Line: 9291 7177
Email: ppunch@codea.com.au

CARROLL O'DEA LAWYERS

9 October 2006

Mr Robert Pfeiffer
Statutory Services Branch
Australian Industrial Registry
GPO Box 1994
MELBOURNE VIC 3001

Emailed to: robert.pfeiffer@air.gov.au

Dear Robert

AUSTRALIAN RETAILERS ASSOCIATION - PROPOSED ALTERATIONS TO RULES (R2006/135)

We refer to our very many previous communications about this matter and the telephone conversation between yourself and Peter Punch Thursday afternoon 5 October 2006.

Please now find **attached** hereto the following:

1. Notice under Section 159 of Schedule 1 concerning Alterations to the Rules of the Australian Retailers Association ("ARA");
2. Annexure "A" to the Notice being full set of amendments to those Rules;
3. Statement of Particulars in relation to the said Alterations, pursuant to Regulation 126 of the 2003 Regulations (plus annexures).

You will see from the within that the various amendments to the Rules settled with you back in August have now been adopted in their entirety by the ARA members in General Meeting, conducted on 5 October 2006.

We also confirm our instructions that the ARA undertakes that all outstanding financial statements for the Organisation and its Divisions as at 30 June 2006 will be completed, presented to the committee of management and to the members of the Organisation within six (6) months of the date of certification of the Rule

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alterations herein. Indeed we are instructed that it is anticipated that all those financial statements should be presented before the end of this calendar year and lodged with the Registry well within the six months period.

The Notice and Statement of Particulars herein are lodged electronically with you today; the original hard copy documents will be mailed to you as soon as possible thereafter.

As you are aware, the current initiatives taken by the Officers and members in relation to the Rules and structure of the ARA are very significant. The Officers are keen to have the Rule alterations certified as soon as possible, so that the Transitional Council can promptly proceed with its necessary work of implementing the new structure for the ARA. If we can be of any assistance in expediting the certification process, please let Peter Punch know.

If you have any enquiries in the meantime about this matter you are welcome to contact Peter Punch.

Yours faithfully
Carroll & O'Dea
Per:

WORKPLACE RELATIONS ACT 1996 (Cth)
SCHEDULE 1B – REGISTRATION AND ACCOUNTABILITY OF ORGANISATIONS
SECTION 159; REGULATION 126

NOTICE UNDER SECTION 159
PARTICULARS OF ALTERATIONS TO RULES
of
AUSTRALIAN RETAILERS ASSOCIATION

Notice is hereby given that the Australian Retailers Association has amended its Rules pursuant to Rule 30 of the Rules of the Organisation.

The amendments to the said Rules were adopted by a Special General Meeting of the Organisation conducted at level 6, 45 Market Street Sydney on Thursday 5 October 2006.

Attached hereto and marked with the letter “A” is a true copy of the Amendments to the Rules of the Organisation so adopted.

[Attached hereto is a statement by the authorised officer of the Organisation pursuant to Regulation 126 of the Workplace Relations (Registration and Accountability of Organisations) Regulations 2003.]


**STATEMENT BY AUTHORISED OFFICER OF THE ORGANISATION PURSUANT TO
REGULATION 126 OF THE WORKPLACE RELATIONS (REGISTRATION AND
ACCOUNTABILITY OF ORGANISATIONS) REGULATIONS 2003**

1. I am the Secretary/Treasurer of the Australian Retailers Association (hereafter "the ARA") and am authorised to make this statement on behalf of the ARA.
2. Rule 30 of the Rules of the ARA confers on members of the ARA in General Meeting the power to amend the Rules of the ARA, provided that at least 21 days' notice in writing of the proposed amendments shall have been sent to all members.
3. At a meeting of the National Council of the ARA (the committee of management of the ARA) conducted on 30 August 2006, the National Council resolved that proposed amendments to the Rules, a true and complete copy of which are annexed to the Notice herein pursuant to Section 159 of Schedule 1 of the Act, be distributed to all the members for consideration at a Special General Meeting of the ARA to be conducted on Thursday 5 October 2006 in Sydney.
4. On 8 September 2006, a letter signed by me and dated that day was sent to all members of the ARA advising them of the proposed amendments and the details of the special general meeting where the amendments would be proposed for adoption. Annexed hereto and marked "ML1" is a true copy of the said letter. Attached to that letter to each member was a copy of the proposed amendments (a copy of which is attached to the Section 159 Notice herein), a copy of the Agenda for the meeting (a copy of which is annexed hereto and marked "ML2"), and a list of proposed resolutions for the adoption of the amendments (a copy of which list is annexed hereto and marked "ML3").
5. I was in attendance at the Special General meeting conducted at Level 6, 45 Market Street Sydney, on Thursday 5 October 2006, which meeting possessed a quorum of 10 members at the appointed commencement time, and retained the requisite quorum throughout the proceedings. At that meeting all of the amendments that had been advised to members under cover of my letter to them dated 8 September 2006 were put to the vote and adopted, as per the list of resolutions proposed, a copy of which list is annexed hereto as "ML3".



6. The Executive Director of the ARA has arranged for a Notice to be placed on the ARA's Website, advising that the Section 159 Notice set forth above is to be lodged.
7. I say that the alteration to the Rules of the ARA concerned herein was made in accordance with its Rules.
8. I also say that the particulars set out in the Notice under Section 159 above are true and correct to the best of my knowledge and belief.

DATE: 6 October 2006



.....

Michael Leask
Secretary/Treasurer, ARA

MLI



**A U S T R A L I A N
R E T A I L E R S
A S S O C I A T I O N**

Level 11, 45 Market Street
Sydney NSW 2000
Telephone: (02) 9290 3766
Facsimile: (02) 9290 7180
ABN 99 064 713 718

8 September 2006

Re: Restructuring of the Australian Retailers Association

Dear member,

The governing State and National Councils of the Australian Retailers Association (ARA) have unanimously resolved to recommend to members a restructuring of the ARA in order to improve efficiency and governance, and to better meet the needs of members.

The new structure will be implemented by way of amendments to the Rules of the ARA. Members will be asked to approve these Rule changes at a General Meeting of members to be held on October 5, 10.00am, at Level 6, 45 Market Street, Sydney. The amendments to achieve the restructure are extensive and have been the subject of detailed discussions with officers of the Government body that has to approve the changes, the Australian Industrial Registry.

The objectives of the restructure are to achieve the following:

- Improve the efficiency and effectiveness of ARA corporate governance by replacing the present multi layer governance system of National and State Councils with a single ARA Council, which performs as the Board of the ARA.
- Respond to the increasing trend towards national regulation and legislation, and uniform state based regulation or mutual recognition.
- Provide efficient and effective services to members with operations in multiple states by offering the option for a single point of contact, and consistent state services.
- Increase efficiency of administration and services by implementing a single management structure headed by a Chief Executive, rather than multiple state structures.
- Retain responsiveness to local membership and single state members through State or Category Advisory Committees of members, and staff in current state offices.

The proposed Rule changes have been designed to achieve the above objectives in the following manner:

- (i) A new governing body, the ARA Council, will be established comprising ARA members. The ARA Council will have all the powers currently residing in the ARA National council and State Councils.
- (ii) ARA members will directly elect members of the ARA Council. Currently ARA members elect State Council members, and the current ARA

- National Council is a representative body including state and category members.
- (iii) The ARA Council will be constituted by at least eight, and no more than twelve members, comprised as follows:
- Four members representing retail businesses located in New South Wales, with at least two being National Retailers.
 - Four members representing retail businesses located in Victoria, with at least two being National Retailers.
 - Up to one member representing retail businesses in each other state where the ARA has members.
- (iv) The Divisions of the ARA will operate for management purposes only, and will have no separate representational role in the ARA, thereby facilitating a more efficient and effective management structure headed by a CEO responsible to the ARA Council. At the same time the new structure will allow local staff to be responsive to members.
- (v) Current State Councils will be abolished; however the new ARA Council will appoint State or Category Advisory Committees of members to enhance member involvement in policy and service development, without compromising effective governance.


In order to achieve a seamless change to the new structure, the Rules propose that, as an interim measure, an ARA Transitional Council will be initially appointed from the time the new Rules come into effect in October 2006. This Transitional Council will have all the powers of the ARA Council, and will oversee the change process prior to elections of the ARA Council in the first quarter of 2007.

The Transitional Council will have up to twelve members, all these persons holding office in the State and National Councils in existence as at the date that the Rules take effect.

All office holders within the ARA at the date that the Rules take effect will cease to hold office, with the exception of those constituting the membership of the ARA Transitional Council. It is noted that the terms of office of existing office holders within the ARA are close to expiry in any event.

Attached is a marked up copy of the Rules showing all the proposed amendments. The Rule changes will be put to members at the forthcoming General Meeting in a number of separate resolutions, however they can be voted on as a group unless there is an objection.

Yours sincerely,



Michael Leask
ARA Secretary

ML 2



A U S T R A L I A N
R E T A I L E R S
A S S O C I A T I O N

**Meeting of the ARA Members
National General Meeting**

**Thursday, 5th October 2006
Commencing at 10.00am
Level 6, 45 Market Street
Sydney NSW 2000**

AGENDA

Item 1. Welcome by Chair

Item 2. Attendees and Apologies

Item 3. ARA Restructure Objectives

David Edwards, Executive Director, will present to the meeting outlining and explaining the objectives of the proposed ARA re-structure.

Item 4. Proposed Changes to ARA Rules Resolutions

The attached Resolutions are presented for consideration by the General Meeting.

All Members of the ARA have been provided with a copy of these Resolutions, along with a document marked "A" which identifies each and every amendment to the Rules that are proposed. In accordance with the requirements of the Rules and Schedule 1 of the Workplace Relations Act 1996 (Cth) the following Resolutions are now proposed for the purpose of adoption of the proposed amendments.

D Edwards will facilitate discussion on this item.

Item 5. General Business

Any items of General Business will be discussed.

Item 6. Next Meeting

The next meeting will be the Annual General Meeting. The date will be advised at the meeting.

Please advise your attendance to this meeting to Kerrie Flanagan on 02 9290 7103 or kerrie.flanagan@nsw.ara.com.au by 5pm Monday, 2nd October 2006.

ML3

**AUSTRALIAN RETAILERS ASSOCIATION
RESOLUTIONS FOR THE AMENDMENT OF THE RULES
TO BE PRESENTED TO GENERAL MEETING
5 OCTOBER 2006**

The following Resolutions are presented for consideration by the General Meeting.

All Members of the ARA are being provided with a copy of these Resolutions, attached to which is a document marked "A" which identifies each and every amendment to the Rules that are proposed. In accordance with the requirements of the Rules and Schedule 1 of the Workplace Relations Act 1996 (Cth) the following Resolutions are now proposed for the purpose of adoption of the proposed amendments.

Resolution 1

That Rule 2 of the Rules of the ARA be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 2

That Rule 3 of the Rules of the ARA be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 3

That Rule 4 of the Rules of the ARA be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 4

That Rule 5 of the Rules of the ARA be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 5

That Rule 8 of the Rules of the ARA be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 6

That Rule 9 of the Rules of the ARA be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 7

That Rule 10 of the Rules of the ARA be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 8

That Rule 11 of the Rules of the ARA be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 9

That Rule 12 of the Rules of the ARA be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 10

That Rule 13 of the Rules of the ARA be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 11

That Rule 14 of the Rules of the ARA be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 12

That Rule 15 of the Rules of the ARA be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 13

That Rule 16 of the Rules of the ARA be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 14

That Rule 17 of the Rules of the ARA be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 15

That Rule 18 of the Rules of the ARA be amended in accordance with the amendments proposed to that Rule, including the amendment to its title, as specified in the document **attached** hereto marked "A".

Resolution 16

That Rule 19 of the Rules of the ARA be deleted, as specified in the document **attached** hereto marked "A".

Resolution 17

That Rule 20 be amended to be renumbered as Rule 19 and be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 18

That Rule 21 be amended to be renumbered as Rule 20 and be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 19

That Rule 22 be amended to be renumbered as Rule 21 and be amended in accordance with the amendments proposed to that Rule, including the amendment to its title, as specified in the document **attached** hereto marked "A".

Resolution 20

That Rule 23 be amended to be renumbered as Rule 22 and be amended in accordance with the amendments proposed to that Rule, including the amendment to its title, as specified in the document **attached** hereto marked "A".

Resolution 21

That Rule 24 be amended to be renumbered as Rule 23 and be amended in accordance with the amendments proposed to that Rule, including the amendment to its title, as specified in the document **attached** hereto marked "A".

Resolution 22

That Rule 25 be amended to be renumbered as Rule 24 and be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 23

That Rule 26 be amended to be renumbered as Rule 25 and be amended in accordance with the amendments proposed to that Rule, including the amendment to its title, as specified in the document **attached** hereto marked "A".

Resolution 24

That Rule 27 of the Rules of the ARA be deleted, as specified in the document **attached** hereto "A" and annexed hereto.

Resolution 25

That Rule 28 be amended to be renumbered as Rule 26 and be amended in accordance with the amendments proposed to that Rule as specified in the document attached hereto marked "A".

Resolution 26

That Rule 29 be amended to be renumbered as Rule 27 and be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 27

That Rule 30 be amended to be renumbered as Rule 28 and be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 28

That Rule 31 be amended to be renumbered as Rule 29 and be amended in accordance with the amendments proposed to that Rule, including the amendment to its title, as specified in the document **attached** hereto marked "A".

Resolution 29

That Rule 32 be amended to be renumbered as Rule 30 and be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 30

That Rule 33 be amended to be renumbered as Rule 31 and be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 31

That Rule 34 be amended to be renumbered as Rule 32 and be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 32

That Rule 35 be amended to be renumbered as Rule 33 and be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 33

That Rule 36 be amended to be renumbered as Rule 34 and be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 34

That Rule 37 of the Rules of the ARA be deleted, as specified in the document **attached** hereto "A" and annexed hereto.

Resolution 35

That Rule 38 be amended to be renumbered as Rule 35 and be amended in accordance with the amendments proposed to that Rule, including the amendment to its title, as specified in the document **attached** hereto marked "A".

Resolution 36

That Rule 39 of the Rules of the ARA be deleted, as specified in the document **attached** hereto "A" and annexed hereto.

Resolution 37

That Rule 40 be amended to be renumbered as Rule 36 and be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 38

That Rule 41 be amended to be renumbered as Rule 37 and be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 39

That Rule 42 be amended to be renumbered as Rule 38 and be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 40

That Rule 43 be amended to be renumbered as Rule 39 and be amended in accordance with the amendments proposed to that Rule as specified in the document **attached** hereto marked "A".

Resolution 41

That Rule 44 be amended to be renumbered as Rule 40 and be amended in accordance with the amendments proposed to that Rule, including the amendment to its title, as specified in the document **attached** hereto marked "A".

Resolution 42

That the entirety of the Rules for the New South Wales Division be deleted, as specified in the attached hereto and marked "A".

Resolution 43

That the entirety of the Rules for the Victoria Division be deleted, as specified in the document **attached** hereto and marked "A".

Resolution 44

That the entirety of the Rules for the Tasmania Division be deleted, as specified in the document **attached** hereto and marked "A".

Resolution 45

That the entirety of the Rules for the South Australia Division be deleted, as specified in the document **attached** hereto and marked "A".

[260V: Incorporates alterations of ~~17/5/2004~~28/03/2006 – Draft 1] [R2004/246]
(replaces ~~24/1/2002~~17/5/2004 [R2004/246] version)

“A”

FINAL FORM OF AMENDMENTS TO BE SUBMITTED TO MEMBERS FOR APPROVAL

The Australian Retailers Association

I CERTIFY under section 161 of Schedule 1B of the Workplace Relations Act 1996 that the pages herein numbered 1 to 70 both inclusive contain a true and correct copy of the registered rules of The Australian Retailers Association

DEPUTY INDUSTRIAL REGISTRAR

Rules of the Australian Retailers Association

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RULES OF
AUSTRALIAN RETAILERS ASSOCIATION

1 - NAME OF ASSOCIATION

The Association shall be known as AUSTRALIAN RETAILERS ASSOCIATION (hereinafter referred to as "the Association").

2 - OFFICE

The office of the Association shall be at ~~20 York Street, Sydney, New South Wales~~ or at such other place as the ~~National~~ ARA Council may determine.

3 - OBJECTS

The objects for which the Association is established are:

- (a) to protect, promote and advance the interests of retailers on all issues affecting or likely to affect the retail industry;
- (b) to promote and maintain good relations between members and their employees and between members and manufacturers, producers, distributors and consumers of goods sold by members and Governments and Government authorities;
- (c) to provide a forum for discussion and for development and implementation of strategies and policies relating to retail industry issues and matters referred to the Association by its members;
- (d) to monitor, identify and analyse issues affecting or likely to affect the retail industry, to develop solutions and to provide information thereon to all its members, to Government, to the retail industry, to trade and consumer organisations and the public generally;
- (e) to represent the interests of the retail industry in discussions on issues with any Government or any authority of Government to represent the interests of the retail industry in discussions on issues with the Government of the Commonwealth of Australia and its authorities and the Government of any State in which a division of the Association has been formed in accordance with these rules;
- (f) to represent the interests of the retail industry before commissions, boards, courts, tribunals, inquiries, bodies, committees, associations, institutions and organisations of a national nature or operating in those States in which a division of the Association has been formed in accordance with these rules, and to formulate, prepare and make representations thereto;
- (g) to promote retail industry education and training generally, **and to promote careers in the retail industry;**
- (h) to provide information and advice on issues and matters of common interest;
- (i) to organise, sponsor or promote conferences, seminars, exhibitions, lectures, demonstrations and other activities with the aim of improving and extending the knowledge, skills, productivity and efficiency of the retail industry;
- (j) to develop an effective working relationship with international associations of retailers and to cooperate and liaise with such associations on matters of mutual interest;
- (k) to provide a framework for the development and maintenance of technical standards for consumer products and services sold or supplied by its members;

4 - POWERS

- (l) to promote, establish and finance foundations and fellowships for literary, historical or scientific research relating to the retail industry;
- (m) to enter into any amalgamation, affiliation, fusion or alliance with or to communicate with or subscribe to or to promote or assist in the promotion of any other firm, association, corporation or other entity whether incorporated or unincorporated having objects similar to or calculated to benefit generally the members of the Association and to acquire shares and interests in or lend money upon debentures or otherwise to any such company firm or association;
- (n) to collect and diffuse information on all matters affecting members of the Association in their businesses and to print, publish and circulate or make available by any means any papers, circulars, periodicals, books which the Association may think desirable for the promotion of its objects;
- (o) to secure to members the advantages of unity of action in all matters affecting their interests;
- (p) to register as an organisation or industrial union of employers under the Workplace Relations Act 1996 and relevant legislation of any State in **Australia**~~which a division of the Association has been formed in accordance with these rules~~; and
- (q) to represent members who are employers in industrial proceedings of every kind~~conducted in a State in which a division of the Association has been formed in accordance with these rules~~.

4 - POWERS

For the purpose of carrying out the objects in Rule 3, the Association has the following powers~~provided that such powers shall not apply in a State in respect of which the Association has formed no State Division~~.

- (a) to enter into any contracts in relation to any matter within the objects either on its own or for and on behalf of its members and either with a view to distributing the duties of the performance of any such contracts amongst members or partly by the one means and partly by the other and to combine with any other persons in relation to any such matters and to guarantee the performance by members or other persons of contracts;
- (b) to take or otherwise acquire and hold and to deal with real and personal property and to hold shares in any company having objects altogether or in part similar to those of the Association or carrying on any business or activities capable of being conducted so as directly or indirectly to benefit the Association;
- (c) to construct, maintain and alter buildings, works, plant and machinery, necessary or convenient for the purpose of the Association;
- (d) to establish divisions and division offices, and to provide for the appointment of local or category committees to deal with local or category matters;
- (e) to promote, establish, maintain or conduct any technical or other educational institutions for the training and improvement of the knowledge, skills, productivity and efficiency of the retail industry;
- (f) to promote, establish, maintain or conduct bureaus or services for the recruitment of staff in the retail industry;
- (g) to provide such advisory and representation services as are deemed appropriate by the Association on rental of retail space and general occupancy matters;
- (h) to establish and support or aid in the establishment and support of associations, institutions, societies, clubs or trusts calculated to benefit employees or past employees of the Association or

4 - POWERS

- the members thereof or the dependants or connections of any such persons and to grant pensions and allowances and to make payments towards insurances in respect of such persons, dependants or connections;
- (i) to enter into any affiliation or alliance with, or to promote or assist in the promotion of any other association, company, firm or chamber having objects similar to or calculated to benefit generally the members of this Association and to acquire shares and interests in or lend money upon debentures, or otherwise to any such association, company or firm;
 - (j) to enter into any affiliation or alliance with or to support or to promote or assist in the promotion or to enter into any contracts with any other association or company having the object of indemnifying in any lawful manner, members or groups of members of this Association or employers generally against the whole or part of losses suffered by them in consequence of any industrial dispute or calling out or workers or employees contrary to the provisions of any federal or state awards or otherwise contrary to the law and to acquire shares and interests in or lend money upon debentures or otherwise to any such association or company;
 - (k) to purchase or otherwise acquire and undertake all or part of the property, assets, liabilities and engagements, of any one or more of the associations, companies, firms or chambers with which this Association is authorised to amalgamate, affiliate, fuse or ally;
 - (l) to act in conjunction or affiliate with and to appoint representatives to any association or union of employers, either in Australia or abroad;
 - (m) to prosecute or defend any suits, applications and proceedings before any court or tribunal whatsoever, as may be deemed necessary or expedient in the interests of the Association and its members;
 - (n) to act as arbitrators in the settlement of and to appoint committees to deal with disputes between members and their employees;
 - (o) to print and publish newspapers and periodicals for the spreading of information with respect to matters having relation to the objects of the Association;
 - (p) to enter into contracts calculated to benefit either groups of members or members generally;
 - (q) to sign and execute all deeds, documents and other instruments of every nature and kind whatsoever for carrying out the purposes of the Association;
 - (r) to make, draw, accept, endorse, discount, execute, negotiate or issue such cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities as may be deemed necessary for the carrying out of the objects of the Association;
 - (s) to accept, undertake or execute any trust or gift which may be deemed to be in accordance with, or which may further the objects of the Association, or any of them;
 - (t) to lend, borrow, raise, or secure the payment of, money in such a manner as the Association shall think fit upon such terms and conditions as shall be deemed expedient, and in particular, by mortgage or debenture, perpetual or otherwise, or other securities, upon the floating assets or upon all or any of the property of the Association, present or future;
 - (u) to guarantee the performance of contracts in furtherance of the objects of the Association;
 - (v) to raise funds by means of subscriptions of members and levies on members and otherwise, and impose fines on members for all the purposes and objects of the Association in such amounts and in such manner as is provided for in these Rules;

5 - INTERPRETATION

- (w) to act as an organisation and/or industrial union of employers under the laws of the Commonwealth of Australia and its territories or any State within the Commonwealth;
- (x) to bring any industrial disputes, claims or matters relating to industrial matters before any Court, Commissioner, Committee, Inquiry, Board or any Tribunal whatsoever of the Commonwealth of Australia or any of the States of the Commonwealth of Australia including, but without limiting the generality of the foregoing, the High Court of Australia, the Federal Court of Australia, the Australian Industrial Relations Commission and any Court or Tribunal constituted pursuant to the Workplace Relations Act 1996;
- (y) to represent the interests of employers in all branches of the retail industry before Courts, Boards, Conciliation Committees, other tribunals, any other bodies and at conferences with Trade Unions and other bodies of employers or employees;
- (z) to adopt whatever procedure as may be considered advisable in the interests of members of the Association and in the maintenance of the right of private enterprise;
- (aa) to appoint, employ, remove or suspend such managers, clerks, secretaries, employees, contractors and other persons as may be necessary or convenient for the purposes of the Association;
- (bb) to make available to any persons not being members of the Association such of the services and facilities of the Association upon such terms and conditions as the ~~National~~ ARA Council shall think fit;
- (cc) to do all such other lawful things as may appear to be incidental or conducive to the objects of the Association; and
- (dd) to adopt any additional objects from time to time.

5 - INTERPRETATION

In the interpretation of these rules the following words and expressions shall have the meaning hereinafter specified, unless the context otherwise requires:

“Act” shall mean the Workplace Relations Act 1996 (Cth).

“Association” shall mean the Australian Retailers Association, an organisation of employers registered under the Act, and “ARA” shall bear the same meaning.

~~“Advisory Councillor” means a person appointed in accordance with Rule 26.3.~~

"Affiliated Association" means an association admitted pursuant to Rule 15.

"Associate" means an individual, firm, corporation, or other entity enrolled pursuant to Rule 16.1

"Division" means a Division of the Association based on either State and/or Territory boundaries or the category of business of a member, and established by the ARA Council to facilitate the management of services to a group of members.

“Financial year” or “financial year of the Association” shall mean the period commencing on 1 July in one year and concluding on 30 June in the succeeding year.

"In writing" or "written" includes printing, photograph, typewriting, facsimile reproduction, e-mail and any other mode of representing or reproducing words in a visible form.

~~“Income of a Division” shall include income from all sources, whether by way of membership subscriptions, levies interest on investments, sale of shares, proceeds of sale of chattels, fees for services or rent.~~

6 - MEMBERSHIP ELIGIBILITY

"Member" means a member under Rule 6 but does not include an "Associate" or "Subscriber".

"Month" means a calendar month.

"National Retailer" shall mean a retailer which carries on business in more than one State.

~~"National Department Stores" means retailers generally accepted in the retail industry as being national department stores.~~

~~"National Discount Department Stores" means retailers generally accepted in the retail industry as being national discount department stores.~~

~~"National Grocery Retailers and Wholesalers" means businesses generally accepted in the retail industry as national grocery retailers and wholesalers.~~

~~"National Specialty Chain Retailers" means retailers generally accepted in the retail industry as being national specialty chain retailers.~~

"Person" or words importing persons shall include corporations.

"**Single** State Retailer" means a retailer which carries on business in one State only.

"State" means a state of the Commonwealth of Australia and includes a territory provided that for the purposes of these Rules the Northern Territory shall form part of the State of South Australia and the Australian Capital Territory shall form part of the State of New South Wales.

"Subscriber" means a person operating in the industry who accesses for a fee for services and facilities of the Association but plays no part in its governance.

6 - MEMBERSHIP ELIGIBILITY

Any person, firm or company which is an employer or other person carrying on business in the retail trading industry, which includes any trade, business or undertaking in or allied with the business of shopkeepers, storekeepers or sellers by retail of articles, goods, materials or provisions of any kind, within the Commonwealth of Australia and its territories shall be eligible for membership.

Provided that in New South Wales and the Australian Capital Territory the retail trading industry includes the business of shopkeepers or retail storekeepers, and where carried on by a person principally engaged in such business or by a subsidiary or related company of that person, any other trade, business or undertaking carried on in connection therewith but the industry shall not include the industry of:

1. manufacturing (including altering, assembling, making, processing and repairing) except where the manufacturing:
 - (i) is carried on by a person whose principal business is that of a retail trader or by a subsidiary or related company of that retail trader and the manufacturing:
 - (a) is carried on in premises conducted by that retail trader or by a subsidiary or related company wholly or predominantly as retail trading premises and for the sole purpose of the retail sale of or in respect to or the use of the manufactured articles or goods by that retail trader or a subsidiary or related company in or from those premises, or
 - (b) is ancillary or incidental to the said principal business, and is carried on for the sole purpose of retail sale of or in respect to use of the manufactured articles or goods by that retail trader or by a subsidiary or related company in or from premises conducted by that retail trader or a subsidiary or related company wholly or predominantly as retail trading premises, or

7 - ENROLMENT AND REPRESENTATION

- (ii) consists of footwear repairing carried on by a person principally engaged in footwear repairing;
2. dry-cleaning where carried on by a person whose principal business is the provision of dry-cleaning services;
3. the slaughtering of live-stock; or
4. the selling, distributing, repairing, maintaining, towing, wrecking, servicing and/or parking of motor vehicles (of all kinds), caravans, trailers, boats or boat trailer combinations or the like and the equipment or parts of components thereof or the supply of the running requirements for any such vehicles or items or the rental of motor vehicles where the said activities or any of them are carried on by a person whose principal undertaking is the carrying on of such activities or any of them.

7 - ENROLMENT AND REPRESENTATION

- 7.1 The Association shall not enrol or represent a person, firm or company which operates only in a State or territory in respect of which the Association has formed no Division.
- 7.2 In New South Wales and the Australian Capital Territory the Association shall not enrol or represent any member in respect of any of the following industries carried on by him/her:
 1. manufacturing (including altering, assembling, making, processing and repairing) except where the manufacturing:
 - (i) is carried on by a person whose principal business is that of a retail trader or by a subsidiary or related company of that retail trader and the manufacturing:
 - (a) is carried on in premises conducted by that retail trader or by a subsidiary or related company wholly or predominantly as retail trading premises and for the sole purpose of the retail sale of or in respect to or the use of the manufactured articles or goods by that retail trader or by a subsidiary or related company in or from those premises, or
 - (b) is ancillary or incidental to the said principal business and is carried on for the sole purpose of the retail sale of or in respect to or use of the manufactured articles or goods by that retail trader or by a subsidiary or related company in or from premises conducted by that retail trader or by a subsidiary or related company wholly or predominantly as retail trading premises, or
 - (ii) consists of footwear repairing carried on by a person principally engaged in footwear repairing;
 2. the provision of dry-cleaning services and retail sales incidental or ancillary thereto where provided by a person whose principal business is the provision of dry-cleaning services;
 3. the slaughtering of live-stock; or
 4. the retail selling of uncooked meat and/or the processing of uncooked and/or the production of manufactured meat products by a person whose principal business is the slaughtering of live-stock, and/or the processing and/or selling of uncooked meat and/or the production of manufactured meat products; or
 5. the selling, distributing, repairing, maintaining, towing, wrecking, servicing and/or parking of motor vehicles (of all kinds), caravans, trailers, boats or boat trailer combinations or the

8 - APPLICATION FOR MEMBERSHIP

like and the equipment or parts of components thereof or the supply of the running requirements for any such vehicles or items or the rental of motor vehicles where the said activities or any of them are carried on by a person whose principal undertaking is the carrying on of such activities or any of them; or

6. the sale by wholesale or retail of:
 - (a) milk from vehicles;
 - (b) alcoholic and other drinks in or from a hotel or tourist hotel licensed under the Liquor Act 1912, or in or from a liquor store in or situated close to such hotel or tourist hotel and which is conducted by that licensee or owner under the hotel or tourist hotel license concerned, as varied or extended;
 - (c) articles on premises conducted as squash courts by a person principally engaged in the management of squash courts;
 - (d) articles other than bread and timber, by a person, principally engaged in manufacturing on or from premises conducted by him wholly or predominantly as a manufacturing establishment where the articles concerned are manufactured by that person;
 - (e) bread in or from an establishment conducted by a person predominantly engaged in the business of baking and selling bread where the bread is baked on that establishment; or
 - (f) timber and other articles in or from an establishment which is principally a timber merchant establishment.

Provided further that the Association shall not enrol a person engaged in the Australian Capital Territory in the industry as defined in Rule 6 unless that person (or a subsidiary company or related company of that person) is principally engaged in the business of a shopkeeper or retail storekeeper and is engaged in retail selling from retail trading premises in New South Wales.

Provided further that despite anything elsewhere contained in these Rules the Association shall also consist of an unlimited number of ordinary members who as at 18th July 1978 were persons firms partnerships companies corporations and unincorporated bodies engaged or employing any employee within the State of New South Wales and the Australian Capital Territory in the Retail Trading Industry which includes the business of shop keepers and store keepers and any other trade business or undertaking in or substantially connected with the sale by retail of articles, goods materials, produce or provisions of all kinds and who as at that date were members of the Association in accordance with the then Rules of the Association and nothing in the foregoing provisos shall render any such person firm etc. ineligible in whole or in part for membership of or representation by the Association.

8 - APPLICATION FOR MEMBERSHIP

- 8.1 An application for membership shall be in writing in a form determined by the ~~National~~ ARA Council.
- 8.2 ~~National~~ Retailers shall forward their applications for membership to any to the registered office of the Association. ~~Single state retailers shall forward their applications to the Division office of the Association in the state in which they operate.~~
- 8.3 On receipt of an application for membership the ~~National~~ Secretary ~~Treasurer or the Division Secretary Treasurer as the case may be~~ shall inform the applicant of:
 - (i) the financial obligations arising from membership; and

10 - SUBSCRIPTIONS

(ii) the circumstances and the manner in which a member may resign from the Association.

8.4 Upon submission to the ~~National ARA Council, or Division Council, as the case may be, such the~~ Council may approve or disapprove of the application or may adjourn from time to time consideration of it. If an application is approved, the applicant shall be informed accordingly and entered in the Register of members.

~~In the case of a single state retailer the Division Secretary Treasurer shall cause a copy of the approved application to be forwarded to the National Secretary Treasurer.~~

~~8.5 A single state retailer shall become a member of the Association and of the Division, the Division Council of which has approved his/her application, on the date that the application is approved by the Division Council.~~

A ~~national~~ retailer shall become a member of the Association ~~and of each Division in respect of which the national retailer seeks membership,~~ on the date that the application is approved by the ~~National ARA Council. The National Secretary Treasurer shall cause each Division of which the national retailer has become a member to be informed of the details of the membership.~~

8.56 Within fourteen (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 concerned shall notify the Association of the assignment, transfer or succession.

9 - HONORARY LIFE MEMBERSHIP

The ~~ARA National Council or a Division Council~~ may admit to honorary life membership, any person who has served with distinction as a member of the ~~ARA National Council or a Division Council as the case may be.~~
, or prior to 2006 as a member of the National Council or a Division Council.

Any persons admitted to honorary life membership under this Rule shall be styled Honorary Life Members. Honorary Life members shall not be required to pay any annual subscription and they shall not be entitled to vote nor shall they be eligible for membership of the ~~ARA National Council or a Division Council~~ nor take part in the affairs of the Association otherwise than to receive notice of and to be present at the meetings of the Association but not to speak thereat. Subject to this Rule they shall be entitled to the same services as Associates and to such privileges as may be prescribed by the ~~ARA National Council or Division Council as the case may be.~~

10 - SUBSCRIPTIONS

10.1 The annual subscription payable by members shall be determined from time to time by the ~~National ARA Council, in consultation with each Division.~~

10.2 The annual subscription of a ~~national~~ retailer shall be paid to ~~the registered any office of the Association, where it shall be divided, on a pro rata basis as agreed from time to time by the National Council and each Division Council, and then forwarded to each Division.~~

~~10.3 The annual subscription of a single state retailer shall be paid to the Division office of the Association in the State in which it operates.~~

11 - REPRESENTATION

10.34 Subject to Rule 10.5 hereof a member's first annual subscription shall be payable on his/her admission to membership and future annual subscriptions shall be payable in advance at yearly intervals thereafter. Provided the ~~National-ARA~~ Council ~~may or a Division Council as the case may be may~~ provide for the abatement of a proportionate part of a subscription of any member admitted as such during the currency of any financial year.

10.54 The ~~National-ARA~~ Council ~~or a Division Council~~ may decide to have subscriptions for its members payable in advance at half yearly intervals or at such other intervals and in such manner as may seem appropriate to the Council.

10.56 The subscription to be paid by an affiliated association and an associate shall be determined by the ~~ARA National Council (or in the case of an affiliated association or an associate of a Division only, by the relevant Division Council)~~ commensurate with the services to be rendered by the Association.

10.67 Levies

If the ~~ARA National Council or a Division Council~~ at any time deems that an emergency has arisen making it advisable that a levy should be made, the ~~appropriate~~ Secretary ~~Treasurer~~ by the giving of one week's written notice shall summon an Extraordinary General Meeting of members to consider whether such levy should be imposed, and if so, what amount.

10.78 Unfinancial Members

(a) Any member failing to pay any levy within two months after notification thereof has been posted to him/her by the Association, or whose subscription is three months in arrears, shall be disqualified from taking part in any affairs of the Association ~~or its Divisions~~. In default of payment of the amount of any levy or subscription within one month of the final demand under the hand of the ~~National Secretary-Treasurer or a Division Secretary-Treasurer, as the case may be~~, such levy may be recovered at law in proceedings instituted by the ~~National/Secretary, the relevant Division Secretary or a person duly authorised by such officers~~.

(b) Where a member continues in default of this Rule for more than one month after the final demand, the name of the member may be removed from the Register of Members by the passing of a resolution by ~~the relevant Division Council or the National-ARA Council, as the case may be~~. Such action shall be without prejudice to the right of the Association to recover any arrears of subscription or unpaid levy.

~~10.9 The National Council, prior to the commencement of each financial year, shall determine the total amount required to be paid by the Divisions to assist in funding the national operations of the Association. Each Division shall pay to the National Council a share of that amount according to a formula as agreed from time to time between the National Council and each Division Council.~~

11 - REPRESENTATION

11.1 A member of the Association which is a firm, company or other incorporated body shall by notice in writing to the ~~National Secretary-Treasurer or a Division Secretary-Treasurer~~ under the hand of the Manager or Secretary of the member from time to time appoint a representative (who shall be a partner, director, general manager, chief executive officer, chair or proprietor of the member or the member's business) to act for the member in meetings and proceedings of the Association and may by like notice from time to time remove any such representative and appoint another in his/her place or in the place of a representative who had died or resigned.

11.2 The representative shall have all the privileges of a member under these Rules (except the power of appointing a representative under this present Rule) and shall be eligible to hold office in the same way as an individual member.

~~11.3 Further to the appointment of an authorised representative in accordance with Rule 11.1 hereof, each national retailer member may appoint an authorised representative to act for the member in each Division in which the national retailer is deemed to be a member pursuant to Rule 21.3.~~

12 - REGISTER OF MEMBERS

12.1 The ~~National~~ Secretary ~~Treasurer~~ shall keep or cause to be kept a register of members in which shall be recorded the name and postal address of every member of the Association and a list of the names, postal addresses and occupations of the persons holding office in the Association. An entry of the name of a member in the register shall be evidence of membership of the Association.

~~12.2 The Secretary Treasurer of each Division shall keep or cause to be kept a register of members in which shall be recorded the name and postal address of every member of the Division and a list of the names, postal addresses and occupations of the persons holding office in the Division. An entry of the name of a member in the register shall be evidence of membership of the Division~~

~~12.3 The Secretary Treasurer of each Division shall cause details of all alterations or additions to or deletions from the Division register of members to be forwarded within seven (7) days of any such alteration, addition or deletion and upon receipt of such advice the National Secretary Treasurer shall cause the Register of Members of the Association to be amended accordingly.~~

13 - RESIGNATION

13.1 A member may resign from membership by written notice addressed and delivered to the ~~National Secretary Treasurer or a Division Secretary Treasurer, as the case may be,~~ of the Association.

13.2 A notice of resignation 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 the 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 A notice delivered to the person mentioned in rule 13.1 shall be taken to have been received by the Association when it was delivered.

13.4 A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with rule 13.1.

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

14 - TERMINATION OF MEMBERSHIP

- 14.1 If a member ceases to be engaged in or as an employer in the industry the membership of such member may, subject to the member being accorded natural justice, be determined summarily by resolution of the ~~National-ARA~~ Council ~~or a Division Council, as the case may be,~~ provided however that such determination shall not affect the liability of the member to pay all monies owing by the member to the Association.
- 14.2 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.
- 14.3 A member who:
- (a) if a natural person, is of general bad character;
 - (b) if a body corporate, whose constituent documents make provisions inconsistent with the purposes for which the Association was formed shall cease to be a member of the Association
- 14.4 If a member shall:
- (a) infringe any of the rules of the Association ~~or of a Division;~~
 - (b) be guilty of any act, neglect, default, proceeding or practice which the ~~National-ARA~~ Council ~~or a Division Council,~~ in its discretion, may consider to be dishonourable, to be inconsistent with membership of the Association or such as may bring discredit on the Association; or
 - (c) in the opinion of the ~~National-ARA~~ Council ~~or a Division Council~~ the interests of the Association require that any member shall cease to be a member;
- the ~~National-ARA~~ Council ~~or a Division Council~~ may, if it thinks fit, by notice in writing request the member to resign within a time to be specified in such notice and in default of the receipt of such resignation the ~~ARA National~~ Council ~~or a Division Council~~ shall submit the question of his/her expulsion to a special meeting of the ~~ARA National~~ Council ~~or Division Council~~ to be called for that purpose. The member whose expulsion is under consideration may attend such meeting and may show cause why he/she should not be expelled from the Association. If after giving fair consideration to the member two-thirds of the members of the ~~ARA National~~ Council ~~or Division Council~~ present and voting at such meeting shall vote for the expulsion of such member he/she shall thereupon cease to be a member. The voting at any such special meeting shall be by ballot if not less than five members present so demand. The ballot shall be conducted in such a manner as the Chair shall decide. A declaration by the Chair that a resolution has been duly passed or that it has been lost shall be conclusive.
- 14.5 Members ceasing to be such from any cause whatsoever shall have no claim of any kind, monetary or otherwise on the Association or its assets.
- ~~14.6 A State Division Council shall have the power to terminate the membership of single state retailers only.~~

15 - AFFILIATED ASSOCIATIONS

- 15.1 Any registered industrial union of employers in the Commonwealth of Australia or unregistered trade association in the Commonwealth of Australia engaged in the industry defined in Rule 6 which desires to be admitted to membership as an affiliated association shall complete a form of

17 - GENERAL MEETINGS

application bearing the correct name and address of the applicant and the signature of an authorised officer of such applicant. The form of application for membership of the Association as an affiliated association shall be submitted to the ~~National~~ **ARA** Council and prior to consideration of such application the ~~National Secretary-Treasurer~~ shall cause the applicant to be informed in writing of the financial obligations arising from affiliation and the circumstances and the manner in which the affiliation may be terminated. The ~~National~~ **ARA** Council may approve or reject an application and may attach such conditions to its approval as it sees fit. It may adjourn from time to time consideration of an affiliated application.

~~15.2 Notwithstanding the provisions of 15.1 the Retail Traders Association of Western Australia, the Australian Supermarket Institute and the Northern Territory Retailers shall be deemed to be admitted as affiliated associations from the date of registration of the Association. Such affiliation shall continue by agreement between the National Council and the respective body.~~

15.32 Each affiliated association shall be entitled to send two representatives to attend all General Meetings of the Association and such representatives shall be entitled to exercise the same rights and privileges as any ordinary member at such General Meetings, provided always that only one such representative shall have the right to vote on any ballot, and the Chair of the meeting shall be notified prior to the taking of a ballot, which representative will vote on behalf of an affiliated association.

16 - ASSOCIATES AND SUBSCRIBERS

16.1 Associates

An individual, firm, corporation or other entity whether incorporated or unincorporated which is not eligible for membership of the Association may be admitted as an Associate to the Association if in the opinion of the ~~National~~ **ARA** Council he/she or his/her business has an interest in or in connection with the retail industry.

16.2 Each Associate shall be entitled to send a representative to attend any general meeting of the Association but neither an Associate nor its representative shall be entitled to vote or speak at any meeting or to hold office in the Association or to take part in any election under these Rules or to take part in the affairs of the Association otherwise than to receive notices of and be present at meetings of the Association.

16.3 Subscribers

An individual, firm, corporation or other entity whether incorporated or unincorporated operating in the retail industry may be admitted as a Subscriber upon such fee and such terms as determined by the ~~ARA National Council or a Division Council as the case requires.~~ **ARA** National Council.

16.4 Each Subscriber shall be entitled to send a representative to attend any general meeting of the Association but neither a Subscriber nor its representative shall be entitled to vote or speak at any meeting or to hold office in the Association or to take part in any election under these Rules or to take part in the affairs of the Association otherwise than to receive notices of and be present at meetings of the Association.

17 - GENERAL MEETINGS

17.1 Annual General Meeting

- (a) The Annual General Meeting shall be held in each year during such month as the ~~National~~ **ARA** Council may direct.
- (b) The business of the Annual General Meeting shall be:

17 - GENERAL MEETINGS

- (1) the reception, discussion and consideration of the accounts, balance sheet and ordinary reports of the ~~National~~ ARA Council and of any Committee instructed to report to such meeting and of the Auditors;
 - (2) to announce the election of members of the ~~National~~ ARA Council in place of those retiring;
 - (3) to elect the Auditors of the Association for the ensuing year and fix the remuneration of the Auditors; and
 - (4) any other business which under these rules ought to be transacted at the annual general meeting.
- (c) All other business transacted at the annual general meeting and all business transacted at general meetings (other than the annual general meeting) which shall be called special general meetings shall be deemed special.

17.2 Special General Meeting

- (a) The ~~National~~ ARA Council may whenever it thinks fit and shall upon the requisition made in writing and signed by any ten or more members convene a special general meeting.
- (b) Any requisition made by the members shall express the object of the meeting proposed to be called and shall be delivered to the registered office of the Association. The meeting shall be convened for the purposes specified in the requisition and if convened otherwise than by the ~~National~~ ARA Council for those purposes only.
- (c) Upon the receipt of such requisition the ARA ~~National~~ Council shall forthwith proceed to convene a general meeting and if it does not proceed to convene the same within thirty days from the date of receipt of the requisition the requisitionists or any other ten (10) members may themselves convene a meeting but any meeting so convened shall not be held after sixty (60) days from the receipt of such requisition.

17.3 Proceedings at General Meetings

- (a) No business shall be transacted at any general meeting unless a quorum of members or their authorised representatives is present at the time when the meeting proceeds to business. Save as herein otherwise provided ~~or provided in a Division's rules~~ ten (10); “members personally present shall be a quorum”.
- (b) If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place; and if at the adjourned meeting a quorum of members is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (c) The President, or in his/her absence, a Vice President shall chair every general meeting of the Association. If at any such meeting neither the President nor a Vice President is present within fifteen (15) minutes after the time appointed for the meeting, or is unwilling to chair the meeting, the members present shall choose one of their number to be Chair.
- (d) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the results of the show of hands) demanded by at least five members, and unless a poll is so demanded a declaration by the Chair that a resolution has, on the show of hands, been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book of

proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour for/ or against that resolution.

- (e) If a poll is duly demanded, it shall be taken in such a manner as the Chair directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The admissibility of any vote may be determined by the Chair.
- (f) In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
- (g) A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll on any other question shall be taken at such time during the meeting as the Chair of the meeting directs. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A demand for a poll may be withdrawn.
- (h) On a show of hands or on a poll every member present in person or by his duly appointed representative as herein provided shall have one (1) vote.
- (i) Votes may be given either personally or by representative or proxy. The representative or proxy shall be appointed in accordance with Schedule 1 or as otherwise approved by the ~~National~~ARA Council.
- (j) A member or an authorised representative of a member of the Association may appoint any partner, director, general manager, secretary, senior executive officer or proprietor of the member or the member's business to act as his/her proxy at any meeting of the Association. The instrument appointing a proxy shall be received by the ~~National~~Secretary-~~Treasurer~~ at least twenty-four (24) hours before the time of holding the meeting at which the person named in such instrument proposes to vote.
- (k) Whenever a ballot of members of the Association is to be taken for the purpose of submitting a matter to a vote of the members of the Association or of a section or division of the Association, the ~~National~~Secretary-~~Treasurer~~ shall notify every member concerned of the meeting at which the vote is to take place or of the arrangements for any ballot which is to be held by post and shall ensure that every financial member concerned be given the opportunity of voting at such meeting or ballot.
- (l) No member shall be entitled to vote at any general meeting unless all moneys presently payable by him/her to the Association have been paid.

~~17.4~~ Division General Meetings

~~The provisions of Rules 17.1, 17.2 and 17.3 shall be read as applying to Division General Meetings.~~

18 --ARA NATIONAL COUNCIL MEETINGS

- 18.1 The ~~National~~ARA Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it sees fit, but, unless otherwise decided by the ~~National~~ARA Council, shall meet not less than four times a year. Without limiting the discretion of the ~~National~~ARA Council to regulate its meetings the members of the ~~National~~ARA Council may, if they think fit, confer by any means of instantaneous audio or audio/visual communication and a resolution passed by such a conference shall, notwithstanding that the members of the ~~National~~ARA Council are not present together in one place at the time of the conference, be deemed to have passed at a meeting of the ~~National~~ARA Council held on the day on which and at the time at which the conference was held provided that:

19 - DIVISION COUNCIL MEETINGS

- (a) reasonable steps shall have been taken to give prior notice of the conference to all members of the ~~National-ARA~~ Council for the time being entitled to receive notice of a meeting of the ~~ARA-National~~ Council; and
- (b) each of the members of the ~~National-ARA~~ Council participating in the conference shall be able to hear each of the other members participating in the conference.
- 18.2 Questions arising at any meeting of the ~~National-ARA~~ Council shall be decided by a majority of votes and a determination by a majority of the members of the ~~National-ARA~~ Council shall for all purposes be deemed a determination of the ~~National-ARA~~ Council. In the case of an equality of votes the Chair of the meeting shall have a second and casting vote.
- 18.3 The quorum necessary for the transaction of the business of the ~~National-ARA~~ Council shall be ~~five (5) six provided that such number shall include at least three single state retailer and at least three national retailers.~~
- 18.4 The continuing members of the ~~National-ARA~~ Council may act notwithstanding any casual vacancy in the ~~National-ARA~~ Council, but if and so long as their number is reduced below the number fixed by these Rules as the minimum number of members of the ~~National-ARA~~ Council, the continuing members may act for the purpose of increasing the number of members of the ~~National-ARA~~ Council to that number or of summoning a general meeting of the Association, but for no other purpose.
- 18.5 The President or a Vice President shall preside at meetings of the ~~National-ARA~~ Council but if no such chair is present within five minutes after the time appointed for the meeting the members present may choose one of their number to chair the meeting.
- 18.6 The ~~National-ARA~~ Council shall cause minutes to be made:
- (a) of all appointments of officers;
- (b) of the names of all members and members of the ~~National-ARA~~ Council present at all meetings of the Association and of the ~~National-ARA~~ Council; and
- (c) of all proceedings at all meetings of the Association and the ~~National-ARA~~ Council.

Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.

18.7 Subcommittees and Advisory Committees

A subcommittee or advisory committee established by the ~~ARA-National~~ Council in accordance with these Rules may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members thereof present, and in the case of an equality of votes the Chair of the meeting shall have a second or casting vote. A subcommittee or advisory committee shall report to the ~~ARA-National~~ Council as the ~~ARA-National~~ Council deems fit, and the ~~National-ARA~~ Council may consider, approve, amend, reject or veto resolutions or decisions of such subcommittees or advisory committees.

19 - DIVISION COUNCIL MEETINGS

~~The procedures for Division Council Meetings shall be as prescribed in Rule 18 hereof for National Council Meetings, provided that Division Councils may adopt their own procedures which are not inconsistent with those in Rule 18 hereof. Except that a quorum for Division Council meetings shall not be less than six members of the Division Council or half the numbers comprising the Division Council whichever number is the lesser.~~

2019 - NOTICE OF MEETINGS

~~2019~~.1 A notice may be served by the Association upon any member either personally or by sending it through the post in a prepaid envelope or wrapper or by facsimile or electronic mail addressed to such member at his registered place of address.

Each member shall notify to the ~~National Secretary/Treasurer or the Division Secretary/Treasurer, as the case may be~~, an address which shall be deemed his/her registered address for the purpose of these Rules.

~~2019~~.2 Any notice sent by post shall be deemed to have been served:

(a) in the case of a letter, envelope or wrapper - on the day following that on which the letter, envelope or wrapper containing the same is posted.

(b) in the case of facsimile or electronic mail - on the day it was sent.

In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and stamped and put into the post office or in the case of a facsimile or electronic mail message properly sent. A certificate in writing signed by the ~~National Secretary/Treasurer or the Division Secretary/Treasurer~~ of the Association that the letter, envelope or wrapper containing the notice was so addressed, stamped and posted or in the case of a facsimile or electronic mail message that the same was properly sent shall be conclusive evidence thereof.

20.3 The signature to any notice to be given by the Association may be written or printed.

240 - ASSOCIATION STRUCTURE AND GOVERNANCE

~~240~~.1 Divisions

The Association shall have such Divisions, either based on States and/or Territories of the Commonwealth of Australia (~~to be known as State Divisions~~) or based on the categories of ~~national~~-retailer members (~~to be known as National Divisions~~), as the ~~National~~-ARA Council from time to time may determine. **Divisions will be utilised for management purposes, and will have no separate representational role in the Association except as delegated by the ARA Council.**

20.2 State or Category Advisory Committees of members may be established by the ARA Council, and will be subcommittees of the ARA Council providing advice to the management and the ARA Council.

20.3 Membership of a Division or Advisory Committee established pursuant to this Rule shall not carry with it either the right to vote or move or second a resolution at a meeting of such Division or Committee. Furthermore, membership of any Advisory Committee established pursuant to these Rules shall not carry with it either the right to vote, or the right to move or second a motion at any meeting of the ARA Council.

~~From the date of registration of these Rules the Association shall have two State Divisions, namely New South Wales (which shall include the Australian Capital Territory) and Victoria, to which these rules shall apply.~~

~~These rules shall also apply to new Divisions formed by the National Council which shall be read with any rules made by the National Council upon the formation of a new division.~~

~~21.2 Single state retailers on joining the Association shall be members of the Association in the State Division for the state in which they carry on business.~~

~~21.3 National retailers on joining the Association shall be deemed to be members of the Association in the State Division for each state in which they carry on business and any relevant National~~

221 - NATIONAL ARA COUNCIL

~~Division which may be formed and shall be entitled to participate in all the activities and governance of each relevant Division.~~

~~21.4 There shall be a National Council which subject to Rule 22 shall determine:~~

- ~~(a) all matters affecting or likely to affect members which are national in nature, or which involve the Federal Government, Federal authorities and agencies or other federal or national organisations or institutions; and~~
- ~~(b) all matters affecting or likely to affect members which are common to the State Divisions or which may impact on more than one state.~~

~~In determining these matters the National Council shall seek the views of Division Councils.~~

~~21.5 Each State Division shall have a Division Council which subject to Rule 27 shall determine all matters affecting or likely to affect members of that Division only. Any matters set out in Rule 21.4 shall be referred to the National Council for determination.~~

~~21.6 Each National Division, where established, shall have a Division Council which subject to Rule 27 shall determine all matters affecting or likely to affect members of that Division only.~~

221 - NATIONAL ARA COUNCIL

~~21.1~~ **221.1** The **National ARA** Council shall comprise of **at least eight (8), but** not more than **twelve (12)** ~~24~~ members, or their properly authorised member's representatives who shall be elected biennially.

The ARA Council shall be elected to reflect the following membership: in accordance with these rules under the following procedure.

~~(a) Single State Retailers~~

~~Each State Division Council shall be entitled to elect from its ranks two National Council members who shall be single state retailers (and may include franchisees) and at least one of whom shall represent a retail business which:~~

- ~~(i) is independently owned~~ **Up to four (4) representing retail business located in New South Wales, with at least two (2) being national retailers;**
- ~~(ii) is closely controlled by the owner manager who also contributes most (if not all) of the operating capital~~ **Up to four (4) representing retail businesses located in Victoria, with at least two (2) being national retailers;** and
- ~~(iii) has the principal decision making function resting with the owner~~ **Up to one (1) representing retail businesses in each other state where the ARA has members..**

~~(b) National Retailers~~

~~Representatives of National Retailers shall be elected to the National Council by members as follows:~~

- ~~(i) not more than three elected from and by members which are National Department Stores and National Discount Department Stores;~~
- ~~(ii) not more than three elected from and by members which are National Grocery Retailers or Wholesalers; and~~

~~(iii) not more than six elected from and by members which are National Specialty Chain Retailers (which may include franchisors).~~

~~Provided that where a National Division has been formed by the National Council for any of the categories of national retailers in (i), (ii) or (iii) hereof the representatives of such category shall be elected to the National Council by and from the ranks of the relevant National Division Council.~~

221.2 Each member of the ~~National~~ ARA Council shall retire biennially but shall be eligible for re-election.

232 - POWERS OF THE ARA NATIONAL COUNCIL

223.1 The supreme control of the Association is vested in the members of the Association in General Meeting ~~subject to the autonomy of a Division in matters affecting members of the Division only and in matters concerning the participation of a State Division in any State industrial conciliation and arbitration system.~~ Subject thereto the management of the business and control of the Association shall be vested in the ~~National~~ ARA Council.

232.2 ~~Subject to the autonomy of a Division in matters affecting members of the Division only and in matters concerning the participation of a State Division in any State industrial conciliation and arbitration system, but otherwise without in any way limiting the general powers conferred by these Rules or otherwise on t~~The National ARA ~~Council it is hereby expressly declared that it shall have the following powers; that is to say, power:~~

- (a) to adopt such measures as it from time to time deems expedient for the purpose of giving effect to the objects of the Association or any of them;
- (b) to purchase, take in exchange, or on lease or otherwise acquire and for any estate or interest therein, any real or personal property rights or privileges, which the Association is authorised to purchase or acquire and which it may deem requisite or expedient to acquire for the purpose of the Association's business and at its discretion to sell, subdivide, let, exchange, dispose of and generally control any property of the Association on such terms as it thinks fit;
- (c) at its discretion to pay for any property, rights or privileges acquired by or services rendered to the Association, either wholly or partially in cash or in bonds, debentures or other securities of the Association and any bonds, debentures or other securities, may be either specifically charged upon all or any part of the property of the Association, or not so charged;
- (d) to secure the fulfilment of any contracts or engagements entered into by the Association by mortgage or charge of all or any of the property of the Association for the time being or in such other manner as it may think fit;
- ~~(e)~~ (e) to raise or borrow money in the name of or otherwise on behalf of the Association as it may from time to time think expedient, and to secure the repayment thereof or the fulfilment or discharge of any liability, guarantee or obligation of or undertaking by the Association in such manner and upon such terms and conditions as it thinks fit, and in particular by the issue of bills or notes, by mortgage or charge of or on any of the property or assets of the Association, both present and future;
- (f) to appoint, under contract or otherwise, salaried staff, clerks, agents and servants, for permanent, temporary or special services, as it may from time to time think fit, and to determine their powers and duties and fix their salaries or emoluments, subject to any contract, to remove, suspend or dismiss any such salaried staff, clerks, agents and servants;

- (g) to institute, conduct, defend, compound, or abandon, any legal proceedings by or against the Association or its staff, or otherwise concerning the affairs of the Association, and also to compound and allow time for payment of satisfaction of any debts due, and of any claims or demands by or against the Association;
- (h) to make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association;
- (i) to draw, accept, make, endorse, transfer, discount, guarantee and negotiate such cheques, bills of exchange and promissory notes and give such indemnities and guarantees and enter into such obligations as may seem to it to be expedient for the purposes of the Association;
- (j) to invest and deal with any moneys of the Association not immediately required for the purposes thereof upon securities and in such manner as it may think fit, and from time to time or vary or realise such investments;
- (k) to enter into all such negotiations and contracts, and rescind and vary all such contracts, and execute, and do all acts, deeds, and things, in the name and on behalf of the Association as it may consider expedient for or in relation to any of the matters aforesaid, or otherwise for the purposes of the Association;
- (l) ~~in accordance with rule 30.2~~ to form Divisions of the Association in any part of the Commonwealth of Australia, or its territories or amongst any category of its national retailer members ~~and to make rules for the operation of such Divisions and to vary, rescind or alter any of such rule;~~
- (m) to ~~entrust to, delegate to or confer upon~~ direct and instruct any member of the National ARA Council or any Committee of the National ARA Council ~~or to a Division Council~~ or any member of the salaried staff of the Association or agent of the Association ~~such of the powers or duties of the National ARA Council as it sees fit and as may properly be so entrusted, delegated or conferred according to the laws of the Commonwealth of Australia and the respective States of the Commonwealth of Australia~~ as the ARA Council may see fit for the purpose of implementing the policies or decisions of the ARA Council made pursuant to these Rules;
- (n) to affiliate the Association with, and consent to the affiliation with the Association of any organisation, association or body corporate or incorporate, having objects altogether or in part similar to those of the Association, upon such terms and conditions and subject to the payment of such fees for subscription (if any) as the ARA National Council may think fit, and at any time to terminate or cancel such affiliation by or with the Association;
- (o) to purchase or otherwise acquire and undertake all or part of the property, assets, liabilities and engagements, of any one or more of the associations, companies, firms or chambers with which this Association is authorised to amalgamate, affiliate, fuse or ally and to transfer all or any part of the property, assets, liabilities and engagements of this Association to any one or more of the associations, companies, firms or chambers with which this Association is authorised to amalgamate, affiliate, fuse or ally;
- (p) to appoint and dissolve subcommittees ~~with such delegated powers and~~ with such instructions and for such purposes as the National ARA Council may think proper ~~and as may properly be so entrusted, delegated or conferred according to the laws of the Commonwealth of Australia and the respective States of the Commonwealth of Australia~~ for the implementation of the policies determined or decisions made by the ARA Council;
- (q) to appoint and dissolve advisory committees (the members of which need not be members of the National ARA Council) to inquire and report and give technical and other advice on any subjects of interest to the Association or its members;

- (r) from time to time to make and alter, vary and rescind such by-laws for the carrying out of these Rules, to put into effect the powers and authorities thereby vested in the ARA National Council, and for regulating the conduct and proceedings of the Association and of the ~~National-ARA~~ Council meetings and generally to provide for all such matters and things relating to the management of the property of the Association and to the conduct of its business are not inconsistent with or repugnant to these Rules or required to be done by the Association in General Meeting;
- (s) to make demands or claims in connection with industrial matters on behalf of members of the Association on any organisation, trade union or body of employees and to submit claims, industrial disputes or questions as to any industrial matter to the Australian Industrial Relations Commission for conciliation of arbitration, or to any court, board or other tribunal or authority empowered to deal with the same;
- (t) to enter into industrial agreements with any organisation, trade union or association or body of employees or employers. Any such agreement shall be under the seal of the Association or which shall be affixed in accordance with these Rules. Any other documents executed by the Association shall be signed for and on behalf of the Association by such person or persons as the National-ARA Council may appoint;
- (u) to give assistance to any member of the Association charged with a breach of any law, regulation, or award, involving a question of principle or of an established custom affecting members of the Association or members of any particular Division;
- (v) to set up, alter and dissolve any technical, educational or advisory bureaux for the benefit and use of members;
- (w) to make regulations and/or by-laws dealing with the conduct of business, the relations of members one to another and to impose ethical and business standards and codes on the members of the Association; and
- (x) to do all such things either alone or in combination or association with any company, corporation, association or partnership or person as are incidental or conducive to the attainment of the objects and/or powers of the Association;

243 -- ARA EXECUTIVE COMMITTEE

243.1 There shall be an ARA Executive Committee comprising the ARA President, two (2) ARA Vice Presidents, ~~and the National-Secretary-, ARA Secretary, and ARA Treasurer,; and up to one other member.~~

The ARA Executive Committee shall be regarded as the ARA Council's deputy with authority to act in all matters within the policy defined by the ARA ~~National~~ Council. It shall deal with all matters referred to it by these Rules or by the ARA Council and shall have discretionary power to deal with other matters of an urgent character arising between meetings of the ARA Council.

In all matters the Executive shall be subject to control by the ARA ~~National~~ Council.

~~24.2 In each Division there shall be a Division Executive Committee comprising the Division President, the Division Secretary Treasurer and such number of Vice Presidents and other members as the Division Rules may provide.~~

~~The Division Executive Committee shall be regarded as the Division Council's deputy with authority to act in all matters within the policy defined by the Division Council and within the powers of the National Council. It shall deal with all matters referred to it by these Rules or by the~~

265 - DIVISION COUNCILS STATE OR CATEGORY EXECUTIVE ADVISORY COMMITTEES

~~Division Council and shall have discretionary power to deal with other matters of an urgent character arising between meetings of the Division Council.~~

~~In all matters the Division Executive shall be subject to control by the Division Council.~~

~~24.33.2~~ Members of ~~an~~**the ARA** Executive Committee shall retire biennially ~~from 2002~~ but shall be eligible for re-election.

254 - DUTIES OF PRESIDENT

~~254.1~~ The National President in all official relations of the Association shall take precedence over all other members of the ~~National~~**ARA** Council. If the National President shall be unable at any time to perform his/her duties, such duties shall be undertaken by one of the National Vice Presidents by agreement between the Vice Presidents and failing agreement by the Senior Vice President as determined in accordance with Rule ~~4339~~.1(e). Each of the National Vice Presidents shall give to the National President such assistance in carrying out his/her duties as he/she shall require.

~~25.2~~ ~~Rule 25.1 shall be read as applying also to Division Presidents duties subject to the words "National" and "Association" where appearing being read as "Division".~~

265 - DIVISION COUNCILS STATE OR CATEGORY EXECUTIVE ADVISORY COMMITTEES

~~26.1~~ Each Division Council shall comprise no more than 25 members (or such other number as is provided in each Division's rules) elected by and from the members of the Division biennially in accordance with these Rules.

~~26.2~~ Each member of a Division Council shall retire biennially but shall be eligible for re-election.

~~26.3~~ Provided that a Division Council may at any time by resolution appoint additional Councillors who shall be termed "Advisory Councillors". There shall not be more than six Advisory Councillors at any one time. Advisory Councillors shall retain their appointment until the Division Councillors are next declared elected, but may be removed by the Division Council by resolution at any time. An Advisory Councillor shall have no vote on questions arising at any meeting of the Division Council.

~~26.4~~ All provisions of these Rules relating to meeting procedures, elections and general matters, unless otherwise specified, shall apply to Division Councils.

25.1 **The ARA Council may establish and dissolve such State or Category Advisory Committees as it shall think fit from time to time, and any such committee as is established shall have advisory functions only. Members of State or Category Advisory Committee shall be appointed by the ARA Council for such periods and on such terms as the ARA Council shall determine but the members thereof shall have no vote in the deliberations of the ARA Council and shall not participate in the meetings of the ARA Council other than upon invitation of the ARA Council and for the purpose of providing advice and recommendations only.**

25.2 **"For the purposes of this Rule:-**

"State Advisory Committee" shall mean a committee based upon the membership of the ARA within a State; and

"Category Advisory Committee" shall mean a committee formed in relation to a category of members within the ARA as determined by the ARA Council.

25.13 **If a State Executive Advisory Committee is established by the ARA Council, membership will include:**

- Members nominated by the ARA Council from the ARA Council membership**

- Other members nominated by the State Executive Advisory Committee and approved by the ARA Council

The State Executive Advisory Committee can elect a Chair from its ARA Council membership.

27 - POWERS OF DIVISION COUNCILS

~~27.1 Subject to these Rules, and to the direction and control of the National Council in all matters excluding matters affecting members of the Division only and matters concerning the participation of a State Division in any State industrial conciliation and arbitration system, and subject to the decision of members of the Division in General Meeting, the management of the business and control of the Division shall be vested in the Division Council.~~

~~27.2 Without in any way limiting the general powers conferred by these Rules or otherwise on the Division Council it is hereby expressly declared that it shall have the following powers, (provided always that the exercise of such powers is not in conflict with decisions of the National Council except in matters affecting members of the Division only and in matters concerning the participation of a State Division in any State industrial conciliation and arbitration system) that is to say, power:~~

- ~~— (a) — to adopt such measures as it from time to time deems expedient for the purpose of giving effect to the objects of the Association or any of them in the Division;~~
- ~~— (b) — to increase the membership of the Association in the Division;~~
- ~~— (c) — to consider and deal with all matters relating to or of interest to the retail industry or the Association in the area or category covered by the Division;~~
- ~~— (d) — to exercise any power or duty delegated to the Division by the National Council;~~
- ~~— (e) — to make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association;~~
- ~~— (f) — to draw, accept, make, endorse, transfer, discount, guarantee and negotiate such cheques, bills of exchange and promissory notes and give such indemnities and guarantees and enter into such obligations as may seem to it to be expedient for the purposes of the Association;~~
- ~~— (g) — to entrust to, delegate to or confer upon any member of the Division Council or any Committee of the Division Council or any member of the salaried staff of the Association such of the powers exercisable by the Division Council as it sees fit and as may properly be so entrusted, delegated or conferred according to the laws of the Commonwealth of Australia and the respective States of the Commonwealth of Australia;~~
- ~~— (h) — to affiliate the Division with, and consent to the affiliation with the Division of any organisation, association or body corporate or incorporate, having objects altogether or in part similar to those of the Association, upon such terms and conditions and subject to the payment of such fees for subscription (if any) as the Division Council may think fit, and at any time to terminate or cancel such affiliation by or with the Division;~~
- ~~— (i) — to appoint and dissolve subcommittees with such delegated powers and with such instructions and for such purposes as the Division Council may think proper as may properly be so entrusted, delegated or conferred according to the laws of the Commonwealth of Australia and the respective States of the Commonwealth of Australia;~~

- ~~(j) to appoint and dissolve advisory committees (the members of which need not be members of the Division Council) to inquire and report and give technical and other advice on any subjects of interest to the Association or its members;~~
- ~~(k) from time to time to make, alter, and rescind rules for its Division to put into effect the powers and authorities thereby vested in the Division Council, and for regulating the conduct and proceedings of the Division and of the Division Council meetings and generally to provide for all such matters and things relating to the management of the funds and property of the Association in the Division and to the conduct of its business are not inconsistent with or repugnant to these Rules or required to be done by the Association or Division in General Meeting;~~
- ~~(l) to make demands or claims in connection with industrial matters on behalf of members of the Association on any organisation, trade union or body of employees and to submit claims, industrial disputes or questions as to any industrial matter to the Australian Industrial Relations Commission, or any State tribunal within the area of the State Division, for conciliation of arbitration, or to any court, board or other tribunal or authority empowered to deal with the same, except where any matter which the National Council declares is a matter extending beyond the limits of the State division area or is calculated to affect members outside such State Division area;~~
- ~~(m) to enter into industrial agreements with any organisation, trade union or association or body of employees or employers in the area of a State division;~~
- ~~(n) to give assistance to any member of the Division charged with a breach of any law, regulation, or award, involving a question of principle or of an established custom affecting members of the Division; and~~
- ~~(o) to exercise autonomy in all matters affecting members of the Division only, and in matters concerning the participation of a State Division in any State industrial conciliation and arbitration system;~~

286 - CASUAL VACANCY

~~286.1 Any casual vacancy occurring on the National ARA Council or National ARA Executive Advisory Committee or a Division Council or Division Executive Committee may be filled by appointment by the National ARA Council or Divisional Council as the case may be. Provided that -~~

- ~~(a) the unexpired part of the term does not exceed the greater of 12 months or three quarters of the term of the office.~~
- ~~(b) a casual vacancy of a member of the National Council elected by a Division Council shall be filled by the Division Council which elected the vacating member. **the casual vacancy is filled by a member representing the same category of ARA membership as the vacating member.**~~
- ~~(c) a casual vacancy of a member of the National Council elected by a category of national retailers shall be filled by the remaining National Council members of the same category as the vacating member.~~

~~286.2 Where the unexpired part of the term of the office exceeds the greater of 12 months or three quarters of the term of the office, the relevant ARA Council may advise its Returning Officer to fill the vacancy by ordinary election. Such election shall be conducted in accordance with the provisions of Rule 439 for the office, with the necessary changes.~~

~~286.3 Any person appointed or elected to fill a casual vacancy shall retain his/her office so long only as the vacating member would have retained the same if no vacancy occurred.~~

297 - VACATION OF OFFICE

The office of a member of the ~~ARA National Council~~ or ~~National ARA Executive Advisory Committee~~ ~~or a Division Council or Division Executive Committee~~ shall be vacated:

- (a) if he/she shall cease to be a member of the Association or to be an authorised representative of a member;
- (b) if he/she is absent from three consecutive meetings of the ~~National ARA Council~~ ~~or Division Council~~ without special leave of absence from the ~~National ARA Council~~ ~~or Division Council~~ and the ~~National ARA Council~~ ~~or Division Council~~ resolves that his/her office be vacated;
- (c) if he/she retires from office;
- (d) if in the opinion of the majority of members voting at a general meeting or the majority of the ~~ARA National Council~~ ~~or Division Council~~ voting at an ~~National ARA Council~~ ~~or Division Council~~ meeting ~~he/she is guilty of misappropriation of the funds of the Association or a substantial breach of the rules of the Association, or of gross misbehaviour or gross neglect of duty, providing the person concerned has been given adequate opportunity to attend such meeting and be heard in his/her defence; or~~
- (e) If a member shall:
 - (i) become bankrupt or make an assignment for the benefit of his/her creditors or execute any Deed of Arrangement or of composition with his/her creditors or attempt to take the benefit of any statutory provision for the liquidation of his affairs or being a company shall pass any resolution for its voluntary winding up or if an order is made for its winding up (except in any case for the purpose of reconstruction or amalgamation);
 - (ii) becomes ~~lunatic~~ **incapacitated due to an intellectual disability** ~~or a mentally sick person;~~ or
 - (iii) be convicted in any Court of Law of any crime or of an offence involving fraudulent intent.

3028 - ALTERATION OF RULES

~~3028.1~~ Subject to Rule ~~3028.32~~ these Rules may be altered from time to time by resolution passed at a general meeting provided that at least 21 days' notice in writing of the proposed amendments shall have been sent to all members.

~~30.2~~ ~~A Division of the Association shall have power to make rules applicable only to such Division and to alter or rescind the same, provided such rules affect members of the Division only or relate to matters concerning the participation of a State Division in any State industrial conciliation and arbitration system. A division shall have the power to make any other rules applicable only to such Division or to alter or rescind any other such rules provided that such rules are not inconsistent with these rules and that the prior consent in writing of the National Council shall be obtained. The National Council shall deal with the proposed rule at the National Council meeting next occurring after receipt of the proposed new rule. No such rule shall be made, altered or rescinded unless by a majority at a poll or ballot taken at a Special General Meeting of the Division called for that purpose at the request of the Division Council or on a requisition signed by at least twenty five (25) members, and of which seven days' notice in writing shall have been given to all members of the Division containing full particulars of all proposed rules, alterations or rescissions of such rules. The consent of the National Council (evidenced or caused to be evidenced in writing by the National Secretary Treasurer) shall be obtained before any motion to make, alter or rescind any rule is put to a special General Meeting of members of a Division.~~

320 - APPLICATION OF INCOME AND PROPERTY

~~30.3~~28.2 The ~~National-ARA~~ Council shall have the power to repeal, alter or add to any rule for the purpose only of obtaining the consent of or certification by the Registrar to an alteration to the Rules pursuant to the *Workplace Relations Act* 1996 or to enable an altered Rule to be registered or to remove a ground of objection taken by an objector in accordance with the regulations under the said Act or by the Registrar under the said Act.

~~2931~~ - ACTS OF ~~NATIONAL AND DIVISION~~ ~~ARA~~ COUNCILLORS

~~31~~29.1 Any member of the ~~ARA National~~ Council ~~or a Division Council~~ may retire from his office upon giving one month's notice of his intention so to addressed to the ~~National-ARA~~ Council ~~or Division Council~~ as appropriate and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.

~~31~~29.2 No member of the ~~National-ARA~~ Council ~~or a Division Council~~ shall be disqualified by his office from rendering or performing as a member of the Association any work or service for the Association whether for remuneration, share of profits or otherwise.

~~2931.3~~ No member of the ~~ARA National~~ Council ~~or a Division Council~~ shall be disqualified by his office from holding any office or place of profit under the Association or under any company, in which this Association shall be a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Association in which any member of the ~~National-ARA~~ Council ~~or a Division Council~~ shall be in any way interested be avoided nor shall any member of the ~~National-ARA~~ Council ~~or a Division Council~~ be liable to account to the Association for any profit arising from any such office or place of profit or realised by any such contract or arrangement by reason only of such member holding that office or of the fiduciary relations thereby established but it is declared that the nature of his/her interest must be disclosed by him/her at the meeting of the ~~National-ARA~~ Council ~~or Division Council~~ at which the contract or arrangement is determined if his/her interest then exists, or in any other case at the first meeting of the ~~National-ARA~~ Council ~~or Division Council~~ after the acquisition of his interest.

No member of the ~~National-ARA~~ Council ~~or Division Council~~ shall vote as such in respect of any contract or arrangement in which he/she is so interested as aforesaid and if he/she does so vote his/her vote shall not be counted but this prohibition may at any time or times be suspended or relaxed to any extent by a general meeting and such prohibition shall not apply to any contract by or by way of indemnity or in relation to contracts which may be equitably allotted by the Association. A general notice that a member of the ~~ARA National~~ Council ~~or a Division Council~~ is a member of any specified firm or company and is regarded as interested in all transactions with that firm or company shall be a sufficient disclosure under this Rule as regards such member and the said transactions and after such general notice it shall not be necessary for such member to give a special notice relating to any particular transaction with that firm or company.

~~320~~ - APPLICATION OF INCOME AND PROPERTY

~~320.1~~ ~~Subject to Rule 32.2~~ ~~†~~ The income and property of the Association wheresoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in these Rules and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any Barrister or Solicitor or to any person not being a member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding ten (10) per centum per annum on any money borrowed from or lawfully due to any member of the Association or to the payment to any member for any occasional service.

~~32.2~~ ~~Notwithstanding the terms of Rule 32.1 all the income of a Division shall be subject to the control and direction of the Division Council, which shall nevertheless be obliged to pay such fees to the National Council as prescribed by Rule 10.9.~~

331 - INVESTMENT

The ~~National~~ **ARA** Council may invest any money from time to time in its hands in the name of the Association:

- (a) in any investment for the time being authorised as investments of trust money;
- (b) in any of the stock or securities of the Commonwealth or any of the States or Territories thereof or of any municipal corporation or power, gas or local authority or any public undertaking or government instrumentality;
- (c) upon the security of real property in any part of the Commonwealth; and
- (d) in such other manner as may from time to time be authorised by a general meeting of the Association.

342 - PROPERTY

~~342.1~~ **Subject to Rule 34.2 a** All property which may be acquired or be purchased with the moneys of the Association or be donated to the Association shall be vested in the Association and the ~~National~~ **ARA** Council shall have the power to control and invest the same in the name of the Association. At the direction and discretion of the ~~National~~ **ARA** Council the Association may buy and sell at auction or by private contract any freehold or leasehold property, take on or licence any property and expend monies on the renovation, alteration and improvements of such property or any purchase land and erect buildings thereon for the purpose of furthering any of the objects of the Association and lease or hire any such property and mortgage or encumber such property. ~~Provided that all assets of a Division shall be subject to the control and direction of the Division Council and may only be disposed of, or applied for any purpose, by the National Council with the agreement of the Division Council.~~

~~34.2~~ All assets of the Association under the control of a Division or purchased with funds possessed by a Division shall be subject to the control and administration of the Division Council of the Division concerned.

353 - AUDIT

~~353.1~~ An Auditor or Auditors shall be appointed in accordance with the *Workplace Relations Act* 1996 and regulations made thereunder by the Association ~~and each Division~~ at an appropriate Annual General meeting. A duly audited financial statement of accounts, covering the period from the date of the presentation of the last statement of accounts up to the date of closing of the Association's financial year, together with a balance sheet shall be caused to be prepared by the ~~ARA National Secretary~~ Treasurer to be audited by the Auditor and be presented to the Annual General Meeting.

~~353.2~~ The Auditor shall hold office from the time of appointment unless terminated by resolution passed at an Annual General Meeting of the Association, he/she has died or retired and any casual vacancy occurring in the office of Auditor may be filled by resolution of the ~~National~~ **ARA** Council.

364 - ASSOCIATION ACCOUNTS

~~364.1~~ ~~Subject to rule 37.1, t~~ The funds and property of the Association shall be under the general control of the ~~ARA National~~ Council.

~~364.2~~ The ~~National~~ **ARA** Council shall cause proper books of accounts to be kept by the Association ~~and its Divisions~~, recording a true account of the financial transactions of the Association, and of all income and expenditure, and the assets, credits and liabilities of the Association.

- 364.3 The ~~National-ARA Secretary~~-Treasurer shall in accordance with these Rules cause the books of account to be maintained completely written up as herein before required and at the end of each financial year of the Association, shall cause to be prepared a Financial Report **in accordance with subrule 34.9**, including statement of income and expenditure and a Balance Sheet for such financial year, which shall be submitted to the ~~ARA-National~~ Council for its approval and then to the Auditors of the Association not later than the fourteenth day prior to the Annual General Meeting.
- 364.4 The ~~National-ARA Secretary~~-Treasurer shall receive and examine all accounts against the Association, and shall submit them to the ~~National-ARA~~ Council at its next meeting after such account shall have been received and with such comments and memoranda with regard thereto as to him/her may seem proper.
- 364.5 Cheques shall be signed by such persons as may from time to time be authorised by the ~~ARA National~~ Council on its behalf.
- 364.6 All cheques, negotiable instruments and moneys belonging to the Association shall forthwith, upon receipt, be paid to such bankers as shall from time to time be nominated by the ~~ARA-National~~ Council to the credit of the Association.
- 364.7 It shall be the duty of the ~~National-ARA Secretary~~-Treasurer to certify as to the correctness of accounts for payment, and no statement of receipt and expenditure or balance sheet shall be submitted to any meeting of the Association unless the same shall have first been certified as correct by him/her.
- 364.8 No loan, grant or donation of any amount exceeding one thousand dollars (\$1000.00) shall be made by the Association unless the ~~National-ARA~~ Council has:
- (a) satisfied itself:
 - (i) that the making of the loan, grant or donation would be in accordance with these Rules; and
 - (ii) in relation to a loan - that, in the circumstances, the security proposed to be given for the repayment of the loan is adequate and that the proposed arrangements for the repayment of the loan are satisfactory; and
 - (b) approved the loan, grant or donation; but the foregoing shall not apply to any payments made by the Association by way of provision for, or reimbursement of, out-of-pocket expenses incurred by persons for the benefit of the Association.

34.9 In respect of each financial year of the Association the accounts and financial statements required to be prepared by the Association shall be prepared, audited, and presented to the ARA Council and a general meeting of the members of the Association in accordance with the requirements of Schedule 1B of the Act, and without limiting the generality of the foregoing:

- (i) As soon as practicable after the end of each financial year, the ARA shall cause to be prepared a General Purpose Financial Report, to be prepared in accordance with the Australian Accounting Standards, from the financial records kept by the ARA in relation to the financial year concerned;**
- (ii) As soon as practicable after the end of each financial year, the ARA Council must cause an Operating Report to be prepared in relation to that financial year, the preparation of which Report shall be the responsibility of the ARA Treasurer and staff of the ARA acting under his instructions and directions;**

- (iii) The ARA Auditor must audit the financial records of the ARA for each financial year and must furnish to the ARA Council his report in relation to that year within a reasonable time of having received the General Purpose Financial Report;
- (iv) The ARA shall provide, free of charge to its members, either a full report in relation to each financial year (consisting of a copy of the Auditor's Report, the General Purpose Financial Report and the Operating Report) or if the ARA Council so resolves, a Concise Report for the said financial year in accordance with the requirements of section 265 of the said Schedule.
- (v) The Report in relation to a financial year to be presented to be provided to members as referred to in the preceding sub-Rule shall be provided to members not less than 21 days before the the Auditor's Report, the General Purpose Financial Report and the Operating Report are presented to a general meeting of members.
- (vi) The Auditor's Report, the General Purpose Financial Report and the Operating Report in respect of each financial year, shall be presented to a general meeting of the members of the ARA not later than six months after the end of the relevant financial year.
- (vi) A copy of the Auditor's Report, the General Purpose Financial Report, the Operating Report and any Concise Report in respect of any financial year, shall be lodged with the Office of the Industrial Registrar not later than 14 days after the presentation of the said reports to a general meeting of the members of the ARA.

37 - DIVISION ACCOUNTS

- ~~37.1 Subject to the general control of the National Council, the funds and property of the Association being held or used by a Division shall be under the control of the Division Council.~~
- ~~37.2 The Division Secretary Treasurer shall in accordance with these Rules cause the books of account to be maintained completely written up as herein before required and at the end of each financial year of the Association, shall cause to be prepared a Financial Report, including statement of income and expenditure and a Balance Sheet for such financial year, which shall be submitted to the Division Council for its approval and then to the Auditors of the Association not later than the fourteenth day prior to the Annual General Meeting of the Division.~~
- ~~37.3 The Division Secretary Treasurer shall receive and examine all accounts against the Division, and shall submit them to the Division Council at its next meeting after such account shall have been received and with such comments and memoranda with regard thereto as to him/her may seem proper.~~
- ~~37.4 Cheques shall be signed by such persons as may from time to time be authorised by the Division Council on its behalf.~~
- ~~37.5 It shall be the duty of the Division Secretary Treasurer to certify as to the correctness of accounts for payment, and no statement of receipt and expenditure or balance sheet shall be submitted to any meeting of the Association unless the same shall have first been certified as correct by him/her.~~

385 - NATIONAL ARA SECRETARY-TREASURER

- ~~385.1~~ The ~~National ARA~~ Secretary-Treasurer, in addition to duties elsewhere specified in these Rules shall cause to be kept:

39 - DIVISION SECRETARY-TREASURER

- (a) a faithful record of the business transacted at all meetings of the Association, or any Committee thereof; and
 - (b) a register of members of the Association and their addresses ~~arranged in Divisions~~.
- 358.2 He/she shall cause to be issued:
- (a) notices of all resolutions, decisions, amendments in Association Rules, regulations, Agreements and of all meetings connected with the Association; and
 - (b) all notices and returns required to be given by or on behalf of the Association under any Act of Parliament.
- 385.3 He/she is hereby authorised on behalf of the Association to bring or defend, or cause to be brought or defended, any action, prosecution or complaint in any Court of Law and/or Arbitration touching or concerning any property or any right or claim to property of the Association, and in particular to sue for or institute proceedings in respect of arrears of contributions, subscriptions, fees, levies, fines or any other moneys payable by members to the Association. He/she, and any member of the salaried staff of the Association, to whom he/she delegates authority, is also authorised to represent and appear on behalf of the Association and any member thereof in any such Court in any proceedings concerning the Association or any member thereof.

~~39 - DIVISION SECRETARY-TREASURER~~

~~39.1 Each Division Secretary Treasurer, in addition to duties elsewhere specified in these Rules shall cause to be kept:~~

- ~~(a) a faithful record of the business transacted at all meetings of the Division, or any Committee thereof; and~~
- ~~(b) a register of members of the Division and their addresses.~~

~~39.2 Each Division Secretary Treasurer shall cause to be issued:~~

- ~~(a) notices of all resolutions, decisions, agreements and of all meetings connected with the Division; and~~
- ~~(b) all notices and returns required to be given by or on behalf of the Division of the Association under any Act of Parliament.~~

~~39.3 Each Division Secretary Treasurer shall cause:~~

- ~~(a) copies of the minutes taken at all meetings of the Division Council or any Committees thereof to be forwarded to the National Secretary Treasurer and to the Division Secretary Treasurer of each other Division of the Association;~~
- ~~(b) the annual accounts of the Division to be submitted to the National Council and such financial statements as the National Council may from time to time require;~~
- ~~(c) details of all alterations or additions to or deletions from the Division register of members of his/her Division to be forwarded to the National Secretary Treasurer in writing within seven (7) days of any such alteration, addition or deletion and to the Division Secretary Treasurer of each other Division of the Association; and~~
- ~~(d) any notice or document served on the Division in relation to any matter under the Workplace Relations Act 1996 or any award made thereunder to be forwarded forthwith to the National Secretary Treasurer.~~

~~39.4 He/she is hereby authorised on behalf of the Division to bring or defend, or cause to be brought or defended, any action, prosecution or complaint in any Court of Law and/or Arbitration touching or concerning any property or any right or claim to property of the Division, and in particular to sue for or institute proceedings in respect of arrears of contributions, subscriptions, fees, levies, fines or any other moneys payable by members to the Division. He/she, and any member of the salaried staff of the Division, to whom he/she delegates authority, is also authorised to represent and appear on behalf of the Division and any member thereof in any such Court in any proceedings concerning the Association or any member thereof.~~

4036 - SEAL

The ~~National~~ **ARA** Council shall provide for the safe custody of the seal and the seal shall never be used except by the authority of the ~~National~~ **ARA** Council and in the presence of two members of the ~~National~~ **ARA** Council at the least who shall sign every instrument to which the seal is affixed.

4137 - DISSOLUTION

~~4137.1~~ For the dissolution of the Association the affirmative vote of two-thirds of the financial members on the list of members shall be requisite, such vote to be taken by poll or ballot at a special general meeting duly called by circular stating the object of such meeting.

~~4137.2~~ If, upon the dissolution of the Association, there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institute or institutions having objects similar to the objects of the Association to be determined by the members of the Association at or before the time of the dissolution.

4238 - INDEMNITY

Every member of the ~~National~~ **ARA** Council ~~and of each Division Council,~~ officer of the Association and other person acting with the authority of the Association shall be entitled to be indemnified out of funds of the Association in respect of all acts, matters and things done and suffered by him/her in the exercise or bona fide purported exercise of the authority.

4339 - ELECTIONS

4339.1 Scheme of Elections

The elections of the Association shall be carried out in accordance with the following scheme:

(a) ~~The members of each Division shall elect from their number a Division Council.~~ **All members shall elect by and from their numbers the ARA Council**

(b) ~~The elected members of each Division Council shall elect from their number;~~ **Nominees for election to the ARA Council shall nominate as a single state retailer or as a national retailer, and also shall identify the state where they are located.**

~~(i) Office Bearers as provided in the rules of each Division; and~~

~~(ii) National Council members in accordance with Rule 22.~~

~~A National Council member so elected may also be an Office Bearer of the Division Council.~~

(c) ~~The national retailer members of the Association in each category prescribed in accordance with Rule 22 shall elect from their number the relevant number of National Council members except where a National Division has been formed for such a category in which~~

~~ease the National Council members for that category shall be elected in accordance with (b) (ii) hereof.~~

- ~~(d) Those members elected pursuant to (b) (ii) and (e) hereof shall form the National Council.~~ **Those members shall be elected which who gain the most votes in each category of state and national retailer, with the maximum number being as prescribed in Rule 21.**
- (e) The ~~National~~ **ARA** Council shall elect **by and** from its number, ~~Office Bearers, viz~~ **as the following as the office bearers of the ARA:** National President, two **(2)** ~~National~~ **ARA** Vice Presidents, **ARA Secretary** and a ~~National~~ **ARA** ~~Secretary~~ Treasurer. **The senior of the Vice Presidents is the one with the higher number of votes in the election. Seniority as between the Vice Presidents will be determined by which of the two had the highest number of votes in the election or in the event that the two officers have equal votes or were the only two candidates, by lot.**

43.39.2.2 Nominations

- (a) Only a member or an authorised representative of a member of the Association shall be eligible for election as a member of the ~~National~~ **ARA** Council ~~and only a member or an authorised representative of a member of a Division shall be eligible for election as a member of that Division Council.~~
- (b) ~~Subject to Rule 43.2 hereof, a~~ **Any** member of the Association shall be entitled to nominate any other member for election **provided that the member and nominator are at the time of the nomination both in the same category of membership of the Association,** ~~provided that in Division elections members of a Division shall be entitled to nominate only other members of that Division.~~
- ~~(c) Only members elect of each Division Council shall be eligible to nominate to be nominated and to vote in the election of Division Office Bearers and National Council members from such Division.~~
- ~~(c)~~ **(e)** Only members - elect of the ~~National~~ **ARA** Council shall be eligible to nominate, - to be nominated and to vote in the election of National Office Bearers.
- ~~(e)~~ **(ed)** Nominations shall be in writing, giving the name and address of the nominee and shall be signed by the nominator and assented to in writing by the nominee.

~~43.3~~ Election of National Council

- ~~(a) Any national retailer member of the Association shall be entitled to nominate any other member in the nominating member's category as a member of the National Council in accordance with Rule 22.1 (b) except where a National Division has been formed for such category in which case the members to the National Council from that category shall be elected by the relevant National Division Council in accordance with the principles and procedures in these Rules.~~
- ~~(b) Each State Division Council shall be entitled to elect from its number no more than two single state retailers as members of the National Council in accordance with Rule 22.1(a).~~
- ~~Such election shall take place in accordance with the principles and procedures in these Rules.~~

~~43.4~~ Division Council Elections

~~Each Division Council shall be elected in accordance with the principles and procedures in Rules 43.1, 43.6 and 43.7 hereof.~~

4339.53 Election of Office Bearers

The National Office Bearers ~~and the Office Bearers of each Division~~ shall be elected in accordance with the principles and procedures in Rules 4339.1, 43-639.4 and 43-739.5 hereof.

43-639.4 Conduct of Election

Every election shall be conducted as follows:

(a) The ~~National ARA~~ Council ~~and each Division Council~~ shall appoint a Returning Officer not being the holder of any other office in and not being an employee of the Association, and who shall not be a candidate at the election. Such appointments shall be made at a ~~National ARA~~ Council meeting ~~and at each Division Council meeting~~ not later than June December in each alternate year commencing from 200276.

(b) Notice that an election will be held enclosing a nomination form and advising of the closing date for nominations shall be forwarded by the relevant Returning Officer as follows:

(i) Election of ~~Division ARA~~ Councils

The roll of voters for any ballot is to be closed fourteen (14) days before the day on which nominations for the election open.

Notice and nomination form to be posted to each member entitled to vote at the election, by 5-July 28 February in each alternate year commencing from 20027 and not less than fourteen (14) days nor more than twenty-eight (28) days before the closing date for nominations.

(ii) Election of ~~Division ARA~~ Office Bearers ~~and National Council members from Divisions~~

Notice and nomination form to be posted or handed to each member - elect of ~~the ARA Division~~ Council - within three (3) days after the declaration of the election of ~~each Division the ARA~~ Council and not more than seven (7) days before the closing date for nominations.

~~(iii) Election of National Council members from National Retailers~~

~~The roll of voters for any ballot is to be closed 14 days before the day on which nominations for the election open.~~

~~Notice and nomination form to be posted to each national retailer member entitled to vote at the election, by 5 August in each alternate year commencing from 2002 and not less than 14 days nor more than 28 days before the closing date for nominations.~~

~~(iv) Election of National Office Bearers~~

~~Notice and nomination form to be posted or handed to each member - elect of the National Council within three days after the declaration of the election of the National Council - and not more than 7 days before the closing date for nominations.~~

(c) If there be no more candidates than the number required to be elected those nominated shall be declared to be elected and if there be more candidates for any office than required

to be elected an election by secret ballot shall be held. Pending the declaration of the result of any such election the persons holding office shall retain office.

- (d) The Returning Officer shall issue the necessary ballot paper initialled by him/her, a declaration envelope and a prepaid envelope, both in the form prescribed by the *Workplace Relations (Registration and Accountability of Organisations) Regulations 2003*, in a sealed envelope to be handed or posted to each member entitled to vote **not less than fourteen (14) days before the closing date for voting**, ~~as follows:~~
- ~~(i) in the case of elections for Division Councils and National Council members from national retailer members not less than fourteen (14) days before the closing date for voting; and~~
- ~~(ii) in the case of all other elections not less than seven (7) days before the closing date for voting.~~
- (e) Such ballot paper shall set out:
- (i) the description and number of offices to be filled;
- (ii) the name of each candidate for each office to be filled;
- (iii) instructions that the voting member is to strike out from the ballot paper the name of each candidate for whom he does not desire to vote and thereafter to fold the ballot paper so that the marking thereon is not visible until unfolded; and
- (iv) the name and address of the Returning Officer to whom the ballot papers shall be returned, the closing date and the time for receipt of votes and instructions that the ballot papers shall be placed in the declaration envelope and returned to the Returning Officer in the prepaid envelope.
- (f) The ballot papers shall be placed in the declaration envelope and returned in the prepaid envelope to the Returning Officer on or before the closing date fixed for voting.
- (g) The non-receipt of a ballot paper by a member entitled to vote, or the non-return of a ballot paper or the return of a ballot paper improperly filled in or not enclosed in a sealed envelope, shall not invalidate the ballot. If the Returning Officer finds that a nomination is defective, he/she must, before rejecting the nomination, notify the person concerned of the defect and, where practicable, ~~give the person the opportunity of remedying the defect within such period as is applicable under these Rules, which period, where practicable, in the case of elections for Division Councils and election of National Council members by national retailers,~~ **give the person the opportunity of remedying the defect within a period of must be** not less than seven (7) days after the person is notified.
- (h) No voter shall vote for a greater or lesser number of candidates than the number directed on the ballot paper and any vote or ballot paper contrary to this provision or otherwise improperly filled in shall be informal.
- (i) The Returning Officer shall arrange for the use of a post office box or other receptacle to which ballot papers may be returned to him and arrange for the same not to be opened by any other person.
- (j) The Returning Officer shall count the votes indicated upon the ballot papers which are properly marked. The candidates who receive the greatest number of votes shall be progressively elected until all offices are filled.
- (k) If two or more candidates receive an equal number of votes and one or more of them has to be excluded, the Returning Officer shall decide by lot which of them shall be excluded.

- (l) The Returning Officer shall arrange for votes to be counted and shall within three days after the closing date for voting declare the result of the ballot to the members of the Association by post or in such manner as the ~~National~~ ARA Council may from time to time prescribe and the candidate or candidates declared elected shall assume office from the date of the next Annual General Meeting.
- (m) Every person concerned in the ballot shall ensure as far as practicable that no irregularity occurs in the ballot.

39.543.7 Scrutineers

- (a) Each candidate at any election shall have the right, if he/she so desires, to appoint before the closing of the ballot a scrutineer to represent him/her at the ballot; and shall give notice of any such appointment of a scrutineer in writing to the Returning Officer.
- (b) Every scrutineer shall, so far as is possible having regard to the time of his/her appointment have the following rights and duties:
 - (i) to be present with the Returning Officer when the ballot papers are being forwarded and to watch the interests of the person whom he/she represents; and
 - (ii) to be present with the Returning Officer when the ballot papers are opened and when the votes are counted and to watch the interests of the person whom he/she represents, but no election shall be vitiated by reason of the fact that a scrutineer does not exercise any all of his/her rights or duties if he has a reasonable opportunity to do so.
- (c) Scrutineers shall have the right to question the inclusion or exclusion of any ballot paper the decision of the Returning Officer shall, subject to the Workplace Relations Act be final.

Scrutineers may not remove, mark, alter or deface any ballot paper or other documents used in the ballot.

440 TRANSITIONAL COUNCIL

~~440.1 On and from the date upon which the amalgamation of the Retail Traders' Association of New South Wales and the Retail Traders' Association of Victoria takes effect and until the next election these rules are certified by the Australian Industrial Relations Commission, and until the next ARA Council election, which shall be held as soon as practicable;~~

~~(ai) A the Councillors including Advisory Councillors of the Retail Traders' Association of New South Wales, at the date of registration, shall become State Councillors and State Advisory Councillors respectively of the New South Wales Division of the Association and the Office Bearers of the Retail Traders Association of New South Wales, at the date of registration, shall become the Executive Committee of the New South Wales Division of the Association. Transitional Council of the ARA shall be formed from members of the National Council and State Councils in office immediately prior to the certification of these rules;~~

~~(bij) the Councillors of the Retail Traders Association of Victoria, at the date registration, shall become State Councillors of the Victorian Division of the Association and the Office Bearers of the Retail Traders Association of Victoria, at the date of registration, shall become the Executive Committee of the Victorian Division of the Association. Members of the National Council at the date of certification of the new rules shall nominate two (2) among the National Council members from New South Wales and two (2) from Victoria to join the Transitional ARA Council;~~

- ~~(iii) Members of the Victorian Council at the date of certification of the new rules shall nominate four (4) among the Victorian Council members to the Transitional ARA Council;~~
- ~~(iv) Members of the New South Wales Council at the date of the certification of the new rules shall nominate four (4) among the New South Wales Council members to join the Transitional ARA Council;~~
- ~~(v) In each other state where a State Council is operating at the date of the certification of the new rules, the members will nominate one (1) among State Council members to join the Transitional ARA Council.~~

~~44.2 On and from the date upon which the amalgamation of the Retail Traders' Association of New South Wales and the Retail Traders' Association of Victoria takes effect and until the next election~~

- ~~(a) the National Councillors of the Association shall be the following persons being the authorised representatives of members of either or both the Retail Traders Association of New South Wales and the Retail Traders Association of Victoria.~~

~~National Department Stores and National Discount Department Stores~~

- ~~Roger Corbett~~
- ~~Geoffrey Sadler~~
- ~~Peter Wilkinson~~

~~National Grocery Retailers or Wholesalers~~

~~(vacant)~~

~~National Specialty Chain Retailers~~

- ~~Antony Coote~~
- ~~Michael Howell~~
- ~~Hans Mueller~~
- ~~Peter Lenehan~~
- ~~Naomi Milgrom~~
- ~~(one position vacant)~~

~~Single State Retailers~~

~~New South Wales:~~

- ~~Bruce Treloar~~
- ~~Russell Zimmerman~~

~~Victoria:~~

- ~~Franz Madlener~~
- ~~Irene Goonan~~

~~In addition, the National Council shall comprise such persons who may be subsequently elected to fill any vacant positions and who may be elected on the establishment of State Divisions in Queensland, South Australia and Tasmania.~~

~~44.30.2 Casual Vacancies~~

~~Any casual vacancy occurring in the tTransitional National ARA Council of the Association or/a Division Council may be filled by the tTransitional National ARA Council or by a Division~~

~~Council as the case may be provided that any person chosen to fill a casual vacancy shall return his/her office so long only as the vacating member would have returned the same if no vacancy occurred.~~

40 -TRANSITIONAL ARRANGEMENTS

- 40.1** The provisions of this Rule shall prevail over any conflicting provisions in any other Rule.
- 40.2** In this Rule "Commencement Date" shall mean the date upon which certification of this Rule is granted by a Registrar under Schedule 1 of the Act.
- 40.3** On the Commencement Date, all offices existing under the Rules prior to the Commencement Date (including offices in Divisions) are abolished and all persons holding any such office shall cease to hold that office.
- 40.4** On and from the Commencement Date there shall be an ARA Transitional Council and the following persons, each of whom held an office in the ARA immediately prior to the Commencement Date, shall hold office as a member of that Council:

Name	Office previously held	Office held on Transitional Council
Joseph Briffa	Victoria Divisional Council member	Member, Victoria
Peter Ferne	National Council member	Member, Victoria
Roger Gillespie	National Council member	Member, Victoria
Peter Michael	Victoria Divisional Council member	Member, Victoria
Andrew Woodward	Victoria Divisional Council member	Member, Victoria
David Bracey	NSW Divisional Council member	Member, NSW
Vanessa Francis	NSW Divisional Council member	Member, NSW
Michael Leask	National Council member	Member, NSW
Aart Van Roest	National Council member	Member, NSW
Russell Zimmerman	National Council member	Member, NSW

and together the foregoing persons shall constitute the ARA Transitional Council PROVIDED THAT the said Council may, if it wishes, appoint two additional members to the Council within 60 days of the Commencement Date. If the Council does decide to appoint these two additional members each must have held office within the ARA immediately prior to the Commencement Date and one shall be a member from New South Wales while the other shall be a member from Victoria.

- 40.5** The persons appointed to the offices prescribed pursuant to Rule 40.4 shall hold office until their respective successors are declared elected in elections to be conducted under these Rules in 2007.
- 40.6** Any casual vacancy occurring in any office of the ARA Transitional Council may be filled by the remaining members of that Council from amongst members of the ARA willing to serve, provided that:
- (i) The member filling the vacancy is a member from the same State and the same category of member as the member vacating the office in question;
 - (ii) The member filling the casual vacancy shall hold office for so long only as that office could have been held by the member who vacated that office.
- 40.7** On the Commencement Date, the ARA Transitional Council may exercise all of the powers of the ARA Council as prescribed by these Rules, and any person appointed as an Office Bearer pursuant to Sub Rule 40.6 shall exercise all of the powers of the equivalent office under these Rules.
- 40.8** On the Commencement Date, all property and assets administered or controlled by a Division or the National Council of the ARA prior to the Commencement Date, shall be thereafter administered by the Transitional ARA Council in accordance with the Rules.

40.9 On the Commencement Date there shall be established the following State Advisory Committees:

(i) NSW;

(ii) Victoria

and the inaugural members of each such Committee shall be all those persons who held office in the NSW or Victoria Divisional Councils, as the case may be, immediately prior to the Commencement Date. Such Advisory Committees shall have the same role, and be subject to the same limitations, as apply to Advisory Committees appointed pursuant to Rule 25. Nothing in this Sub Rule shall prevent the ARA Transitional Council establishing such additional Divisions or Advisory Committees, or altering the membership of any Advisory Committee, as it thinks fit.

40.10 Each member of the ARA who was immediately before the Commencement Date a member of one of the then Divisions of the ARA shall remain listed in the records of the ARA as a member of the Division for administrative purposes only, but after the Commencement Date all members shall for the purposes of the Act and the Rules of the ARA be regarded together as the members of the ARA to whom the ARA Transitional Council and, when elected in 2007, the ARA Council, is directly responsible.

40.11 On the Commencement Date and until otherwise determined in accordance with these Rules, the subscription payable by each member of the ARA shall continue to be that which was payable immediately before that date.

40.12 Nominations for elections of the officers of the ARA Council to replace the officers forming the ARA Transitional Council shall be called by the returning officer not later than 28 February 2007, and such elections shall be conducted in accordance with the provisions of Rule 39 of these Rules.

Schedule 1

Australian Retailers Association

FORM OF PROXY

I,.....being a member of

Australian Retailers Association, ~~and the.....Division or Divisions of such Association,~~ do hereby appoint.....

of (Company/Firm).....

as my proxy to vote for me on my behalf at the..... General

Meeting of the Association to be held on theday of..... 19..., and at any adjournment thereof.

As witness my hand thisday of 19...,

Signed by the said.....

in the presence of..... **Division**

FORM OF PROXY

I,.....

.....being a member of

..... **Division of Australian Retailers Association,** do

hereby appoint of (Company/Firm)

.....as my proxy to vote for me on my behalf at the.....

General Meeting of theDivision of the Association, to be

held on the day of19..., and at any adjournment thereof.

As witness my hand this day of..... 19...

Signed by the said.....

in the presence of.....

This proxy must be received by the **ARA National or Division** Secretary (~~as the case requires~~) at least twenty-four hours before the time of holding the meeting at which the person named in such instrument proposes to vote.

~~RULES OF
AUSTRALIAN RETAILERS ASSOCIATION
NEW SOUTH WALES DIVISION~~

~~1--NAME~~

~~The name of the Division is the "Australian Retailers Association—New South Wales Division".~~

~~2--INTERPRETATION~~

~~In the interpretation of these Rules the following words and expressions shall have the following meaning hereinafter specified, unless the context otherwise requires:~~

~~"Advisory Councillor" means a person appointed in accordance with Rule 5.3.~~

~~"The Association" means the Australian Retailers Association.~~

~~"The Division" means the Australian Retailers Association—New South Wales Division.~~

~~"National Rules" means the Rules of the Australian Retailers Association.~~

~~3--APPLICATION~~

~~These Rules apply to and are binding on all members of the Division being those members of the Organisation carrying on business within the State of New South Wales~~

~~4--OFFICE~~

~~The office of the Division shall be at Level 2, 20 York Street, Sydney, New South Wales or at such other place as the Division Council may determine.~~

~~5--MANAGEMENT~~

~~5.1—The management of the business and control of the Division shall be vested in the Division Council, subject to Rule 27.1 of the National Rules.~~

~~5.2—The powers of the Division Council shall be as prescribed by Rule 27.2 of the National Rules.~~

~~5.3—The Division Council shall comprise no more than 25 members elected in accordance with Rule 43 of the National Rules with at least 5 (or such lesser number as shall have been nominated) members who carry on business outside the County of Cumberland, the County of Northumberland, the City of Greater Wollongong and the City of Newcastle.~~

~~—Provided that at any time the Division Council may by resolution appoint additional Councillors who shall be termed "Advisory Councillors". There shall be no more than six Advisory Councillors at any one time. Advisory Councillors shall retain their appointment until the Division Councillors are next declared elected, but may be removed by the Division Council by resolution at any time. An Advisory Councillor shall have no vote on questions arising at any meeting of the Division Council.~~

~~5.4—There shall be a Division Executive comprising the Division President, 4 Vice Presidents and the Division Secretary-Treasurer.~~

7 - ASSOCIATES AND SUBSCRIBERS

~~The Division Executive Committee shall be regarded as the Division Council's deputy with authority to act in all matters within the policy defined by the Division Council and within the powers of the National Council. It shall deal with all matters referred to it by these Rules or by the Division Council and shall have discretionary power to deal with other matters of an urgent character arising between meetings of the Division Council.~~

6 - AFFILIATED ASSOCIATIONS

~~6.1 Any registered industrial union of employers in the Commonwealth of Australia or unregistered trade association in the Commonwealth of Australia engaged in the industry defined in Rule 6 of the National Rules which desires to be admitted to membership as an affiliated association shall complete a form of application bearing the correct name and address of the applicant and the signature of an authorised officer of such applicant. The form of application for membership of the Division as an affiliated association shall be submitted to the Division Council and prior to consideration of such application the Division Secretary Treasurer shall cause the applicant to be informed in writing of the financial obligations arising from affiliation and the circumstances and the manner in which the affiliation may be terminated. The Division Council may approve or reject an application and may attach such conditions to its approval as it sees fit. It may adjourn from time to time consideration of an affiliated application.~~

~~6.2 Each affiliated association shall be entitled to send two representatives to attend all General Meetings of the Division and such representatives shall be entitled to exercise the same rights and privileges as any ordinary member at such General Meetings, provided always that only one such representative shall have the right to vote on any ballot, and the Chair of the meeting shall be notified prior to the taking of a ballot, which representative will vote on behalf of an affiliated association.~~

7 - ASSOCIATES AND SUBSCRIBERS

7.1 Associates

~~An individual, firm, corporation or other entity whether incorporated or unincorporated which is not eligible for membership of the Association may be admitted as an Associate to the Division if in the opinion of the Division Council he/she or his/her business has an interest in or in connection with the retail industry.~~

~~7.2 Each Associate shall be entitled to send a representative to attend any general meeting of the Division but neither an Associate nor its representative shall be entitled to vote or speak at any meeting or to hold office in the Division or to take part in any election under these Rules or to take part in the affairs of the Division otherwise than to receive notices of and be present at meetings of the Division.~~

7.3 Subscribers

~~An individual, firm, corporation or other entity whether incorporated or unincorporated operating in the retail industry may be admitted as a Subscriber upon such fee and such terms as determined by the National Council or a Division Council as the case requires.~~

~~7.4 Each Subscriber shall be entitled to send a representative to attend any general meeting of the Division but neither a Subscriber nor its representative shall be entitled to vote or speak at any meeting or to hold office in the Division or to take part in any election under these Rules or to take part in the affairs of the Division otherwise than to receive notices of and be present at meetings of the Division.~~

~~8 - GENERAL MEETINGS~~

~~8.1 Annual General Meeting~~

- ~~(a) The Annual General Meeting shall be held in each year during such month as the Division Council may direct.~~
- ~~(b) The business of the Annual General Meeting shall be:
 - ~~(1) the reception, discussion and consideration of the accounts, balance sheet and ordinary reports of the Division Council any Committee instructed to report to such meeting and of the Auditors;~~
 - ~~(2) to announce the election of members of the Division Council in place of those retiring;~~
 - ~~(3) to elect the Auditors of the Division for the ensuing year and fix the remuneration of the Auditors; and~~
 - ~~(4) any other business which under these rules ought to be transacted at the annual general meeting.~~~~
- ~~(c) All other business transacted at the annual general meeting and all business transacted at general meetings (other than the annual general meeting) which shall be called special general meetings shall be deemed special.~~

~~8.2 Special General Meeting~~

- ~~(a) The Division Council whenever it thinks fit and it shall upon the requisition made in writing and signed by any ten or more members convene a special general meeting.~~
- ~~(b) Any requisition made by the members shall express the object of the meeting proposed to be called and shall be left at the registered office of the Division. The meeting shall be convened for the purposes specified in the requisition and if convened otherwise than by the Division Council for those purposes only.~~
- ~~(c) Upon the receipt of such requisition the Division Council shall forthwith proceed to convene a general meeting and if it does not proceed to convene the same within thirty days from the date of receipt of the requisition the requisitionists or any other ten (10) members may themselves convene a meeting but any meeting so convened shall not be held after sixty (60) days from the receipt of such requisition.~~

~~8.3 Proceedings at General Meetings~~

- ~~(a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided ten (10) members personally present shall be a quorum.~~
- ~~(b) If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place; and if at the adjourned meeting a quorum of members is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.~~
- ~~(c) The President, or in his/her absence, a Vice President shall chair every general meeting of the Division. If at any such meeting neither the President nor a Vice President is present~~

9 - DIVISION COUNCIL MEETINGS

within fifteen (15) minutes after the time appointed for the meeting, or is unwilling to chair the meeting, the members present shall choose one of their number to be Chair.

- ~~(d) At any general meeting a resolution put the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the results of the show of hands) demanded by at least five members, and unless a poll is so demanded a declaration by the Chair that a resolution has, on the show of hands, been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book of proceedings of the Division shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.~~
- ~~(e) If a poll is duly demanded, it shall be taken in such a manner as the Chair directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The admissibility of any vote may be determined by the Chair.~~
- ~~(f) In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.~~
- ~~(g) A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll on any other question shall be taken at such time during the meeting as the Chair of the meeting directs. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A demand for a poll may be withdrawn.~~
- ~~(h) On a show of hands or on a poll every member present in person or by his duly appointed representative as herein provided shall have one (1) vote.~~
- ~~(i) Votes may be given either personally or by representative or proxy. The representative or proxy shall be appointed in accordance with Schedule 1 or as otherwise approved by the Division Council.~~
- ~~(j) A member or an authorised representative of a member of the Division may appoint any partner, director, general manager, secretary, senior executive officer or proprietor of the member or the member's business to act as his/her proxy at any meeting of the Division. The instrument appointing a proxy shall be received by the Division Secretary Treasurer at least twenty four (24) hours before the time of holding the meeting at which the person named in such instrument proposes to vote.~~
- ~~(k) Whenever a ballot of members of the Division is to be taken for the purpose of submitting the matter to a vote to the members of the Division or of a section or division of the Association, the Division Secretary Treasurer shall notify every member concerned of the meeting at which the vote is to take place or of the arrangements for any ballot which is to be held by post and shall ensure that every financial member concerned be given the opportunity of voting at such meeting or ballot.~~
- ~~(l) No member shall be entitled to vote at any general meeting unless all moneys presently payable by him/her to the Association have been paid.~~

9 - DIVISION COUNCIL MEETINGS

~~9.1 The Division Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it sees fit, but, unless otherwise decided by the Division Council, shall meet not less than 10 times a year. Without limiting the discretion of the Division Council to regulate its meetings the members of the Division Council may, if they think fit, confer by any means of instantaneous audio or audio/visual communication and a resolution passed by such a conference shall, notwithstanding that the members of the Division Council are not present together in one~~

10 - NOTICE OF MEETINGS

~~place at the time of the conference, be deemed to have passed at a meeting of the Division Council held on the day on which and at the time at which the conference was held provided that:~~

~~———— (a) ——— reasonable steps shall have been taken to give prior notice of the conference to all members of the Division Council for the time being entitled to receive notice of a meeting of the Division Council; and~~

~~———— (b) ——— each of the members of the Division Council participating in the conference shall be able to hear each of the other members participating in the conference.~~

~~9.2 ——— Questions arising at any meeting of the Division Council shall be decided by a majority of votes and a determination by a majority of the members of the Division Council shall for all purposes be deemed a determination of the Division Council. In the case of an equality of votes the Chair of the meeting shall have a second and casting vote.~~

~~9.3 ——— The quorum necessary for the transaction of the business of the Division Council shall be six.~~

~~9.4 ——— The continuing members of the Division Council may act notwithstanding any casual vacancy in the Division Council, but if and so long as their number is reduced below the number fixed by these Rules as the minimum number of members of the Division Council, the continuing members may act for the purpose of increasing the number of members of the Division Council to that number or of summoning a general meeting of the Division, but for no other purpose.~~

~~9.5 ——— The President or a Vice President shall preside at meetings of the Division Council but if no such chair is present within five minutes after the time appointed for the meeting the members present may choose one of their number to chair the meeting.~~

~~9.6 ——— The Division Council shall cause minutes to be made:~~

~~———— (a) ——— of all appointments of officers;~~

~~———— (b) ——— of the names of all members and members of the Division Council present at all meetings of the Division and of the Division Council; and~~

~~———— (c) ——— of all proceedings at all meetings of the Division and the Division Council.~~

~~———— Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.~~

~~9.7 ——— Subcommittees and Advisory Committees~~

~~———— A subcommittee or advisory committee established by the Division Council in accordance with these Rules may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members thereof present, and in the case of an equality of votes the Chair of the meeting shall have a second or casting vote. A subcommittee or advisory committee shall report to the Division Council as the Division Council deems fit, and the Division Council may consider, approve, amend, reject or veto resolutions or decisions of such subcommittees or advisory committees.~~

10 - NOTICE OF MEETINGS

~~10.1 ——— A notice may be served by the Division upon any member either personally or by sending it through the post in a prepaid envelope or wrapper or by facsimile or electronic mail addressed to such member at his registered place of address.~~

~~———— Each member shall notify to the Division Secretary Treasurer an address which shall be deemed his/her registered address for the purpose of these Rules.~~

14 - ALTERATION OF RULES

~~10.2 Any notice sent by post shall be deemed to have been served:~~

~~(a) in the case of a letter, envelope or wrapper on the day following that on which the letter, envelope or wrapper containing the same is posted.~~

~~(b) in the case of facsimile or electronic mail on the day it was sent.~~

~~In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and stamped and put into the post office or in the case of a facsimile or electronic mail message properly sent. A certificate in writing signed by the Division Secretary-Treasurer that the letter, envelope or wrapper containing the notice was so addressed, stamped and posted or in the case of a facsimile or electronic mail message that the same was properly sent shall be conclusive evidence thereof.~~

~~10.3 The signature to any notice to be given by the Division may be written or printed.~~

11 - DUTIES OF PRESIDENT

~~The Division President in all official relations of the Division shall take precedence over all other members of the Division Council. If the Division President shall be unable at any time to perform his/her duties, such duties shall be undertaken by one of the Division Vice Presidents in accordance with Rule 25 of the National Rules. Each of the Division Vice Presidents shall give to the Division President such assistance in carrying out his/her duties as he/she shall require.~~

12 - CASUAL VACANCY

~~Any casual vacancy occurring on the Division Council may be filled by the Division Council, provided that any person chosen to fill a casual vacancy shall retain his/her office so long only as the vacating member would have retained the same if no vacancy occurred.~~

13 - VACATION OF OFFICE

~~The office of a member of the Division Council shall be vacated:~~

~~(a) if he/she shall cease to be a member of the Division or to be an authorised representative of a member;~~

~~(b) if he/she is absent from three consecutive meetings of the Division Council without special leave of absence from the Division Council and the Division Council resolves that his/her office be vacated;~~

~~(c) if he/she retires from office; or~~

~~(d) if in the opinion of the majority of members voting at a general meeting or the majority of the Division Council voting at a Division Council meeting he/she is guilty of misappropriation of the funds of the Association or a substantial breach of the rules of the Association, or of gross misbehaviour or gross neglect of duty, providing the person concerned has been given adequate opportunity to attend such meeting and be heard in his/her defence.~~

14 - ALTERATION OF RULES

~~14.1 Subject to Rule 30 of the National Rules these Rules may be altered from time to time by resolution passed at a general meeting provided that at least 21 days' notice in writing of the proposed amendments shall have been sent to all members.~~

~~14.2 Alterations to these Rules shall not be inconsistent with the National Rules and shall nor be effective without the prior consent in writing of the National Council. No such rule shall be made, altered or rescinded unless by a majority at a poll or ballot taken at a Special General Meeting of~~

16 - DIVISION SECRETARY-TREASURER

~~the Division called for that purpose at the request of the Division Council or on a requisition signed by at least twenty five (25) members, and of which seven days' notice in writing shall have been given to all members of the Division containing full particulars of all proposed rules, alterations or rescissions of such rules. The consent in writing of the National Council required by this Rule shall be obtained before any motion to make, alter or rescind any rule is put to a special General Meeting of members of a Division.~~

15 - DIVISION ACCOUNTS

~~15.1 Subject to the general control of the National Council, the funds and property of the Association being held or used by the Division shall be under the control of the Division Council.~~

~~15.2 The Division Secretary Treasurer shall in accordance with these Rules cause the books of account to be maintained completely written up as herein before required and at the end of each financial year of the Division, shall cause to be prepared a Financial Report, including statement of income and expenditure and a Balance Sheet for such financial year, which shall be submitted to the Division Council for its approval and then to the Auditors of the Division not later than the fourteenth day prior to the Annual General Meeting of the Division.~~

~~15.3 The Division Secretary Treasurer shall receive and examine all accounts against the Division, and shall submit them to the Division Council at its next meeting after such account shall have been received and with such comments and memoranda with regard thereto as to him/her may seem proper.~~

~~15.4 Cheques shall be signed by such persons as may from time to time be authorised by the Division Council in that behalf.~~

~~15.5 It shall be the duty of the Division Secretary Treasurer to certify as to the correctness of accounts for payment, and no statement of receipt and expenditure or balance sheet shall be submitted to any meeting of the Division unless the same shall have first been certified as correct by him/her.~~

16 - DIVISION SECRETARY-TREASURER

~~16.1 The Division Secretary Treasurer, in addition to duties elsewhere specified in these Rules shall cause to be kept:~~

~~(a) a faithful record of the business transacted at all meetings of the Division, or any Committee thereof; and~~

~~(b) a register of members of the Division and their addresses.~~

~~16.2 The Division Secretary Treasurer shall cause to be issued:~~

~~(a) notices of all resolutions, decisions, agreements and of all meetings connected with the Division; and~~

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

~~16.3 The Division Secretary Treasurer shall cause:~~

~~(a) copies of the minutes taken at all meetings of the Division Council or any Committees thereof to be forwarded to the National Secretary Treasurer and to the Division Secretary Treasurer of each other Division of the Association;~~

~~(b) the annual accounts of the Division to be submitted to the National Council and such financial statements as the National Council may from time to time require;~~

- ~~(c) — details of all alterations or additions to or deletions from the Division register of members of his/her Division to be forwarded to the National Secretary Treasurer in writing within seven (7) days of any such alteration, addition or deletion and to the Division Secretary-Treasurer of each other Division of the Association; and~~
 - ~~(d) — any notice or document served on the Division in relation to any matter under the Workplace Relations Act 1996 or any award made thereunder to be forwarded forthwith to the National Secretary Treasurer.~~
- ~~16.4 — He/she is hereby authorised on behalf of the Division to bring or defend, or cause to be brought or defended, any action, prosecution or complaint in any Court of Law and/or Arbitration touching or concerning any property or any right or claim to property of the Division, and in particular to sue for or institute proceedings in respect of arrears of contributions, subscriptions, fees, levies, fines or any other moneys payable by members to the Division. He/she, and any member of the salaried staff of the Division, to whom he/she delegates authority, is also authorised to represent and appear on behalf of the Division and any member thereof in any such Court in any proceedings concerning the Association or any member thereof.~~

~~RULES OF
AUSTRALIAN RETAILERS ASSOCIATION
VICTORIA DIVISION~~

~~1 - NAME~~

~~The name of the Division is the "Australian Retailers Association—Victoria Division".~~

~~2 - INTERPRETATION~~

~~In the interpretation of these Rules the following words and expressions shall have the following meaning hereinafter specified, unless the context otherwise requires:~~

~~"The Association" means the Australian Retailers Association.~~

~~"The Division" means the Australian Retailers Association—Victoria Division.~~

~~"National Rules" means the Rules of the Australian Retailers Association.~~

~~3 - APPLICATION~~

~~These Rules apply to and are binding on all members of the Division being those members of the Organisation carrying on business within the State of Victoria~~

~~4 - OFFICE~~

~~The office of the Division shall be at Level 2, 104 Franklin Street, Melbourne or at such other place as the Division Council may determine.~~

~~5 - MANAGEMENT~~

~~5.1 The management of the business and control of the Division shall be vested in the Division Council, subject to Rule 27.1 of the National Rules.~~

~~5.2 The powers of the Division Council shall be as prescribed by Rule 27.2 of the National Rules.~~

~~5.3 The Division Council shall comprise no more than 30 members elected in accordance with Rule 43 of the National Rules at least 5 (or such lesser number as shall have been nominated) of whom shall be members or properly authorised representatives of members carrying on business outside the areas set out in the schedule to the Public Holidays Act 1993 of Victoria (as amended from time to time).~~

~~— Provided that at any time the Division Council may by resolution appoint additional Councillors who shall be termed "Advisory Councillors". There shall be no more than six Advisory Councillors at any one time. Advisory Councillors shall retain their appointment until the Division Councillors are next declared elected, but may be removed by the Division Council by resolution at any time. An Advisory Councillor shall have no vote on questions arising at any meeting of the Division Council.~~

~~5.4 There shall be a Division Executive comprising the Division President, 2 Vice Presidents and the Division Secretary Treasurer.~~

7 - ASSOCIATES AND SUBSCRIBERS

~~The Division Executive Committee shall be regarded as the Division Council's deputy with authority to act in all matters within the policy defined by the Division Council and within the powers of the National Council. It shall deal with all matters referred to it by these Rules or by the Division Council and shall have discretionary power to deal with other matters of an urgent character arising between meetings of the Division Council.~~

6 - AFFILIATED ASSOCIATIONS

6.1 ~~Any registered industrial union of employers in the Commonwealth of Australia or unregistered trade association in the Commonwealth of Australia engaged in the industry defined in Rule 6 of the National Rules which desires to be admitted to membership as an affiliated association shall complete a form of application bearing the correct name and address of the applicant and the signature of an authorised officer of such applicant. The form of application for membership of the Division as an affiliated association shall be submitted to the Division Council and prior to consideration of such application the Division Secretary Treasurer shall cause the applicant to be informed in writing of the financial obligations arising from affiliation and the circumstances and the manner in which the affiliation may be terminated. The Division Council may approve or reject an application and may attach such conditions to its approval as it sees fit. It may adjourn from time to time consideration of an affiliated application.~~

6.2 ~~Each affiliated association shall be entitled to send two representatives to attend all General Meetings of the Division and such representatives shall be entitled to exercise the same rights and privileges as any ordinary member at such General Meetings, provided always that only one such representative shall have the right to vote on any ballot, and the Chair of the meeting shall be notified prior to the taking of a ballot, which representative will vote on behalf of an affiliated association.~~

7 - ASSOCIATES AND SUBSCRIBERS

7.1 Associates

~~An individual, firm, corporation or other entity whether incorporated or unincorporated which is not eligible for membership of the Association may be admitted as an Associate to the Division if in the opinion of the Division Council he/she or his/her business has an interest in or in connection with the retail industry.~~

7.2 ~~Each Associate shall be entitled to send a representative to attend any general meeting of the Division but neither an Associate nor its representative shall be entitled to vote or speak at any meeting or to hold office in the Division or to take part in any election under these Rules or to take part in the affairs of the Division otherwise than to receive notices of and be present at meetings of the Division.~~

7.3 Subscribers

~~An individual, firm, corporation or other entity whether incorporated or unincorporated operating in the retail industry may be admitted as a Subscriber upon such fee and such terms as determined by the National Council or a Division Council as the case requires.~~

7.4 ~~Each Subscriber shall be entitled to send a representative to attend any general meeting of the Division but neither a Subscriber nor its representative shall be entitled to vote or speak at any meeting or to~~

~~hold office in the Division or to take part in any election under these Rules or to take part in the affairs of the Division otherwise than to receive notices of and be present at meetings of the Division.~~

8 - GENERAL MEETINGS

8.1 Annual General Meeting

- ~~(a) The Annual General Meeting shall be held in each year during such month as the Division Council may direct.~~
- ~~(b) The business of the Annual General Meeting shall be:
 - ~~(1) the reception, discussion and consideration of the accounts, balance sheet and ordinary reports of the Division Council any Committee instructed to report to such meeting and of the Auditors;~~
 - ~~(2) to announce the election of members of the Division Council in place of those retiring;~~
 - ~~(3) to elect the Auditors of the Division for the ensuing year and fix the remuneration of the Auditors; and~~
 - ~~(4) any other business which under these rules ought to be transacted at the annual general meeting.~~~~
- ~~(c) All other business transacted at the annual general meeting and all business transacted at general meetings (other than the annual general meeting) which shall be called special general meetings shall be deemed special.~~

8.2 Special General Meeting

- ~~(a) The Division Council whenever it thinks fit and it shall upon the requisition made in writing and signed by any ten or more members convene a special general meeting.~~
- ~~(b) Any requisition made by the members shall express the object of the meeting proposed to be called and shall be left at the registered office of the Division. The meeting shall be convened for the purposes specified in the requisition and if convened otherwise than by the Division Council for those purposes only.~~
- ~~(c) Upon the receipt of such requisition the Division Council shall forthwith proceed to convene a general meeting and if it does not proceed to convene the same within thirty days from the date of receipt of the requisition the requisitionists or any other ten (10) members may themselves convene a meeting but any meeting so convened shall not be held after sixty (60) days from the receipt of such requisition.~~

8.3 Proceedings at General Meetings

- ~~(a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided ten (10) members personally present shall be a quorum.~~
- ~~(b) If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place; and if at the adjourned meeting a quorum of members is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.~~
- ~~(c) The President, or in his/her absence, a Vice President shall chair every general meeting of the Division. If at any such meeting neither the President nor a Vice President is present~~

9 - DIVISION COUNCIL MEETINGS

within fifteen (15) minutes after the time appointed for the meeting, or is unwilling to chair the meeting, the members present shall choose one of their number to be Chair.

- ~~(d) At any general meeting a resolution put the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the results of the show of hands) demanded by at least five members, and unless a poll is so demanded a declaration by the Chair that a resolution has, on the show of hands, been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book of proceedings of the Division shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.~~
- ~~(e) If a poll is duly demanded, it shall be taken in such a manner as the Chair directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The admissibility of any vote may be determined by the Chair.~~
- ~~(f) In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.~~
- ~~(g) A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll on any other question shall be taken at such time during the meeting as the Chair of the meeting directs. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A demand for a poll may be withdrawn.~~
- ~~(h) On a show of hands or on a poll every member present in person or by his duly appointed representative as herein provided shall have one (1) vote.~~
- ~~(i) Votes may be given either personally or by representative or proxy. The representative or proxy shall be appointed in accordance with Schedule 1 or as otherwise approved by the Division Council.~~
- ~~(j) A member or an authorised representative of a member of the Division may appoint any partner, director, general manager, secretary, senior executive officer or proprietor of the member or the member's business to act as his/her proxy at any meeting of the Division. The instrument appointing a proxy shall be received by the Division Secretary Treasurer at least twenty four (24) hours before the time of holding the meeting at which the person named in such instrument proposes to vote.~~
- ~~(k) Whenever a ballot of members of the Division is to be taken for the purpose of submitting the matter to a vote to the members of the Division or of a section or division of the Association, the National Secretary Treasurer shall notify every member concerned of the meeting at which the vote is to take place or of the arrangements for any ballot which is to be held by post and shall ensure that every financial member concerned be given the opportunity of voting at such meeting or ballot.~~
- ~~(l) No member shall be entitled to vote at any general meeting unless all moneys presently payable by him/her to the Association have been paid.~~

9 - DIVISION COUNCIL MEETINGS

~~9.1 The Division Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it sees fit, but, unless otherwise decided by the Division Council, shall meet not less than 4 times a year. Without limiting the discretion of the Division Council to regulate its meetings the members of the Division Council may, if they think fit, confer by any means of instantaneous audio or audio/visual communication and a resolution passed by such a conference shall, notwithstanding that the members of the Division Council are not present together in one~~

10 - NOTICE OF MEETINGS

~~place at the time of the conference, be deemed to have passed at a meeting of the Division Council held on the day on which and at the time at which the conference was held provided that:~~

~~———— (a) ——— reasonable steps shall have been taken to give prior notice of the conference to all members of the Division Council for the time being entitled to receive notice of a meeting of the Division Council; and~~

~~———— (b) ——— each of the members of the Division Council participating in the conference shall be able to hear each of the other members participating in the conference.~~

~~9.2 ——— Questions arising at any meeting of the Division Council shall be decided by a majority of votes and a determination by a majority of the members of the Division Council shall for all purposes be deemed a determination of the Division Council. In the case of an equality of votes the Chair of the meeting shall have a second and casting vote.~~

~~9.3 ——— The quorum necessary for the transaction of the business of the Division Council shall be six.~~

~~9.4 ——— The continuing members of the Division Council may act notwithstanding any casual vacancy in the Division Council, but if and so long as their number is reduced below the number fixed by these Rules as the minimum number of members of the Division Council, the continuing members may act for the purpose of increasing the number of members of the Division Council to that number or of summoning a general meeting of the Division, but for no other purpose.~~

~~9.5 ——— The President or a Vice President shall preside at meetings of the Division Council but if no such chair is present within five minutes after the time appointed for the meeting the members present may choose one of their number to chair the meeting.~~

~~9.6 ——— The Division Council shall cause minutes to be made:~~

~~———— (a) ——— of all appointments of officers;~~

~~———— (b) ——— of the names of all members and members of the Division Council present at all meetings of the Division and of the Division Council; and~~

~~———— (c) ——— of all proceedings at all meetings of the Division and the Division Council.~~

~~———— Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.~~

~~9.7 ——— Subcommittees and Advisory Committees~~

~~———— A subcommittee or advisory committee established by the Division Council in accordance with these Rules may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members thereof present, and in the case of an equality of votes the Chair of the meeting shall have a second or casting vote. A subcommittee or advisory committee shall report to the Division Council as the Division Council deems fit, and the Division Council may consider, approve, amend, reject or veto resolutions or decisions of such subcommittees or advisory committees.~~

10 - NOTICE OF MEETINGS

~~10.1 ——— A notice may be served by the Division upon any member either personally or by sending it through the post in a prepaid envelope or wrapper or by facsimile or electronic mail addressed to such member at his registered place of address.~~

~~———— Each member shall notify to the Division Secretary-Treasurer an address which shall be deemed his/her registered address for the purpose of these Rules.~~

14 - ALTERATION OF RULES

~~10.2 Any notice sent by post shall be deemed to have been served:~~

~~(a) in the case of a letter, envelope or wrapper on the day following that on which the letter, envelope or wrapper containing the same is posted.~~

~~(b) in the case of facsimile or electronic mail on the day it was sent.~~

~~In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and stamped and put into the post office or in the case of a facsimile or electronic mail message properly sent. A certificate in writing signed by the Division Secretary-Treasurer that the letter, envelope or wrapper containing the notice was so addressed, stamped and posted or in the case of a facsimile or electronic mail message that the same was properly sent shall be conclusive evidence thereof.~~

~~10.3 The signature to any notice to be given by the Division may be written or printed.~~

11 - DUTIES OF PRESIDENT

~~The Division President in all official relations of the Division shall take precedence over all other members of the Division Council. If the Division President shall be unable at any time to perform his/her duties, such duties shall be undertaken by one of the Division Vice Presidents in accordance with Rule 25 of the National Rules. Each of the Division Vice Presidents shall give to the Division President such assistance in carrying out his/her duties as he/she shall require.~~

12 - CASUAL VACANCY

~~Any casual vacancy occurring on the Division Council may be filled by the Division Council, provided that any person chosen to fill a casual vacancy shall retain his/her office so long only as the vacating member would have retained the same if no vacancy occurred.~~

13 - VACATION OF OFFICE

~~The office of a member of the Division Council shall be vacated:~~

~~(a) if he/she shall cease to be a member of the Division or to be an authorised representative of a member;~~

~~(b) if he/she is absent from three consecutive meetings of the Division Council without special leave of absence from the Division Council and the Division Council resolves that his/her office be vacated;~~

~~(c) if he/she retires from office; or~~

~~(d) if in the opinion of the majority of members voting at a general meeting or the majority of the Division Council voting at a Division Council meeting he/she is guilty of misappropriation of the funds of the Association or a substantial breach of the rules of the Association, or of gross misbehaviour or gross neglect of duty, providing the person concerned has been given adequate opportunity to attend such meeting and be heard in his/her defence.~~

14 - ALTERATION OF RULES

~~14.1 Subject to Rule 30 of the National Rules these Rules may be altered from time to time by resolution passed at a general meeting provided that at least 21 days' notice in writing of the proposed amendments shall have been sent to all members.~~

~~14.2 Alterations to these Rules shall not be inconsistent with the National Rules and shall nor be effective without the prior consent in writing of the National Council. No such rule shall be~~

16 - DIVISION SECRETARY-TREASURER

~~made, altered or rescinded unless by a majority at a poll or ballot taken at a Special General Meeting of the Division called for that purpose at the request of the Division Council or on a requisition signed by at least twenty five (25) members, and of which seven days' notice in writing shall have been given to all members of the Division containing full particulars of all proposed rules, alterations or rescissions of such rules. The consent in writing of the National Council required by this Rule shall be obtained before any motion to make, alter or rescind any rule is put to a special General Meeting of members of a Division.~~

15 - DIVISION ACCOUNTS

~~15.1 Subject to the general control of the National Council, the funds and property of the Association being held or used by the Division shall be under the control of the Division Council.~~

~~15.2 The Division Secretary Treasurer shall in accordance with these Rules cause the books of account to be maintained completely written up as herein before required and at the end of each financial year of the Division, shall cause to be prepared a Financial Report, including statement of income and expenditure and a Balance Sheet for such financial year, which shall be submitted to the Division Council for its approval and then to the Auditors of the Division not later than the fourteenth day prior to the Annual General Meeting of the Division.~~

~~15.3 The Division Secretary Treasurer shall receive and examine all accounts against the Division, and shall submit them to the Division Council at its next meeting after such account shall have been received and with such comments and memoranda with regard thereto as to him/her may seem proper.~~

~~15.4 Cheques shall be signed by such persons as may from time to time be authorised by the Division Council in that behalf.~~

~~15.5 It shall be the duty of the Division Secretary Treasurer to certify as to the correctness of accounts for payment, and no statement of receipt and expenditure or balance sheet shall be submitted to any meeting of the Division unless the same shall have first been certified as correct by him/her.~~

16 - DIVISION SECRETARY-TREASURER

~~16.1 The Division Secretary Treasurer, in addition to duties elsewhere specified in these Rules shall cause to be kept:~~

~~—— (a) a faithful record of the business transacted at all meetings of the Division, or any Committee thereof; and~~

~~—— (b) a register of members of the Division and their addresses.~~

~~16.2 The Division Secretary Treasurer shall cause to be issued:~~

~~—— (a) notices of all resolutions, decisions, agreements and of all meetings connected with the Division; and~~

~~—— (b) all notices and returns required to be given by or on behalf of the Division under any Act of Parliament.~~

~~16.3 The Division Secretary Treasurer shall cause:~~

~~—— (a) copies of the minutes taken at all meetings of the Division Council or any Committees thereof to be forwarded to the National Secretary Treasurer and to the Division Secretary Treasurer of each other Division of the Association;~~

~~—— (b) the annual accounts of the Division to be submitted to the National Council and such financial statements as the National Council may from time to time require;~~

~~(e) details of all alterations or additions to or deletions from the Division register of members of his/her Division to be forwarded to the National Secretary Treasurer in writing within seven (7) days of any such alteration, addition or deletion and to the Division Secretary-Treasurer of each other Division of the Association; and~~

~~(d) any notice or document served on the Division in relation to any matter under the Workplace Relations Act 1996 or any award made thereunder to be forwarded forthwith to the National Secretary Treasurer.~~

~~16.4 He/she is hereby authorised on behalf of the Division to bring or defend, or cause to be brought or defended, any action, prosecution or complaint in any Court of Law and/or Arbitration touching or concerning any property or any right or claim to property of the Division, and in particular to sue for or institute proceedings in respect of arrears of contributions, subscriptions, fees, levies, fines or any other moneys payable by members to the Division. He/she, and any member of the salaried staff of the Division, to whom he/she delegates authority, is also authorised to represent and appear on behalf of the Division and any member thereof in any such Court in any proceedings concerning the Association or any member thereof.~~

~~RULES OF
AUSTRALIAN RETAILERS ASSOCIATION~~

~~TASMANIA DIVISION~~

~~1 - NAME~~

~~The name of the Division is the "Australian Retailers Association Tasmania Division".~~

~~2 - INTERPRETATION~~

~~In the interpretation of these Rules the following words and expressions shall have the following meaning hereinafter specified, unless the context otherwise requires:~~

~~"Advisory Councillor" means a person appointed in accordance with Rule 5.3~~

~~"The Association" means the Australian Retailers Association.~~

~~"The Division" means the Australian Retailers Association Tasmania Division.~~

~~"National Rules" means the Rules of the Australian Retailers Association.~~

~~3 - APPLICATION~~

~~These Rules apply to and are binding on all members of the Division being those members of the Organisation carrying on business within the State of Tasmania.~~

~~4 - OFFICE~~

~~The office of the Division shall be at 147 Davey Street, Hobart, Tasmania, or at such other place as the Division Council may determine.~~

~~5 - MANAGEMENT~~

~~5.1 The management of the business and control of the Division shall be vested in the Division Council, subject to Rule 27.1 of the National Rules.~~

~~5.2 The powers of the Division Council shall be as prescribed by Rule 27.2 of the National Rules.~~

~~5.3 The Division Council shall comprise no more than 12 members elected in accordance with Rule 43 of the National Rules.~~

~~Provided that at any time the Division Council may by resolution appoint additional Councillors who shall be termed "Advisory Councillors". There shall be no more than six Advisory Councillors at any one time. Advisory Councillors shall retain their appointment until the Division Councillors are next declared elected, but may be removed by the Division Council by resolution at any time. An Advisory Councillor shall have no vote on questions arising at any meeting of the Division Council.~~

~~5.4 There shall be a Division Executive comprising the Division President, 2 Vice Presidents and the Division Secretary Treasurer.~~

7 - ASSOCIATES AND SUBSCRIBERS

~~The Division Executive Committee shall be regarded as the Division Council's deputy with authority to act in all matters within the policy defined by the Division Council and within the powers of the National Council. It shall deal with all matters referred to it by these Rules or by the Division Council and shall have discretionary power to deal with other matters of an urgent character arising between meetings of the Division Council.~~

6 - AFFILIATED ASSOCIATIONS

~~6.1 Any registered industrial union of employers in the Commonwealth of Australia or unregistered trade association in the Commonwealth of Australia engaged in the industry defined in Rule 6 of the National Rules which desires to be admitted to membership as an affiliated association shall complete a form of application bearing the correct name and address of the applicant and the signature of an authorised officer of such applicant. The form of application for membership of the Division as an affiliated association shall be submitted to the Division Council and prior to consideration of such application the Division Secretary Treasurer shall cause the applicant to be informed in writing of the financial obligations arising from affiliation and the circumstances and the manner in which the affiliation may be terminated. The Division Council may approve or reject an application and may attach such conditions to its approval as it sees fit. It may adjourn from time to time consideration of an affiliated application.~~

~~6.2 Each affiliated association shall be entitled to send two representatives to attend all General Meetings of the Division and such representatives shall be entitled to exercise the same rights and privileges as any ordinary member at such General Meetings, provided always that only one such representative shall have the right to vote on any ballot, and the Chair of the meeting shall be notified prior to the taking of a ballot, which representative will vote on behalf of an affiliated association.~~

7 - ASSOCIATES AND SUBSCRIBERS

7.1 Associates

~~An individual, firm, corporation or other entity whether incorporated or unincorporated which is not eligible for membership of the Association may be admitted as an Associate to the Division if in the opinion of the Division Council he/she or his/her business has an interest in or in connection with the retail industry.~~

~~7.2 Each Associate shall be entitled to send a representative to attend any general meeting of the Division but neither an Associate nor its representative shall be entitled to vote or speak at any meeting or to hold office in the Division or to take part in any election under these Rules or to take part in the affairs of the Division otherwise than to receive notices of and be present at meetings of the Division.~~

7.3 Subscribers

~~An individual, firm, corporation or other entity whether incorporated or unincorporated operating in the retail industry may be admitted as a Subscriber upon such fee and such terms as determined by the National Council or a Division Council as the case requires.~~

~~7.4 Each Subscriber shall be entitled to send a representative to attend any general meeting of the Division but neither a Subscriber nor its representative shall be entitled to vote or speak at any meeting or to hold office in the Division or to take part in any election under these Rules or to take part in the affairs of the Division otherwise than to receive notices of and be present at meetings of the Division.~~

8 - GENERAL MEETINGS

8.1 Annual General Meeting

- ~~(a) The Annual General Meeting shall be held in each year during such month as the Division Council may direct.~~
- ~~(b) The business of the Annual General Meeting shall be:
 - ~~(1) the reception, discussion and consideration of the accounts, balance sheet and ordinary reports of the Division Council any Committee instructed to report to such meeting and of the Auditors;~~
 - ~~(2) to announce the election of members of the Division Council in place of those retiring;~~
 - ~~(3) to elect the Auditors of the Division for the ensuing year and fix the remuneration of the Auditors; and~~
 - ~~(4) any other business which under these rules ought to be transacted at the annual general meeting.~~~~
- ~~(c) All other business transacted at the annual general meeting and all business transacted at general meetings (other than the annual general meeting) which shall be called special general meetings shall be deemed special.~~

8.2 Special General Meeting

- ~~(a) The Division Council whenever it thinks fit and it shall upon the requisition made in writing and signed by any ten or more members convene a special general meeting.~~
- ~~(b) Any requisition made by the members shall express the object of the meeting proposed to be called and shall be left at the registered office of the Division. The meeting shall be convened for the purposes specified in the requisition and if convened otherwise than by the Division Council for those purposes only.~~
- ~~(c) Upon the receipt of such requisition the Division Council shall forthwith proceed to convene a general meeting and if it does not proceed to convene the same within thirty days from the date of receipt of the requisition the requisitionists or any other ten (10) members may themselves convene a meeting but any meeting so convened shall not be held after sixty (60) days from the receipt of such requisition.~~

8.3 Proceedings at General Meetings

- ~~(a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided ten (10) members personally present shall be a quorum.~~
- ~~(b) If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place; and if at the adjourned meeting a quorum of members is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.~~
- ~~(c) The President, or in his/her absence, a Vice President shall chair every general meeting of the Division. If at any such meeting neither the President nor a Vice President is present~~

9 - DIVISION COUNCIL MEETINGS

within fifteen (15) minutes after the time appointed for the meeting, or is unwilling to chair the meeting, the members present shall choose one of their number to be Chair.

- ~~(d) At any general meeting a resolution put the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the results of the show of hands) demanded by at least five members, and unless a poll is so demanded a declaration by the Chair that a resolution has, on the show of hands, been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book of proceedings of the Division shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.~~
- ~~(e) If a poll is duly demanded, it shall be taken in such a manner as the Chair directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The admissibility of any vote may be determined by the Chair.~~
- ~~(f) In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.~~
- ~~(g) A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll on any other question shall be taken at such time during the meeting as the Chair of the meeting directs. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A demand for a poll may be withdrawn.~~
- ~~(h) On a show of hands or on a poll every member present in person or by his duly appointed representative as herein provided shall have one (1) vote.~~
- ~~(i) Votes may be given either personally or by representative or proxy. The representative or proxy shall be appointed in accordance with Schedule 1 or as otherwise approved by the Division Council.~~
- ~~(j) A member or an authorised representative of a member of the Division may appoint any partner, director, general manager, secretary, senior executive officer or proprietor of the member or the member's business to act as his/her proxy at any meeting of the Division. The instrument appointing a proxy shall be received by the Division Secretary Treasurer at least twenty four (24) hours before the time of holding the meeting at which the person named in such instrument proposes to vote.~~
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10 - NOTICE OF MEETINGS

~~place at the time of the conference, be deemed to have passed at a meeting of the Division Council held on the day on which and at the time at which the conference was held provided that:~~

~~(a) reasonable steps shall have been taken to give prior notice of the conference to all members of the Division Council for the time being entitled to receive notice of a meeting of the Division Council; and~~

~~(b) each of the members of the Division Council participating in the conference shall be able to hear each of the other members participating in the conference.~~

~~9.2 Questions arising at any meeting of the Division Council shall be decided by a majority of votes and a determination by a majority of the members of the Division Council shall for all purposes be deemed a determination of the Division Council. In the case of an equality of votes the Chair of the meeting shall have a second and casting vote.~~

~~9.3 The quorum necessary for the transaction of the business of the Division Council shall be six.~~

~~9.4 The continuing members of the Division Council may act notwithstanding any casual vacancy in the Division Council, but if and so long as their number is reduced below the number fixed by these Rules as the minimum number of members of the Division Council, the continuing members may act for the purpose of increasing the number of members of the Division Council to that number or of summoning a general meeting of the Division, but for no other purpose.~~

~~9.5 The President or a Vice President shall preside at meetings of the Division Council but if no such chair is present within five minutes after the time appointed for the meeting the members present may choose one of their number to chair the meeting.~~

~~9.6 The Division Council shall cause minutes to be made:~~

~~(a) of all appointments of officers;~~

~~(b) of the names of all members and members of the Division Council present at all meetings of the Division and of the Division Council; and~~

~~(c) of all proceedings at all meetings of the Division and the Division Council.~~

~~Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.~~

~~9.7 Subcommittees and Advisory Committees~~

~~A subcommittee or advisory committee established by the Division Council in accordance with these Rules may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members thereof present, and in the case of an equality of votes the Chair of the meeting shall have a second or casting vote. A subcommittee or advisory committee shall report to the Division Council as the Division Council deems fit, and the Division Council may consider, approve, amend, reject or veto resolutions or decisions of such subcommittees or advisory committees.~~

10 - NOTICE OF MEETINGS

~~10.1 A notice may be served by the Division upon any member either personally or by sending it through the post in a prepaid envelope or wrapper or by facsimile or electronic mail addressed to such member at his registered place of address.~~

~~Each member shall notify to the Division Secretary-Treasurer an address which shall be deemed his/her registered address for the purpose of these Rules.~~

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~~10.2— Any notice sent by post shall be deemed to have been served:~~

~~— (a) — in the case of a letter, envelope or wrapper — on the day following that on which the letter, envelope or wrapper containing the same is posted.~~

~~— (b) — in the case of facsimile or electronic mail — on the day it was sent.~~

~~— In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and stamped and put into the post office or in the case of a facsimile or electronic mail message properly sent. A certificate in writing signed by the Division Secretary-Treasurer that the letter, envelope or wrapper containing the notice was so addressed, stamped and posted or in the case of a facsimile or electronic mail message that the same was properly sent shall be conclusive evidence thereof.~~

~~10.3— The signature to any notice to be given by the Division may be written or printed.~~

11 – DUTIES OF PRESIDENT

~~The Division President in all official relations of the Division shall take precedence over all other members of the Division Council. If the Division President shall be unable at any time to perform his/her duties, such duties shall be undertaken by one of the Division Vice Presidents in accordance with Rule 25 of the National Rules. Each of the Division Vice Presidents shall give to the Division President such assistance in carrying out his/her duties as he/she shall require.~~

12 – CASUAL VACANCY

~~Any casual vacancy occurring on the Division Council may be filled by the Division Council, provided that any person chosen to fill a casual vacancy shall retain his/her office so long only as the vacating member would have retained the same if no vacancy occurred.~~

13 – VACATION OF OFFICE

~~The office of a member of the Division Council shall be vacated:~~

~~— (a) — if he/she shall cease to be a member of the Division or to be an authorised representative of a member;~~

~~— (b) — if he/she is absent from three consecutive meetings of the Division Council without special leave of absence from the Division Council and the Division Council resolves that his/her office be vacated;~~

~~— (c) — if he/she retires from office; or~~

~~— (d) — if in the opinion of the majority of members voting at a general meeting or the majority of the Division Council voting at a Division Council meeting he/she is guilty of misappropriation of the funds of the Association or a substantial breach of the rules of the Association, or of gross misbehaviour or gross neglect of duty, providing the person concerned has been given adequate opportunity to attend such meeting and be heard in his/her defence.~~

14 – ALTERATION OF RULES

~~14.1— Subject to Rule 30 of the National Rules these Rules may be altered from time to time by resolution passed at a general meeting provided that at least 21 days' notice in writing of the proposed amendments shall have been sent to all members.~~

16 - DIVISION SECRETARY-TREASURER

~~14.2 — Alterations to these Rules shall not be inconsistent with the National Rules and shall not be effective without the prior consent in writing of the National Council. No such rule shall be made, altered or rescinded unless by a majority at a poll or ballot taken at a Special General Meeting of the Division called for that purpose at the request of the Division Council or on a requisition signed by at least twenty five (25) members, and of which seven days' notice in writing shall have been given to all members of the Division containing full particulars of all proposed rules, alterations or rescissions of such rules. The consent in writing of the National Council required by this Rule shall be obtained before any motion to make, alter or rescind any rule is put to a special General Meeting of members of a Division.~~

15 - DIVISION ACCOUNTS

~~15.1 — Subject to the general control of the National Council, the funds and property of the Association being held or used by the Division shall be under the control of the Division Council.~~

~~15.2 — The Division Secretary Treasurer shall in accordance with these Rules cause the books of account to be maintained completely written up as herein before required and at the end of each financial year of the Division, shall cause to be prepared a Financial Report, including statement of income and expenditure and a Balance Sheet for such financial year, which shall be submitted to the Division Council for its approval and then to the Auditors of the Division not later than the fourteenth day prior to the Annual General Meeting of the Division.~~

~~15.3 — The Division Secretary Treasurer shall receive and examine all accounts against the Division, and shall submit them to the Division Council at its next meeting after such account shall have been received and with such comments and memoranda with regard thereto as to him/her may seem proper.~~

~~15.4 — Cheques shall be signed by such persons as may from time to time be authorised by the Division Council in that behalf.~~

~~15.5 — It shall be the duty of the Division Secretary Treasurer to certify as to the correctness of accounts for payment, and no statement of receipt and expenditure or balance sheet shall be submitted to any meeting of the Division unless the same shall have first been certified as correct by him/her.~~

16 - DIVISION SECRETARY-TREASURER

~~16.1 — The Division Secretary Treasurer, in addition to duties elsewhere specified in these Rules shall cause to be kept:~~

~~—— (a) — a faithful record of the business transacted at all meetings of the Division, or any Committee thereof; and~~

~~—— (b) — a register of members of the Division and their addresses.~~

~~16.2 — The Division Secretary Treasurer shall cause to be issued:~~

~~—— (a) — notices of all resolutions, decisions, agreements and of all meetings connected with the Division; and~~

~~—— (b) — all notices and returns required to be given by or on behalf of the Division under any Act of Parliament.~~

~~16.3 — The Division Secretary Treasurer shall cause:~~

~~—— (a) — copies of the minutes taken at all meetings of the Division Council or any Committees thereof to be forwarded to the National Secretary Treasurer and to the Division Secretary-Treasurer of each other Division of the Association;~~

17 - TRANSITIONAL

- ~~———— (b) ——— the annual accounts of the Division to be submitted to the National Council and such financial statements as the National Council may from time to time require;~~
 - ~~———— (c) ——— details of all alterations or additions to or deletions from the Division register of members of his/her Division to be forwarded to the National Secretary Treasurer in writing within seven (7) days of any such alteration, addition or deletion and to the Division Secretary Treasurer of each other Division of the Association; and~~
 - ~~———— (d) ——— any notice or document served on the Division in relation to any matter under the Workplace Relations Act 1996 or any award made thereunder to be forwarded forthwith to the National Secretary Treasurer.~~
- ~~16.4 — He/she is hereby authorised on behalf of the Division to bring or defend, or cause to be brought or defended, any action, prosecution or complaint in any Court of Law and/or Arbitration touching or concerning any property or any right or claim to property of the Division, and in particular to sue for or institute proceedings in respect of arrears of contributions, subscriptions, fees, levies, fines or any other moneys payable by members to the Division. He/she, and any member of the salaried staff of the Division, to whom he/she delegates authority, is also authorised to represent and appear on behalf of the Division and any member thereof in any such Court in any proceedings concerning the Association or any member thereof.~~

17 - TRANSITIONAL

- ~~17.1 — Upon the formation of the Division membership shall be granted to all consenting financial members of the Tasmanian Chamber of Retailers who are eligible for membership of the Association.~~
- ~~17.2 — Upon the formation of the Division and until the next election the Division Councillors and Office Bearers shall be the following persons being the currently elected Directors of the Tasmanian Chamber of Retailers who are authorised representatives of members granted membership under rule 17.1:-~~
- ~~———— Robert Nairn PARKER (President)~~
 - ~~———— Len DE NOOYER (Vice President)~~
 - ~~———— Peter Francis SULLY (Vice President)~~
 - ~~———— Michael Arthur RAYNER (Secretary Treasurer)~~
 - ~~———— Steven George BALLARD (Councillor)~~
 - ~~———— Stephen Robert BENNETTS (Councillor)~~
 - ~~———— Tony GOMERSALL (Councillor)~~
 - ~~———— Rod SANDERS (Councillor)~~

~~17.3 — Casual Vacancies~~

- ~~———— Any vacancy in the transitional Council may be filled by the transitional Council provided that any person so chosen shall fill his/her office only until the next election.~~

~~RULES OF
AUSTRALIAN RETAILERS ASSOCIATION

SOUTH AUSTRALIA DIVISION~~

~~1 - NAME~~

~~The name of the Division is the "Australian Retailers Association—South Australia Division".~~

~~2 - INTERPRETATION~~

~~In the interpretation of these Rules the following words and expressions shall have the following meaning hereinafter specified, unless the context otherwise requires:~~

~~"Advisory Councillor" means a person appointed in accordance with Rule 5.3~~

~~"The Association" means the Australian Retailers Association.~~

~~"The Division" means the Australian Retailers Association—South Australia Division.~~

~~"National Rules" means the Rules of the Australian Retailers Association.~~

~~3 - APPLICATION~~

~~These Rules apply to and are binding on all members of the Division being those members of the Organisation carrying on business within the State of South Australia.~~

~~4 - OFFICE~~

~~The office of the Division shall be at Level 3, 132 Grenfell Street, Adelaide 5000, or at such other place as the Division Council may determine.~~

~~5 - MANAGEMENT~~

~~5.1—The management of the business and control of the Division shall be vested in the Division Council, subject to Rule 27.1 of the National Rules.~~

~~5.2—The powers of the Division Council shall be as prescribed by Rule 27.2 of the National Rules.~~

~~5.3—The Division Council shall comprise no more than 20 members elected in accordance with Rule 43 of the National Rules.~~

~~5.4—There shall be a Division Executive comprising the Division President, 4 Vice Presidents and the Division Secretary Treasurer.~~

~~—The Division Executive Committee shall be regarded as the Division Council's deputy with authority to act in all matters within the policy defined by the Division Council and within the powers of the National Council. It shall deal with all matters referred to it by these Rules or by the Division Council and shall have discretionary power to deal with other matters of an urgent character arising between meetings of the Division Council.~~

~~6 - AFFILIATED ASSOCIATIONS~~

~~6.1 — Any registered industrial union of employers in the Commonwealth of Australia or unregistered trade association in the Commonwealth of Australia engaged in the industry defined in Rule 6 of the National Rules which desires to be admitted to membership as an affiliated association shall complete a form of application bearing the correct name and address of the applicant and the signature of an authorised officer of such applicant. The form of application for membership of the Division as an affiliated association shall be submitted to the Division Council and prior to consideration of such application the Division Secretary Treasurer shall cause the applicant to be informed in writing of the financial obligations arising from affiliation and the circumstances and the manner in which the affiliation may be terminated. The Division Council may approve or reject an application and may attach such conditions to its approval as it sees fit. It may adjourn from time to time consideration of an affiliated application.~~

~~6.2 — Each affiliated association shall be entitled to send two representatives to attend all General Meetings of the Division and such representatives shall be entitled to exercise the same rights and privileges as any ordinary member at such General Meetings, provided always that only one such representative shall have the right to vote on any ballot, and the Chair of the meeting shall be notified prior to the taking of a ballot, which representative will vote on behalf of an affiliated association.~~

~~7 - ASSOCIATES AND SUBSCRIBERS~~

~~7.1 — Associates~~

~~— An individual, firm, corporation or other entity whether incorporated or unincorporated which is not eligible for membership of the Association may be admitted as an Associate to the Division if in the opinion of the Division Council he/she or his/her business has an interest in or in connection with the retail industry.~~

~~7.2 — Each Associate shall be entitled to send a representative to attend any general meeting of the Division but neither an Associate nor its representative shall be entitled to vote or speak at any meeting or to hold office in the Division or to take part in any election under these Rules or to take part in the affairs of the Division otherwise than to receive notices of and be present at meetings of the Division.~~

~~7.3 — Subscribers~~

~~— An individual, firm, corporation or other entity whether incorporated or unincorporated operating in the retail industry may be admitted as a Subscriber upon such fee and such terms as determined by the National Council or a Division Council as the case requires.~~

~~7.4 — Each Subscriber shall be entitled to send a representative to attend any general meeting of the Division but neither a Subscriber nor its representative shall be entitled to vote or speak at any meeting or to hold office in the Division or to take part in any election under these Rules or to take part in the affairs of the Division otherwise than to receive notices of and be present at meetings of the Division.~~

~~8 - GENERAL MEETINGS~~

~~8.1 — Annual General Meeting~~

~~(a) — The Annual General Meeting shall be held in each year during such month as the Division Council may direct.~~

~~(b) — The business of the Annual General Meeting shall be:~~

8 - GENERAL MEETINGS

- ~~(1) the reception, discussion and consideration of the accounts, balance sheet and ordinary reports of the Division Council any Committee instructed to report to such meeting and of the Auditors;~~
- ~~(2) to announce the election of members of the Division Council in place of those retiring;~~
- ~~(3) to elect the Auditors of the Division for the ensuing year and fix the remuneration of the Auditors; and~~
- ~~(4) any other business which under these rules ought to be transacted at the annual general meeting.~~
- ~~(e) All other business transacted at the annual general meeting and all business transacted at general meetings (other than the annual general meeting) which shall be called special general meetings shall be deemed special.~~

8.2 Special General Meeting

- ~~(a) The Division Council whenever it thinks fit and it shall upon the requisition made in writing and signed by any ten or more members convene a special general meeting.~~
- ~~(b) Any requisition made by the members shall express the object of the meeting proposed to be called and shall be left at the registered office of the Division. The meeting shall be convened for the purposes specified in the requisition and if convened otherwise than by the Division Council for those purposes only.~~
- ~~(c) Upon the receipt of such requisition the Division Council shall forthwith proceed to convene a general meeting and if it does not proceed to convene the same within thirty days from the date of receipt of the requisition the requisitionists or any other ten (10) members may themselves convene a meeting but any meeting so convened shall not be held after sixty (60) days from the receipt of such requisition.~~

8.3 Proceedings at General Meetings

- ~~(a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided ten (10) members personally present shall be a quorum.~~
- ~~(b) If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place; and if at the adjourned meeting a quorum of members is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.~~
- ~~(c) The President, or in his/her absence, a Vice President shall chair every general meeting of the Division. If at any such meeting neither the President nor a Vice President is present within fifteen (15) minutes after the time appointed for the meeting, or is unwilling to chair the meeting, the members present shall choose one of their number to be Chair.~~
- ~~(d) At any general meeting a resolution put the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the results of the show of hands) demanded by at least five members, and unless a poll is so demanded a declaration by the Chair that a resolution has, on the show of hands, been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book of proceedings of the~~

9 - DIVISION COUNCIL MEETINGS

~~Division shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.~~

- ~~(e) If a poll is duly demanded, it shall be taken in such a manner as the Chair directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The admissibility of any vote may be determined by the Chair.~~
- ~~(f) In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.~~
- ~~(g) A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll on any other question shall be taken at such time during the meeting as the Chair of the meeting directs. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A demand for a poll may be withdrawn.~~
- ~~(h) On a show of hands or on a poll every member present in person or by his duly appointed representative as herein provided shall have one (1) vote.~~
- ~~(i) Votes may be given either personally or by representative or proxy. The representative or proxy shall be appointed in accordance with Schedule 1 or as otherwise approved by the Division Council.~~
- ~~(j) A member or an authorised representative of a member of the Division may appoint any partner, director, general manager, secretary, senior executive officer or proprietor of the member or the member's business to act as his/her proxy at any meeting of the Division. The instrument appointing a proxy shall be received by the Division Secretary Treasurer at least twenty four (24) hours before the time of holding the meeting at which the person named in such instrument proposes to vote.~~
- ~~(k) Whenever a ballot of members of the Division is to be taken for the purpose of submitting the matter to a vote to the members of the Division or of a section or division of the Association, the National Secretary Treasurer shall notify every member concerned of the meeting at which the vote is to take place or of the arrangements for any ballot which is to be held by post and shall ensure that every financial member concerned be given the opportunity of voting at such meeting or ballot.~~
- ~~(l) No member shall be entitled to vote at any general meeting unless all moneys presently payable by him/her to the Association have been paid.~~

9 - DIVISION COUNCIL MEETINGS

~~9.1 The Division Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it sees fit, but, unless otherwise decided by the Division Council, shall meet not less than 4 times a year. Without limiting the discretion of the Division Council to regulate its meetings the members of the Division Council may, if they think fit, confer by any means of instantaneous audio or audio/visual communication and a resolution passed by such a conference shall, notwithstanding that the members of the Division Council are not present together in one place at the time of the conference, be deemed to have passed at a meeting of the Division Council held on the day on which and at the time at which the conference was held provided that:~~

- ~~(a) reasonable steps shall have been taken to give prior notice of the conference to all members of the Division Council for the time being entitled to receive notice of a meeting of the Division Council; and~~

10 - NOTICE OF MEETINGS

- ~~(b) each of the members of the Division Council participating in the conference shall be able to hear each of the other members participating in the conference.~~
- ~~9.2 Questions arising at any meeting of the Division Council shall be decided by a majority of votes and a determination by a majority of the members of the Division Council shall for all purposes be deemed a determination of the Division Council. In the case of an equality of votes the Chair of the meeting shall have a second and casting vote.~~
- ~~9.3 The quorum necessary for the transaction of the business of the Division Council shall be six.~~
- ~~9.4 The continuing members of the Division Council may act notwithstanding any casual vacancy in the Division Council, but if and so long as their number is reduced below the number fixed by these Rules as the minimum number of members of the Division Council, the continuing members may act for the purpose of increasing the number of members of the Division Council to that number or of summoning a general meeting of the Division, but for no other purpose.~~
- ~~9.5 The President or a Vice President shall preside at meetings of the Division Council but if no such chair is present within five minutes after the time appointed for the meeting the members present may choose one of their number to chair the meeting.~~
- ~~9.6 The Division Council shall cause minutes to be made:~~
- ~~(a) of all appointments of officers;~~
 - ~~(b) of the names of all members and members of the Division Council present at all meetings of the Division and of the Division Council; and~~
 - ~~(c) of all proceedings at all meetings of the Division and the Division Council.~~
- ~~Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.~~
- ~~9.7 Subcommittees and Advisory Committees~~
- ~~A subcommittee or advisory committee established by the Division Council in accordance with these Rules may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members thereof present, and in the case of an equality of votes the Chair of the meeting shall have a second or casting vote. A subcommittee or advisory committee shall report to the Division Council as the Division Council deems fit, and the Division Council may consider, approve, amend, reject or veto resolutions or decisions of such subcommittees or advisory committees.~~

10 - NOTICE OF MEETINGS

- ~~10.1 A notice may be served by the Division upon any member either personally or by sending it through the post in a prepaid envelope or wrapper or by facsimile or electronic mail addressed to such member at his registered place of address.~~
- ~~Each member shall notify to the Division Secretary-Treasurer an address which shall be deemed his/her registered address for the purpose of these Rules.~~
- ~~10.2 Any notice sent by post shall be deemed to have been served:~~
- ~~(a) in the case of a letter, envelope or wrapper on the day following that on which the letter, envelope or wrapper containing the same is posted.~~
 - ~~(b) in the case of facsimile or electronic mail on the day it was sent.~~

14 - ALTERATION OF RULES

~~In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and stamped and put into the post office or in the case of a facsimile or electronic mail message properly sent. A certificate in writing signed by the Division Secretary-Treasurer that the letter, envelope or wrapper containing the notice was so addressed, stamped and posted or in the case of a facsimile or electronic mail message that the same was properly sent shall be conclusive evidence thereof.~~

~~10.3 The signature to any notice to be given by the Division may be written or printed.~~

~~11 - DUTIES OF PRESIDENT~~

~~The Division President in all official relations of the Division shall take precedence over all other members of the Division Council. If the Division President shall be unable at any time to perform his/her duties, such duties shall be undertaken by one of the Division Vice Presidents in accordance with Rule 25 of the National Rules. Each of the Division Vice Presidents shall give to the Division President such assistance in carrying out his/her duties as he/she shall require.~~

~~12 - CASUAL VACANCY~~

~~Any casual vacancy occurring on the Division Council may be filled by the Division Council, provided that any person chosen to fill a casual vacancy shall retain his/her office so long only as the vacating member would have retained the same if no vacancy occurred.~~

~~13 - VACATION OF OFFICE~~

~~The office of a member of the Division Council shall be vacated:~~

- ~~(a) if he/she shall cease to be a member of the Division or to be an authorised representative of a member;~~
- ~~(b) if he/she is absent from three consecutive meetings of the Division Council without special leave of absence from the Division Council and the Division Council resolves that his/her office be vacated;~~
- ~~(c) if he/she retires from office; or~~
- ~~(d) if in the opinion of the majority of members voting at a general meeting or the majority of the Division Council voting at a Division Council meeting he/she is guilty of misappropriation of the funds of the Association or a substantial breach of the rules of the Association, or of gross misbehaviour or gross neglect of duty, providing the person concerned has been given adequate opportunity to attend such meeting and be heard in his/her defence.~~

~~14 - ALTERATION OF RULES~~

~~14.1 Subject to Rule 30 of the National Rules these Rules may be altered from time to time by resolution passed at a general meeting provided that at least 21 days' notice in writing of the proposed amendments shall have been sent to all members.~~

~~14.2 Alterations to these Rules shall not be inconsistent with the National Rules and shall not be effective without the prior consent in writing of the National Council. No such rule shall be made, altered or rescinded unless by a majority at a poll or ballot taken at a Special General Meeting of the Division called for that purpose at the request of the Division Council or on a requisition signed by at least twenty five (25) members, and of which seven days' notice in writing shall have been given to all members of the Division containing full particulars of all proposed rules, alterations or rescissions of such rules. The consent in writing of the National Council~~

16 - DIVISION SECRETARY-TREASURER

~~required by this Rule shall be obtained before any motion to make, alter or rescind any rule is put to a special General Meeting of members of a Division.~~

~~15 - DIVISION ACCOUNTS~~

~~15.1 Subject to the general control of the National Council, the funds and property of the Association being held or used by the Division shall be under the control of the Division Council.~~

~~15.2 The Division Secretary Treasurer shall in accordance with these Rules cause the books of account to be maintained completely written up as herein before required and at the end of each financial year of the Division, shall cause to be prepared a Financial Report, including statement of income and expenditure and a Balance Sheet for such financial year, which shall be submitted to the Division Council for its approval and then to the Auditors of the Division not later than the fourteenth day prior to the Annual General Meeting of the Division.~~

~~15.3 The Division Secretary Treasurer shall receive and examine all accounts against the Division, and shall submit them to the Division Council at its next meeting after such account shall have been received and with such comments and memoranda with regard thereto as to him/her may seem proper.~~

~~15.4 Cheques shall be signed by such persons as may from time to time be authorised by the Division Council in that behalf.~~

~~15.5 It shall be the duty of the Division Secretary Treasurer to certify as to the correctness of accounts for payment, and no statement of receipt and expenditure or balance sheet shall be submitted to any meeting of the Division unless the same shall have first been certified as correct by him/her.~~

~~16 - DIVISION SECRETARY-TREASURER~~

~~16.1 The Division Secretary Treasurer, in addition to duties elsewhere specified in these Rules shall cause to be kept:~~

~~(a) a faithful record of the business transacted at all meetings of the Division, or any Committee thereof; and~~

~~(b) a register of members of the Division and their addresses.~~

~~16.2 The Division Secretary Treasurer shall cause to be issued:~~

~~(a) notices of all resolutions, decisions, agreements and of all meetings connected with the Division; and~~

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~~16.3 The Division Secretary Treasurer shall cause:~~

~~(a) copies of the minutes taken at all meetings of the Division Council or any Committees thereof to be forwarded to the National Secretary Treasurer and to the Division Secretary-Treasurer of each other Division of the Association;~~

~~(b) the annual accounts of the Division to be submitted to the National Council and such financial statements as the National Council may from time to time require;~~

~~(c) details of all alterations or additions to or deletions from the Division register of members of his/her Division to be forwarded to the National Secretary Treasurer in writing within seven (7) days of any such alteration, addition or deletion and to the Division Secretary-Treasurer of each other Division of the Association; and~~

~~(d) any notice or document served on the Division in relation to any matter under the Workplace Relations Act 1996 or any award made thereunder to be forwarded forthwith to the National Secretary Treasurer.~~

~~16.4 He/she is hereby authorised on behalf of the Division to bring or defend, or cause to be brought or defended, any action, prosecution or complaint in any Court of Law and/or Arbitration touching or concerning any property or any right or claim to property of the Division, and in particular to sue for or institute proceedings in respect of arrears of contributions, subscriptions, fees, levies, fines or any other moneys payable by members to the Division. He/she, and any member of the salaried staff of the Division, to whom he/she delegates authority, is also authorised to represent and appear on behalf of the Division and any member thereof in any such Court in any proceedings concerning the Association or any member thereof.~~

~~17 - TRANSITIONAL~~

~~17.1 Upon the formation of the Division membership shall be granted to all current financial members of the Retail Traders Association of South Australia who are eligible for membership of the Association.~~

~~17.2 Upon the formation of the Division and until the next election the Division Councillors and Office Bearers shall be the following persons being the duly elected Councillors and Office Bearers of the Retail Traders Association of South Australia who are authorised representatives of members granted membership under rule 17.1:-~~

~~Albert Bensimon (President)
Tim Orgias (Vice President)
John Samartzis (Vice President)
Ralph Potter (Vice President)
Mark McLauchlan (Vice President)
Peter Burgan (Secretary Treasurer) (Advisory Councillor)~~

~~Councillors:~~

AW Barlow Shoe Stores	Brenton Whittenbury
Bakers Delight	Mark McPherson
Big W Discount Stores	David Loy
Bunnings Building Supplies	Rob Farrimond
Cecil Bros (SA) Pty Ltd	Ben Ingham
Coles Supermarkets	Roy Bridges
Country Road	Olga Kriznic Melta
Davids SA	Alan Morris
Franklins (No Frills)	Greg Yates
Harvey Norman	Rutland Smith
K Mart Australia	Peter Silk
Laubman & Pank	Kate Thiele
McDonald's	Robert Semmel
Wendy's Supa Sundaes	Michael Wall

~~Currently: 1 vacancy~~

~~17.3 Casual Vacancies~~

~~Any vacancy in the transitional Council may be filled by the transitional Council provided that any person so chosen shall fill his/her office only until the next election.~~

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



**A U S T R A L I A N
R E T A I L E R S
A S S O C I A T I O N
NEW SOUTH WALES**

Level 11, 45 Market Street
Sydney NSW 2000
• Phone (02) 9290 3766
• Facsimile (02) 9290 7180
ABN 99 064 713 718/007

24th October 2006

Mr Robert Pfeiffer
Statutory Services Branch
Australian Industrial Registry
GPO Box 1994
MELBOURNE VIC 3001

Email: robert.pfeiffer@air.gov.au

Re: Australian Retailers Association – Proposed Alterations to Rules – R2006/135

Dear Mr Pfeiffer,

I write to you in my capacity as Secretary/Treasurer of the Australian Retailers Association (“ARA”) and refer to the recent Notice under section 159 of Schedule 1 of the *Workplace Relations Act* 1996 (Cth) submitted to the Registry on behalf of the ARA concerning amendments to its Rules adopted at a Special General Meeting on 5 October 2006.

I note that you have drawn to the attention of the ARA’s solicitor, Mr Peter Punch, that in Rule 26.1 and the first line of Rule 27 amendments are made deleting the words “National Executive” and inserting instead “ARA Advisory”.

I note you have sought advice from the ARA as to whether these amendments were intended or whether the word “Executive” should have been retained but has been accidentally struck through and replaced with the word “Advisory”.

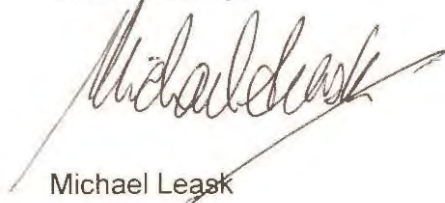
I wish to confirm on behalf of the ARA that the insertion of the word “Advisory” for the word “Executive” in both of these Rules was a typographical, clerical or formal error,

whereas it was the intention at all times that the committee being referred to be the Executive Committee of the ARA, not any advisory committee. I respectfully submit that upon a full reading of the Rules as amended it is quite clear that the committee that is meant to be referred to in these Rules is the Executive Committee. It is also submitted that the context in which the amendments occur does demonstrate that by accident the word "Executive" has been erroneously deleted and "Advisory" inserted.

I advise that the ARA consents to the Industrial Registrar correcting these typographical, clerical or formal errors in these Rules, pursuant to section 159(2) of Schedule 1 of the Act, so that the word "Advisory" where it first appears in Rule 26.1 and 27 be replaced by the word "Executive" in each instance.

I thank you on behalf of the ARA for your assistance in this matter.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Michael Leask", written over a horizontal line.

Michael Leask
Secretary/Treasury
Australian Retailers Association