

Regulation 126 (FW (RO) Act 2009 s 159(1))

FAIR WORK ACT 2009

FAIR WORK COMMISSION

NOTICE SETTING OUT PARTICULARS OF THE ALTERATION OF RULES OF AN ORGANISATION (OTHER THAN THE ELIGIBILITY RULE)

The General Manager is hereby notified that on 20 June 2013 the following alterations to the rules (other than the eligibility rule) of **CSR & Holcim Staff Association** were made:

1. In rule 2 insert the following definitions in alphabetical order:

"board" means a group of persons who supervise a corporation, organisation, association or other like body including a Board of Directors.

"child" without limiting who is a child of a person for the purposes of this Act, someone is the *child* of a person if he or she is a child of the person within the meaning of the *Family Law Act 1975*.

"control" has the same meaning as in the *Corporations Act 2001*.

"*de facto partner*" of a person has the meaning given by the *Acts Interpretation Act 1901*.

"declared person or body" means:

- (a) an officer of the Association or a Branch (as the case maybe) who has disclosed a material personal interest under Rule 33A(a) and (b); and
- (b) the interest relates to, or is in, the person or body; and
- (c) the officer has not notified the Association or a Branch (as the case maybe) that the officer no longer has the interest.

"disclosure period" means the financial year of the Association as defined by Rule 12(d)

"entity" has the same meaning as in Chapter 2E of the *Corporations Act 2001*.

"financial duties" includes duties that relate to the financial management of the Association or a Branch of the Association

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"financial year" means the financial year of the Union as defined by Rule 12(d)

"General Manager" means the General Manager of Fair Work Australia.

"non-cash benefit" means property or services in any form other than money, but does not include a computer, mobile phone or other electronic device that is used only or mainly for work purposes.

"office" has the same meaning as defined by Section 9 of the *Fair Work (Registered Organisations) Act 2009*.

"parent" without limiting who is a parent of a person for the purposes of this Act, someone is the **parent** of a person if the person is his or her child because of the definition of **child** in this section.

"peak council" means a national or State council or federation that is effectively representative of a significant number of organisations (within the ordinary meaning of the term) representing employers or employees in a range of industries.

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

"relative" in relation to a person, means:

- (a) a parent, step-parent, child, stepchild, grandparent, grandchild, brother or sister of the person; or
- (b) the spouse of the first-mentioned person.

"relevant remuneration" in relation to an officer of the Association for a disclosure period is the sum of the following:

- (a) Any remuneration disclosed to the Association by the officer under Rules 33A(a) and (b) during the disclosure period;
- (b) any remuneration paid during the disclosure period, to the officer of the Association.

"relevant non-cash benefits" in relation to an officer of the Association for a disclosure period means the non-cash benefits provided to the officer, at any time during the disclosure period, in connection with the performance of the officer's duties as an officer, by the Association or by a related party of the Association

"remuneration" includes pay, wages, salary, fees, allowances, leave, benefits or other entitlements; but does not include a non-cash benefit.

“spouse” of a person includes a de facto partner of the person.

“stepchild” without limiting who is a stepchild of a person for the purposes of this Act, someone who is a child of a de facto partner of the person is the **stepchild** of the person if he or she would be the person’s stepchild except that the person is not legally married to the partner.

“step-parent” without limiting who is a step-parent of a person for the purposes of this Act, someone who is a de facto partner of a parent of the person is the **step-parent** of the person if he or she would be the person’s step-parent except that he or she is not legally married to the person’s parent.

2. Insert a new rule 19(d) in the following terms:

19(d) The Association shall develop and implement internal control policies relating to the expenditure of the Association. Such policies shall be adopted by the Association and once adopted shall be binding on all officers and members of the Association. Such policies must be published on the website of the Association within fourteen (14) days of their adoption.

3. Insert new rules 33A, 33B, 33C and 33D after rule 33 in the following terms:

33A – Disclosure by officers

- (a) Each officer of the Association shall disclose to the Executive Council any remuneration paid to the officer:
- (i) because the officer is a member of, or holds a position with, a board or other organisation, if:
 - (A) the officer holds such a position with the board or other organisation only because the officer is an officer of the Association; or
 - (B) the officer was nominated for the position by the Association, or a peak council; or
 - (ii) by a related party, of the Association in connection with the performance of the officers' duties as an officer.
- (b) The disclosure required by sub-rule (a) shall be made to the Executive Council:

- (i) as soon as practicable after the remuneration is paid to the officer; and
 - (ii) in writing.
- (c) The Executive Council shall disclose to the members of the Association:
- (i) the identity of each officer of the Association who receives remuneration from the Association in connection with their holding of office during the disclosure period, and
 - (ii) all disclosures made by officers of the Association pursuant to sub-rule (a); and
 - (iii) for those officers:
 - (A) the actual amount of the officers' relevant remuneration for the disclosure period; and
 - (B) the value of, and the form of the officers' relevant non cash benefits for the disclosure period.
- (d) For the purposes of sub-rules (c), the disclosure shall be made:
- (i) in relation to each financial year;
 - (ii) within three (3) months after the end of the financial year; and
 - (iii) in writing and published on the Association website.

33B - Disclosure by Officers of Personal Interest

- (a) Each person holding an office in the Association shall disclose to the Executive Council any material personal interest in a matter that:
- (i) the officer has or acquires; or
 - (ii) a relative of the officer has or acquires;
- that relates to the affairs of the Association.
- (b) The disclosure required by sub-rule (a) shall be made to the Executive Council:
- (i) as soon as practicable after the interest is known or acquired; and

- (ii) in writing.
- (c) The Executive Council shall disclose to the members of the Association the interests disclosed to the Association pursuant to sub-rules (a).
- (d) For the purposes of sub-rule (c), the disclosures shall be made:
 - (i) in relation to each financial year;
 - (ii) within three (3) months after the end of the financial year; and
 - (iii) in writing and published on the Association's website.

33C – Disclosure of Payments

- (a) The Association shall disclose to its members of the Association:
 - (i) each payment made by the Association, during the disclosure period:
 - (A) to a related party of the Association; or
 - (B) to a declared person or body of the Association.
 - (ii) the total of the payments made by the Association, during the disclosure period:
 - (A) to each related party of the Association; or
 - (B) to each declared person or body of the Association.
- (b) Sub-rule (a) does not apply to a payment made to a related party if the payment consists of amounts deducted by the Association from remuneration payable to officers or employees of the Association.
- (c) For the purposes of sub-rule (a), the disclosures shall be made:
 - (i) in relation to each financial year;
 - (ii) within three (3) months after the end of the financial year; and
 - (iii) in writing and published on the Association website.

33D - Financial Management Training

Officers of the Association whose duties include duties relating to the financial management of the Association, shall within six months of the commencement of holding office undertake approved training that relates to their financial duties and the financial management of the Association. Such training shall be as approved by the General Manager of Fair Work Australia under section 154C of the Act.

Provided that the persons holding office as at [date of approval of this Rule alteration] shall be required to have completed the approved training by no later than 29 December 2013, or within six months of the date of commencement of section 154D of the *Fair Work (Registered Organisations) Amendment Act 2012*, whichever is earlier.

Below is a highlighted copy of the rules showing the changes.

2 - DEFINITIONS

In these Rules, unless there is something in the subject or context inconsistent therewith:

- (a) "board" means a group of persons who supervise a corporation, organisation, association or other like body including a Board of Directors.
- (b) "child" without limiting who is a child of a person for the purposes of this Act, someone is the *child* of a person if he or she is a child of the person within the meaning of the *Family Law Act 1975*.
- (c) "control" has the same meaning as in the *Corporations Act 2001*.
- (d) "*de facto partner*" of a person has the meaning given by the *Acts Interpretation Act 1901*.
- (e) "declared person or body" means:
 - (a) an officer of the Association or a Branch (as the case maybe) who has disclosed a material personal interest under Rule 33A(a) and (b); and
 - (b) the interest relates to, or is in, the person or body; and
 - (c) the officer has not notified the Association or a Branch (as the case maybe) that the officer no longer has the interest.

- (f) "disclosure period" means the financial year of the Association as defined by Rule 12(d)
- (g) "entity" has the same meaning as in Chapter 2E of the *Corporations Act 2001*.
- (h) "financial duties" includes duties that relate to the financial management of the Association or a Branch of the Association
- (i) "Financial member" means a member who is not in arrears more than six months with contributions nor with any fees fines levies or dues imposed in accordance with these rules and "financial" has a corresponding meaning.
- (j) "financial year" means the financial year of the Union as defined by Rule 12(d)
- (k) "General Manager" means the General Manager of Fair Work Australia.
- (l) "In writing" or "written" means written typed printed or lithographed or partly in one way and partly in the other or otherwise reproduced in a visible form.
- (m) "Member" means a member for the time being of the Association.
- (n) "Month" means calendar month and "year" means the financial year commencing on the first day of July.
- (o) "non-cash benefit" means property or services in any form other than money, but does not include a computer, mobile phone or other electronic device that is used only or mainly for work purposes.
- (p) "office" has the same meaning as defined by Section 9 of the *Fair Work (Registered Organisations) Act 2009*.
- (q) "parent" without limiting who is a parent of a person for the purposes of this Act, someone is the **parent** of a person if the person is his or her child because of the definition of **child** in this section.
- (r) "peak council" means a national or State council or federation that is effectively representative of a significant number of organisations (within the ordinary meaning of the term) representing employers or employees in a range of industries.
- (s) "President" "Secretary" and "Treasurer" mean the President Secretary and Treasurer respectively for the time being of the Association and "Secretary" includes an acting secretary.

- (t) "Registered Office" means the registered office of the Association for the time being under the Act.
- (u) "related party" has the same meaning as defined by Section 9B of the Fair Work (Registered Organisations) Act 2009.
- (v) "relative" in relation to a person, means:
- (a) a parent, step-parent, child, stepchild, grandparent, grandchild, brother or sister of the person; or
 - (b) the spouse of the first-mentioned person.
- (w) "relevant non-cash benefits" in relation to an officer of the Association for a disclosure period means the non-cash benefits provided to the officer, at any time during the disclosure period, in connection with the performance of the officer's duties as an officer, by the Association or by a related party of the Association
- (x) "relevant remuneration" in relation to an officer of the Association for a disclosure period is the sum of the following:
- (a) Any remuneration disclosed to the Association by the officer under Rules 33A(a) and (b) during the disclosure period;
 - (b) any remuneration paid during the disclosure period, to the officer of the Association.
- (y) "remuneration" includes pay, wages, salary, fees, allowances, leave, benefits or other entitlements; but does not include a non-cash benefit.
- (z) "Salaried employee" means a person employed by the Company at a yearly rate of pay but does not include the Managing Director and such other executive officers of the Company as shall be agreed between the Association and the Company from time to time.
- (aa) "spouse" of a person includes a de facto partner of the person.
- (bb) "stepchild" without limiting who is a stepchild of a person for the purposes of this Act, someone who is a child of a de facto partner of the person is the **stepchild** of the person if he or she would be the person's stepchild except that the person is not legally married to the partner.
- (cc) "step-parent" without limiting who is a step-parent of a person for the purposes of this Act, someone who is a de facto partner of a parent of the person is the **step-parent** of the person if he or she would be the person's

step-parent except that he or she is not legally married to the person's parent.

- (dd) "The Act" means the Workplace Relations Act 1996 of the Commonwealth of Australia and/or any re-enactment or modification thereof and "Act" shall include any conciliation or industrial legislation of the Commonwealth or of any of the States thereof.
- (ee) "The Association" means CSR & Holcim Staff Association.
- (ff) "The Commission" means the Australian Industrial Relations Commission and "Commission" shall include any State Industrial Commission or Board or other tribunal having jurisdiction in industrial matters affecting the Association or its members.
- (gg) "The Company" means any of the following:
- CSR Limited (ABN 90 000 001 276);
 - any subsidiary of CSR Limited;
 - Wilmar Australia Pty Ltd in respect of its sugar industry and related renewable energy business;
 - any subsidiaries of Wilmar Australia Pty Ltd in respect of its sugar industry and related renewable energy businesses;
 - Holcim (Australia) Pty Ltd (ABN 87 099 732 297); and
 - any subsidiary of Holcim (Australia) Pty Ltd.
- (hh) "The Court" means the Federal Court of Australia and "Court" shall include any State Industrial Court.
- (ii) "The Executive Council" means the Executive Council for the time being of the Association.
- (jj) "The Rules" or "these Rules" mean the Rules for the time being of the Association.
- (kk) "Unfinancial member" means a member who is in arrears more than six months with contributions or with any fees fines levies or dues imposed in accordance with these rules and "unfinancial" has a corresponding meaning.

- (II) Words importing the singular number only include the plural number and vice versa.

19 - EXPENDITURE

- (a) The funds and moneys of the Association shall be used and expended only for the purposes of carrying out the objects of the Association and in paying necessary expenses of management of the Association.
- (b) The payment of the salaries of the paid officers or employees of the Association (if any) rent stationery and other office expenses legal expenses and other outgoings in connection with the ordinary administration of the Association's affairs shall be deemed to be ordinary expenditure. All other expenditure shall be deemed to be extraordinary expenditure. Without prejudice to paragraph (k) of Rule 25 of these Rules no extraordinary expenditure shall be made or incurred save with the authority of a majority of the members present and voting at a duly convened meeting of the members of the Association in convening which notice shall have been given to the members of the intention to propose such expenditure.
- (c) No loan, grant or donation of an amount exceeding the sum of \$1,000 shall be made unless approved of by the Executive Council which shall also ensure that the making of such loan, grant or donation is in accordance with these Rules. In relation to a loan exceeding the sum of \$1,000 the Executive Council shall also ensure that, in the circumstances, the security proposed to be given for the repayment of such loan is adequate and that the arrangements for the repayment of such loan are satisfactory.
- (d) The Association shall develop and implement internal control policies relating to the expenditure of the Association. Such policies shall be adopted by the Association and once adopted shall be binding on all officers and members of the Association. Such policies must be published on the website of the Association within fourteen (14) days of their adoption.

33A – Disclosure by officers

- (a) Each officer of the Association shall disclose to the Executive Council any remuneration paid to the officer:

- (i) because the officer is a member of, or holds a position with, a board or other organisation, if:
 - (A) the officer holds such a position with the board or other organisation only because the officer is an officer of the Association; or
 - (B) the officer was nominated for the position by the Association, or a peak council; or
 - (ii) by a related party, of the Association in connection with the performance of the officers' duties as an officer.
- (b) The disclosure required by sub-rule (a) shall be made to the Executive Council:
- (i) as soon as practicable after the remuneration is paid to the officer; and
 - (ii) in writing.
- (c) The Executive Council shall disclose to the members of the Association:
- (i) the identity of each officer of the Association who receives remuneration from the Association in connection with their holding of office during the disclosure period, and
 - (ii) all disclosures made by officers of the Association pursuant to sub-rule (a); and
 - (iii) for those officers:
 - (A) the actual amount of the officers' relevant remuneration for the disclosure period; and
 - (B) the value of, and the form of the officers' relevant non cash benefits for the disclosure period.
- (d) For the purposes of sub-rules (c), the disclosure shall be made:
- (i) in relation to each financial year;
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- (a) Each person holding an office in the Association shall disclose to the Executive Council any material personal interest in a matter that:
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 - (ii) a relative of the officer has or acquires;
- that relates to the affairs of the Association.
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- (i) as soon as practicable after the interest is known or acquired; and
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- (a) The Association shall disclose to its members of the Association:
- (i) each payment made by the Association, during the disclosure period:
 - (A) to a related party of the Association; or
 - (B) to a declared person or body of the Association.
 - (ii) the total of the payments made by the Association, during the disclosure period:

(A) to each related party of the Association; or

(B) to each declared person or body of the Association.

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

(c) For the purposes of sub-rule (a), the disclosures shall be made:

(i) in relation to each financial year;

(ii) within three (3) months after the end of the financial year; and

(iii) in writing and published on the Association website.

33D - Financial Management Training

Officers of the Association whose duties include duties relating to the financial management of the Association, shall within six months of the commencement of holding office undertake approved training that relates to their financial duties and the financial management of the Association. Such training shall be as approved by the General Manager of Fair Work Australia under section 154C of the Act.

Provided that the persons holding office as at [date of approval of this Rule alteration] shall be required to have completed the approved training by no later than 29 December 2013, or within six months of the date of commencement of section 154D of the Fair Work (Registered Organisations) Amendment Act 2012, whichever is earlier.

Dated *27th June 2013*

Signed with the Authority of the
Organisation

Gary D. Swan
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Gary Swan

Office held: Secretary.