

078N: Incorporates alterations of 7 May 2020 (R2019/23)  
(replaces 20/4/2020 (D2019/4) version)

**CSR, Holcim, Wilmar & Viridian Staff Association known as  
Salaried Staff United**

I CERTIFY under section 161 of the Fair Work (Registered Organisations) Act  
2009 that the pages herein numbered 1 to 26 both inclusive contain a true and  
correct copy of the rules of the CSR, Holcim, Wilmar & Viridian Staff  
Association known as Salaried Staff United.

DELEGATE OF THE GENERAL MANAGER  
FAIR WORK COMMISSION

# Rules of the CSR, Holcim, Wilmar & Viridian Staff Association known as Salaried Staff United Contents

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

RULES OF CSR, HOLCIM, WILMAR & VIRIDIAN STAFF ASSOCIATION KNOWN AS SALARIED  
STAFF UNITED

**1 - NAME**

The name of the Association shall be "CSR, Holcim, Wilmar & Viridian Staff Association known as Salaried Staff United".

**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) "Commissioner" means the Registered Organisations Commissioner
- (c) "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.
- (d) "disclosure period" means the financial year of the Association as defined by Rule 12(d)
- (e) "financial duties" includes duties that relate to the financial management of the Association or a Branch of the Association
- (f) "Financial member" means a member who is not 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.
- (g) "Financial year" means the financial year of the Association as defined by Rule 12(d)
- (h) "Member" means a member for the time being of the Association.
- (i) "Month" means calendar month and "year" means the financial year commencing on the first day of July.
- (j) "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.
- (k) "office" has the same meaning as defined by Section 9 of the *Fair Work (Registered Organisations) Act 2009*.
- (l) "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.
- (m) "President" "Secretary" and "Treasurer" mean the President Secretary and Treasurer respectively for the time being of the Association and "Secretary" includes an acting secretary.
- (n) "Registered Office" means the registered office of the Association for the time being.

## 2 - DEFINITIONS

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- (o) “related party” has the same meaning as defined by Section 9B of the *Fair Work (Registered Organisations) Act 2009*.
- (p) “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
- (q) “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.
- (r) “remuneration” includes pay, wages, salary, fees, allowances, leave, benefits or other entitlements; but does not include a non-cash benefit.
- (s) "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.
- (t) “The Association” means the CSR, Holcim, Wilmar & Viridian Staff Association known as Salaried Staff United.
- (u) "The Commission" means the Fair Work Commission and the ROC and "Commission" shall include any Commonwealth or State Commission or Board or other tribunal having jurisdiction in industrial or employment matters affecting the Association or its members.
- (v) "The Company" means any of the following:
  - CSR Limited (ABN 90 000 001 276);
  - any subsidiary of CSR Limited, and any demerged company 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, and any demerged company 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 and any demerged company of Holcim (Australia) Pty Ltd.
- (w) "The Court" means the Federal Court of Australia and "Court" includes any Court of law or equity in any jurisdiction.
- (x) “The Executive Council” means the Executive Council for the time being of the Association.
- (y) “The Rules” or “these Rules” mean the Rules for the time being of the Association.
- (z) "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.

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

### **3 - OBJECTS**

- (a) To promote by conciliation and/or arbitration or by any other lawful means the social economic and industrial interests and welfare of members and salaried employees.
- (b) To provide means of combined action in matters affecting the welfare and protection of members and for the retention and improvement of existing customs and privileges appertaining to the members or any of them.
- (c) To endeavour to secure redress for any grievances to which members or any of them may become subject and to investigate and secure any fair and reasonable adjustment on behalf of members or any of them in cases of any change suspension reduction in rank position or grade and pay dismissal re-classification retirement or otherwise howsoever and to advise and assist members in all matters pertaining to their employment and in preparing and presenting cases arising out of any such matter as aforesaid.
- (d) To promote industrial peace and efficiency and to endeavour by all lawful means to prevent or settle any disputes lockouts or strikes affecting members.
- (e) To enter into agreements with the Company regarding the classifications conditions of employment privileges and salaries of members or salaried employees or any of them.
- (f) To acquire or lease property real or personal as necessary or convenient to further the objects of the Association.
- (g) To borrow or raise or secure the payment of money in such manner for any of the purposes of the Association as the Executive Council with prior approval of a General Meeting shall think fit.
- (h) To give guarantees indemnities and undertakings of any kind whatsoever whenever in the opinion of the Executive Council to do so would be for the benefit of the Association or of any of the members thereof. Provided that where the guarantee indemnity or undertaking involves a financial obligation of the Association the authority of a General Meeting of the Association shall be necessary.
- (i) To raise funds by subscriptions contributions levies fines donations and otherwise for any of the objects of the Association.
- (j) To invest and deal with the moneys of the Association not immediately required in such manner as may from time to time be determined.
- (k) To sell improve lease manage dispose of or otherwise deal with all or any part of the property real or personal of the Association.
- (l) To donate or guarantee money for any patriotic charitable benevolent public or generally useful object.
- (m) To undertake and do all such other acts and things as may be incidental or conducive to any of the foregoing objects.
- (n) To promote an effective line of communication between top management and staff so that there is a free exchange of ideas and aspirations.

### **4 - REGISTERED OFFICE**

The Registered Office of the Association shall be situate at Level 1, Trinit 3, 39 Delhi Road, North Ryde in the State of New South Wales or at such other address as shall from time to time be decided by the Executive Council.

## **5 - MEMBERSHIP**

Any prospective, current or former salaried employees having made application for membership as prescribed in Rule 6 must, except as otherwise provided for in these Rules, be admitted to membership of the Association.

Provided that for the purposes of this Rule:

- (a) a prospective salaried employee shall mean a person who has made application to be employed by the Company at a yearly rate of pay but is not yet so employed; and
- (b) a former salaried employee shall mean a salaried employee whose employment has been terminated by the Company and is challenging that termination before a tribunal or court.

A prospective salaried employee's eligibility for membership shall lapse should his or her application for employment by the Company be unsuccessful.

A former salaried employee's eligibility for membership shall lapse should the challenge to his or her termination fail.

## **6 - ADMISSION TO MEMBERSHIP**

- (1) Application for membership in the Association may be made by:
  - (a) electronically completing and submitting an application form including consent to the method of payment of the contribution as prescribed by Rule 9, through the official website of the Association or
  - (b) signing of an application form of which the original must be provided to the union; and
    - (i) the signing of a payroll deduction authority, or
    - (iii) the payment of the contribution as prescribed by Rule 9.

- (2) Membership through Amalgamation

In the event of the Union entering into an agreement to amalgamate, merge or otherwise combine with any other trade union or organisation of employees the members of such other trade union or organisation may be admitted to membership in this Union in accordance with the terms of such agreement. Notwithstanding the provisions of subrules (1) and (2) of this Rule, persons may be admitted to membership pursuant to an agreement to amalgamate, merge or otherwise combine, without making application in the prescribed form. Except as otherwise provided for by the Fair Work (Registered Organisations) Act 2009, any person so admitted pursuant to an amalgamation under the Fair Work (Registered Organisations) Act 2009 becomes a member from the day fixed by the Fair Work Commission for the amalgamation to take effect. In any other case any person so admitted becomes a member as from the commencement of the day following the unconditional execution of the agreement or on such later date as may be specified in the agreement.

## **7 – COMMENCEMENT OF MEMBERSHIP**

- (a) Membership shall be deemed to commence on the date of acceptance or admission as aforesaid.
- (b) Membership shall continue from year to year unless determined in accordance with these Rules.

- (c) Applicants for membership shall be informed in writing of the financial obligations arising from membership and the circumstances, and the manner, in which a member may resign from the organisation.

## 8 - REGISTER

The Secretary shall keep a register of all members of the Association. Every member shall on application notify his or her address to the Secretary and such address shall be deemed his or her registered address until he or she gives notification to the Secretary of a change in his or her address and the address so notified from time to time shall be deemed to be his or her registered address.

## 9 - CESSATION

A member shall cease to be a member of the Association -

- (a)
    - (i) A member of the Association may resign from membership by written notice addressed and delivered to the Secretary;
    - (ii) A notice of resignation from membership of the Association takes effect:
      - (a) where the member ceases to be eligible to become a member of the Association
        - (i) on the day on which the notice is received by the Association; or
        - (ii) on the day specified in the notice, which is a day not earlier than the day when the member ceases to be eligible to become a member;
      - whichever is later; or
    - (b) in any other case:
      - (i) at the end of 2 weeks, or such shorter period as is specified in the rules of the organisation, after the notice is received by the Association; or
      - (ii) on the day specified in the notice;
      - whichever is later.
  - (iii) 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 organisation, in a court of competent jurisdiction, as a debt due to the Association.
  - (iv) A notice delivered to the Secretary shall be taken to have been received by the Association when it was delivered.
  - (v) A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with paragraph (1).
  - (vi) A resignation from membership of an 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.
- (b) If he or she is expelled under Rule 50 of these Rules.



Any person ceasing to be a member by resignation shall provided that he or she has paid all subscriptions contributions fines levies and dues up to the date of his or her ceasing to be a member be entitled to a clearance signed by the Secretary.

### **10 – RE-ADMISSION**

Any person who has ceased to be a member as aforesaid or has been suspended or has been expelled under Rule 50 of these Rules may apply for re-admission to the Association or for the removal of his or her suspension such application to be accompanied by the payment of all outstanding moneys due to the Association and the Executive Council may if it thinks fit grant such application.

### **11 – COPY OF RULES**

Financial members shall be entitled to an electronic copy of these Rules.

### **12 - SUBSCRIPTIONS AND FINES**

- (a) The annual subscription to the Association shall be such sum as shall be determined by the Executive Council from time to time.
- (b) Subscriptions shall be paid annually, monthly in twelve (12) equal amounts, or fortnightly in twenty six (26) equal amounts.
- (c) Subscriptions paid annually shall be paid on or before the thirtieth day of June in each year.
- (d) The first payment for a member who wishes to pay the subscription annually shall be a pro-rata amount based on the number of full weeks from the date of commencement of their membership to the thirtieth day of June. The first payment for a member who wishes to pay the subscription annually and joins in June in each year shall be the annual subscription and a pro-rata amount based on the number of full weeks from the date of commencement of their membership to the thirtieth day of June.
- (e) The financial year of the Association shall end on the thirtieth day of June in each year.
- (f) Where a member joins the Association because they require immediate industrial advice or assistance the member may be required to pay a joining fee equal to the full annual subscription in arrears and then pay monthly, fortnightly or pro-rata annual payments from the date of joining.

### **13 - LEVIES**

The Executive Council may from time to time strike a levy upon the members but such levy shall not exceed \$20 per member in any calendar year. Any such levy shall be paid by members to the Secretary by the date fixed by the Executive Council. The striking of any such levy and the date for payment thereof shall be notified to members either personally or by advertisement or notice in such manner as the Executive Council shall from time to time determine.

### **14 - UNFINANCIAL MEMBERS**

Any member being six months in arrears with his or her subscriptions or with any levy fine or due payable under these Rules shall be considered unfinancial and shall lose all rights and privileges of membership and shall be liable to be sued for his or her arrears and the fines accruing against them without notice.

## **15 - ELIGIBILITY OF UNFINANCIAL MEMBERS**

An unfinancial member shall not be eligible to receive assistance from the Association nor to vote as a member nor to be nominated for or hold any office in the Association or in any branch formed as hereinafter provided and his or her ineligibility to receive assistance or to be nominated for or hold any office shall continue until the expiration of one month after payment of all arrears.

## **16 - WAIVER**

Notwithstanding the provisions of Rule 14 and Rule 18 the Executive Council shall have the power, if in the circumstances it considers it is in the best interests of the Association so to do, to waive the payment of any of a members contributions or to cancel the whole or any part of a members arrears. Such waiver or cancellation may be in respect of a specified member or in respect of any members who fulfill specified conditions.

## **17 - DEDUCTIONS**

Notwithstanding the provisions of Rule 12 and Rule 14 the Association may enter into an agreement with the Company that on receipt of an authorisation from a member the company will deduct the appropriate annual contributions specified under Rule 12 divided by the number of regular pay intervals as agreed between the Association and the Company. If a member, to whom any such agreement is applicable, lodges such an authorisation with the Company, he or she shall be deemed to be a financial member as from the first pay day in respect of which deductions are made pursuant to the authorisation and shall remain a financial member so long as deductions are made pursuant to the authorisation.

Provided that any member who at the time of the first deduction pursuant to the authorisation was in arrears with his or her contributions, may be deemed to be unfinancial until such arrears are paid.

## **18 - PURGING THE REGISTER**

- (a) The Executive Council may direct the removal from the register of the name of any member:
  - (i) who owes more than one year's contributions, or
  - (ii) who has failed in the space of one year or more to pay any levy or fine, or
  - (iii) who appears to be no longer employed by the company, or
  - (iv) whose present address or place of employment cannot be readily ascertained by the Secretary.
- (b) Any person whose name has been removed from the register shall thereupon cease to be a member or to have any of the rights or privileges of membership.
- (c) Any such person shall be liable to pay all subscriptions, dues, fines, levies and other moneys due to the Association up to the date of the removal of his or her name from the register.
- (d) Before removing the name of any member from the register in accordance with this rule, the Executive Council shall cause to be sent to the member concerned a notice of its intention so to remove his or her name.
- (e) Such notice shall specify the ground or grounds upon which such action is to be taken and shall be forwarded by post to the member concerned to his or her last known address as shown on the books of the Association. Such notice shall specify a period, being not less than 21 days, in which the member may show cause to the Executive Council why his or her name should not be removed from the register.

## 21 – MEMBERS OF EXECUTIVE COUNCIL

- (f) Should such member fail within the time specified in such notice to show cause to the Executive Council why his or her name should not be removed from the register, the Executive Council may, after enquiry, direct that this name so be removed.

## 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.

## 20 - EXECUTIVE COUNCIL

The Committee of Management of the Association shall be the Executive Council which in addition to the powers and authorities by these Rules or otherwise conferred upon it may exercise all such powers and do all such acts and things as may be lawfully exercised or done by the Association and are not by the Rules or by law expressly directed or required to be exercised or done by a general meeting or plebiscite of the members of the Association but subject nevertheless to the provisions of the Act and of the Rules and to any directions from time to time given by a general meeting or plebiscite of the members of the Association provided that no direction so made shall invalidate any prior act of the Executive Council which would have been valid if such direction had not been given.

The Executive Council still exists as a legal entity even if some positions are not filled during general election or some positions fall vacant between general elections.

## 21 – MEMBERS OF EXECUTIVE COUNCIL

- (a) The Executive Council shall consist of up to nine members including the President, the Vice-President, the Secretary, the Treasurer, and five other members. All members of the Executive Council shall be financial members of the Association.
- (b) The Secretary of the Association shall:
  - (i) Make and keep a correct record of all the proceedings of meetings of the Association.
  - (ii) Conduct all necessary correspondence and duly record the same.

- (iii) Prepare and forward all returns required by law.
  - (iv) Have the control and supervision of the servants, records and offices of the Association.
  - (v) Perform such other functions as may be required of him or her by the Executive Council of the Association or as required under the provisions of the Fair Work Act 2009 & Fair Work (Registered Organisations) Act 2009, as amended.
  - (vi) Invest the funds of the Association as directed by the Executive Council.
  - (vii) Have custody of all securities and security documents of the Association.
- (c) The Treasurer shall be responsible for:
- (i) Establishing that official receipts are issued for all moneys received by the Association.
  - (ii) Checking and confirming that all moneys so received are banked to the credit of the Association's banking account.
  - (iii) Supervising the keeping of separate and distinct accounts of all moneys received or disbursed by or on account of the Association.
  - (iv) Supervising the keeping of such books of account as may from time to time be required by the Executive Council or the Auditor.
  - (v) The presentation of a regular statement of receipts and expenditure to each ordinary meeting of the Executive Council.
  - (vi) The preparation and presentation to each General Meeting and at such other times as the Executive Council shall direct of a correct balance sheet and statement of receipts and expenditure of the Association.
  - (vii) Furnishing to the Auditor as required by the Auditor and at such other times as directed by the Executive Council, all books of account, bank deposit books, vouchers, receipts and cheque books and the counterfoils thereof.
  - (viii) Perform such other functions as may be required by the Executive Council of the Association or as required under the provisions of the Fair Work Act 2009 & Fair Work (Registered Organisations) Act 2009, as amended.

## 22 - ELECTIONS

- (a) In this rule:

**“CSR Employee”** means a person who at the time of nominating for an Election is employed by CSR Limited or its subsidiaries.

**“Holcim Employee”** means a person who at the time of nominating for an Election is employed by Holcim (Australia) Pty Ltd or its subsidiaries.

**“Wilmar Employee”** means a person who at the time of nominating for an Election is employed by Wilmar Australia Pty Ltd or its subsidiaries.

**“Election”** means the scheduled election to fill vacancies in the positions of President, Vice President, Secretary, Treasurer and five Executive Councillors to be held.

**“Subsidiary”** has the same meaning as in s 50AA of the Corporations Act 2001.

- (b) Notwithstanding the other provisions of these rules, this rule shall apply to all Elections and to the filling of casual vacancies.
- (c) The Executive Council shall consist of up to nine members including the President, the Vice-President, the Secretary, the Treasurer and five Executive Councillors provided that so far as possible the Executive Council may not include more than four employees from each Company. All members of the Executive Council and candidates in an Election shall be financial members of the Association.
- (d) A member may not stand for more than one position in any Election.
- (e) The election of the nine members of the Executive Council of the Association shall be by secret ballot and shall be conducted by a Returning Officer in accordance with these rules.
- (f) In the event that the number of candidates is less than or equal to the number of positions, they will be declared elected without the need to hold a ballot.
- (g) It is the intention of this rule that in the event that the number of candidates is less than or equal to the number of positions and there are more than four employees from any Company candidates that the positions of President, Vice-President, Secretary and Treasurer be declared elected together with other Executive Councillors and that a ballot be held for the balance of the Executive Councillor position(s).
- (h) In an Election where a ballot is required each voter shall have up to one vote for each of the positions of President, Vice President, Secretary and Treasurer and up to as many votes as there are vacancies to be filled by ballot for the positions of Executive Councillor provided that the exercise of any vote is at the discretion of the voter.
- (i) The candidates who obtain the highest number of votes in the Election for each of the positions of President, Vice President, Secretary, and Treasurer and one Executive Councillor shall first be elected to those positions.
- (j) The candidates who remain after the positions are filled pursuant to sub-rule 9 of this rule, and who obtain the highest number of votes for the position of Executive Councillor shall be elected to the remaining four positions.
- (k) It is the intention of this rule that, so far as possible, not less than four members of the Executive Council may be persons who are employees from each Company.
- (l) The term of office for successful candidates will commence on the 1<sup>st</sup> October in the year of the election or from the date of the declaration of the result of the election, whichever is later, except where the position to which the successful candidate has been elected is already vacant, in which case the term of the successful candidate shall commence from the date of the declaration of the result of the election.
- (m) Candidates shall hold office for 2 years or until their successors are elected and take office and could be eligible for re-election. They shall be elected by ballot of all financial members.

## **23 – ELECTION PROCESS**

- (a) Returning Officer
  - (i) If the Association has applied for and been granted an exemption to conduct its own elections the Executive Council shall, in March of each year that an election is to be held, appoint a Returning Officer who shall not be a holder of any office in, nor be an employee of the Association.

- (ii) Otherwise, the Registered Organisations Commission shall appoint the Australian Electoral Commission to conduct elections in accordance with Section 182 of the Fair Work (Registered Organisations) Act 2009.
- (iii) Any person appointed by the Returning Officer to assist him or her, shall not be a holder of any office in, nor be an employee of the Association.

(b) Period and Place for Lodging Nominations

The Returning Officer shall determine the times and dates of the commencement and close of the period for lodging nominations of candidates for election for an office having regard to:

- (i) the date of expiration of the term of office of the holder of the office;
- (ii) the time required to lodge nominations;
- (iii) the time required to complete the election;
- (iv) the date of the Annual General Meeting of the Association.

(c) Calling for Nominations

The Returning Officer shall, within the period of 21 days before the date of commencement of the period for lodging nominations of candidates for an election for an office, send by pre-paid post or through the internal mail system of the Company, a notice setting out:

- (i) the title of the office;
- (ii) the form in which nominations are to be made;
- (iii) the place for lodging nominations;
- (iv) the times and dates of the commencement and close of the period for lodging nominations,

and inviting nominations of persons, eligible for election for the office under these rules to stand as candidates for election for the office.

(d) Nominations

- (i) Subject to sub-paragraph (iv) a person is not eligible for election for an office unless his or her nomination is in writing and is signed by the member and by two other financial members.
- (ii) Where the Returning Officer finds that a document lodged at the place and within the period determined by the Returning Officer under paragraph (b) of this Rule and purporting to be the nomination of a person as a candidate for an election or an office within the Association is not a nomination in accordance with the provisions of this paragraph the Returning Officer shall, before rejecting the nomination, notify the person concerned of the defect and, where it is practicable to do so, give the person the opportunity of remedying the defect within seven days after his or her being so notified.
- (iii) A person is not eligible for election unless the nomination of the person as a candidate for election is lodged at the place determined by the Returning Officer and within the period determined by the Returning Officer.
- (iv) Retiring members of the Executive Council who wish to offer themselves for re-election must give the Returning Officer notice in writing of their candidature at the place and within the period determined by the Returning Officer for lodging nominations.

- (v) A member nominating for any office may withdraw the nomination by notice in writing to the returning officer up to, but not later than 7 days after the close of nominations.
- (vi) The notification in writing referred to above must include the signed endorsement of the nominee and be in a form acceptable to the returning officer.
- (vii) Candidate Statements
  - (a) Up to seven days after the close of nominations, a candidate may submit to the returning officer a biography and/or a statement in support of their candidature only, for publication on the Association's website and in the Association's next available newsletter. The statement shall not exceed 300 words, and shall include the candidate's name, the name of their employer and the state in which the candidate works.
  - (b) The returning officer shall reject any statement
    - (i) which, in the opinion of the returning officer, is false or misleading or may lead to an irregularity; or
    - (ii) which does not strictly comply with these rules.
  - (c) A candidate whose statement is rejected shall be notified and shall be given not more than 2 working days from being notified to supply a replacement statement that complies with this rule.
  - (d) The order of publication of candidates' statements shall be the same order as candidates' names on the ballot paper, unless there is more than one ballot in which case the returning officer may print statements in alphabetical order by surname. The returning officer shall also indicate if a candidate has elected not to submit a statement or failed to submit a valid statement.
- (e) Election Without Voting

Where, on the expiry of the period for lodging the nomination of a candidate for election for the office of President, Vice-President, Secretary or Treasurer, only one candidate is nominated for election for one or more of those offices the Returning Officer shall declare under paragraph (n) of this Rule in respect to that office or those offices that the candidate who nominated has been elected to the office.
- (f) Roll of Voters
  - (i) The names and addresses of members of the Association who are entitled under the rules of the Association to vote in an election shall form the roll of voters for the election.
  - (ii) The Returning Officer shall prepare a roll of voters who are eligible to vote, on the seventh day before the date determined for the opening of nominations pursuant to sub-rule 23(b).
  - (iii) The Returning Officer shall add to the roll of voters the names and addresses of persons who, after the day referred to in sub- paragraph (ii) of this paragraph become entitled to vote in the election.
  - (iv) The Returning Officer shall delete from the roll of voters the names of persons who, after the day referred to in sub-paragraph (ii) cease to be entitled to vote in the election.
  - (v) The Returning Officer shall, at the place where he or she carries out his or her functions as Returning Officer, make the roll of voters in an election for an office within the Association available for inspection by members of the Association, or by any person authorised by the Returning Officer, during the ordinary hours of business in the period that commences on the day referred to in sub-paragraph (ii) and ends on the day on which the result of the election is declared.

(g) Post Box for Ballot Papers

The Returning Officer shall use, for the purpose of receiving ballot papers in respect of an election, a private box at a post office, being a private box used exclusively for that purpose.

Access to the private box shall be under the exclusive control of:

- (i) persons authorised by the Australian Postal Corporation for the purpose;
- (ii) the Returning Officer; and
- (iii) persons authorised in writing by the Returning Officer for the purpose.

(h) Issue of Ballot Papers

- (i) Where more than one candidate is nominated for election for an office, the Returning Officer shall determine the date of commencement of issuing ballot papers and the time and date of the close of the ballot having regard to:
  - (a) the date of expiration of the term of office of the holder of the office;
  - (b) the time required to send and return ballot papers by post;
  - (c) the time required to complete the election;
  - (d) the date of the Annual General Meeting of the Association.
- (ii) As soon as practicable after the date determined for the commencement of issuing ballot papers in respect of an election, the Returning Officer shall issue, by posting prepaid post, to each person whose name is on the roll of voters referred to in sub-paragraph (f)(ii) at the address shown on the roll, a ballot paper in a sealed envelope.
- (iii) The envelope referred to in sub-paragraph (ii) of this paragraph shall bear an instruction that, if it is not delivered to the addressee, it should be returned to a specified private box at a post office other than the private box referred to in paragraph (g).
- (iv) Access to the private box referred to in sub-paragraph (iv) shall be under the exclusive control of:
  - (a) persons authorised by the Australian Postal Corporation for the purpose;
  - (b) the Returning Officer; and
  - (c) persons authorised in writing by the Returning Officer for the purpose.
- (v) The envelope referred to in sub-paragraph (ii) shall contain:
  - (a) a ballot paper showing the time and date of the close of the ballot, being a ballot paper initialled by the Returning Officer or bearing a facsimile of those initials, or initialled by a person appointed by the Returning Officer;
  - (b) an envelope addressed to the private box referred to in paragraph (g) being an envelope that may be posted without expense to the voter;
  - (c) written instructions to the voter how to mark the ballot paper in order to record a formal vote in accordance with these rules;
  - (d) a declaration envelope
  - (e) any other document required for the conduct of the election.
- (vi) The names of candidates for election for an office and the Company for which they work shall appear on the ballot paper for that election in the alphabetical order of the surnames of the candidates or, where candidates' surnames are identical, in the alphabetical order of their Christian or given names.



- (vii) The Returning Officer shall include on the ballot paper instructions to the voter that are substantially in accordance with the following form:
  - (a) do not put on the ballot paper any mark or writing by which you can be identified;
  - (b) fold the ballot paper in a manner that conceals the way in which it is marked;
  - (c) place the ballot paper in the declaration envelope;
  - (d) place the declaration envelope in the pre-paid envelope referred to in (h)(vi)(b) that is supplied and that is addressed to the Returning Officer;
  - (e) seal the envelope and post it to reach the Returning Officer before the time of the close of the ballot.
- (i) Duplicate Ballot Papers, Declaration Envelopes and Return Envelopes
  - (i) Where, on application before the time of the close of the ballot in an election, the Returning Officer is satisfied that a ballot paper, declaration envelope or return envelope issued to a person whose name is on the roll of voters, has not been received or has been lost, destroyed or spoilt, he or she shall issue to that person a duplicate ballot paper, declaration envelope or return envelope, as the case may be.
  - (ii) An application by a person for a duplicate ballot paper, declaration envelope or return envelope, for an election shall be in writing setting out the grounds on which the application is made and declaring that the person has not voted in the election and shall, if practicable, be accompanied by any evidence that is available of that non-receipt, loss, destruction or damage.
- (j) Custody of Envelopes containing Ballot Paper
  - (i) The Returning Officer may, at any time before the close of the ballot for an election for an office, and shall, as soon as practicable after the time of the close of the ballot:
    - (a) place unopened into a container or containers envelopes addressed to the private box referred to in paragraph (g) received before the time of the close of the ballot;
    - (b) seal each of the containers;
    - (c) endorse on each of the containers:
      - (i) the name of the Association and the title of the office;
      - (ii) the words "Ballot papers received from voters on or before the closing date";
      - (iii) his or her signature; and
      - (iv) the date of signing; and
    - (d) keep each of the containers in safe custody until the containers are opened in accordance with paragraph (k).
  - (ii) The Returning Officer shall:
    - (a) place unopened into a container or containers envelopes addressed to the private box referred to in paragraph (g), received by him or her after the time of the close of the ballot for an election for an office;
    - (b) seal each of the containers;
    - (c) endorse on each of the containers:
      - (i) the name of the Association and the title of the office;
      - (ii) the words "Ballot papers received from voters after the closing date";
      - (iii) his or her signature; and

- (iv) the date of signing; and
- (d) keep each of the containers in safe custody.

(k) Opening of Parcels

The returning officer shall, as soon as practicable after the time of the close of the ballot, open the sealed containers referred to in paragraph (j)(i) withdraw the ballot paper from each declaration envelope and, without looking at the manner in which the ballot is marked, place each ballot paper in a ballot box, provided for the purpose, for scrutiny in accordance with paragraph (1).

(l) Scrutiny

- (i) The Returning Officer shall open the ballot box in which ballot papers have been placed, withdraw each ballot paper and, after rejecting informal ballot papers:
  - (a) count the number of votes to ascertain which candidate is, under the rules of the Association, successful in the election for the office within the Association;
  - (b) place into a container or containers the ballot papers admitted as formal, seal each of the containers and endorse on each of the containers:
    - (i) the name of the Association and the title of the office;
    - (ii) the words "Ballot papers admitted as formal";
    - (iii) his or her signature; and
    - (iv) the date of signing; and
  - (c) place into a container or containers the ballot papers rejected as informal, seal each of the containers and endorse on each of the containers:
    - (i) the name of the Association and the title of the office;
    - (ii) the words "Ballot papers rejected as informal";
    - (iii) his or her signature; and
    - (iv) the date of signing; and
  - (d) keep each of the containers in safe custody.
- (ii) The Returning Officer shall reject as informal a ballot paper that:
  - (a) does not bear the initials of the Returning Officer or the facsimile of those initials or the initials of a person appointed by the Returning Officer as referred to in paragraph (h)(vi)(a);
  - (b) has upon it a mark or writing by which the voter can be identified;
  - (c) is not marked substantially in accordance with the instructions referred to in paragraph (h)(vi)(c); or
  - (d) is not inside the declaration envelope provided.
- (iii) Where, during the scrutiny, the Returning Officer is informed by a scrutineer appointed under paragraph (m) that the scrutineer objects to a ballot paper being admitted as formal, or rejected as informal, as the case may be, the Returning Officer shall decide the matter and endorse his or her decision on the ballot paper.

(m) Scrutineers

- (i) Each candidate nominated for election may, in writing, appoint a scrutineer in respect of that election, being a person other than a candidate, and may, in writing, appoint another such person to carry out the functions of the scrutineer where the first mentioned person does not carry out those functions.

- (ii) Subject to sub-paragraph (iii), a scrutineer appointed under this paragraph may:
  - (a) be present while the Returning Officer carries out his or her functions under paragraphs (j), (k) or (l); and
  - (b) direct the attention of the Returning Officer to any irregularity concerning the issue of ballot papers, the admission of any envelope to scrutiny, the admission of a ballot paper as formal, the rejection of a ballot paper as informal or the counting of the votes.
- (iii) Where a scrutineer appointed under this paragraph:
  - (a) interrupts the scrutiny otherwise than in accordance with sub-paragraph (ii)(b); or
  - (b) fails to carry out a lawful request by the Returning Officer,the Returning Officer may direct the scrutineer to leave the place where the scrutiny is being conducted.
- (iv) A scrutineer appointed under this paragraph shall comply with a direction by the Returning Officer under sub-paragraph (iii).
- (n) Declaration of Result of Election
  - (i) The Returning Officer shall declare the result of the election by giving notice of the result in writing to the Association at its registered office.
  - (ii) The Returning Officer shall declare in respect of the election:
    - (a) the number of ballot papers, other than duplicate ballot papers, issued;
    - (b) the number of duplicate ballot papers issued;
    - (c) the number of ballot papers admitted as formal; and
    - (d) the number of ballot papers rejected as informal.
- (o) Prevention of Irregularities
  - (i) The Returning Officer, or a person appointed by the Returning Officer may take such action and give such directions as he or she considers necessary in order to ensure the secrecy of the ballot and that no irregularities occur in or in connection with the election or to remedy any inconsistency or inadequacy that arises in the application of the rules of the Association to the conduct of an election for an office.
  - (ii) A member shall not:
    - (a) without reasonable excuse refuse or fail to comply with a direction given under sub-paragraph (i) of this paragraph; or
    - (b) obstruct or hinder:
      - (i) a person referred to in sub-paragraph (i) in the performance of his function in relation to an election or in the taking of any action under sub-paragraph (i); or
      - (ii) any other person in the carrying out of a direction under sub-paragraph (i);

## 24 – APPOINTMENT TO VACANCY

A person elected in accordance with Rule 23 shall hold office until the successor is declared elected. If in an election any office is not filled:

- (i) the retiring officer shall subject to these rules and if willing continue in office until the Executive Council may appoint one of the elected candidates to fill in the office.

- (ii) If this process is not possible the Returning Officer shall call for nominations on a second occasion.
- (iii) If the second election is unsuccessful the remaining members of the Executive Council may appoint a qualified member to act in the vacant position until such time as the office is filled in accordance with these rules provided the period of appointment does not exceed twelve months or three quarters of the term of the office, whichever is the greater.

## **25 - POWERS OF EXECUTIVE COUNCIL**

Without limiting the generality of Rule 20 hereof the Executive Council shall have power subject to any directions from time to time given by a general meeting or plebiscite of the members of the Association.

- (a) To direct the policy of the Association in all industrial matters.
- (b) To appoint remove and prescribe the duties and remuneration of such officers as it thinks fit subject to the provisions of Rule 31 of these Rules.
- (c) To intercede in such manner as it thinks necessary and suitable in any dispute between members or groups of members and/or branches which is causing or likely to cause disruption or dissatisfaction in the membership of the Association and/or its branches.
- (d) To convene general meetings of the Association and to determine when and in what manner a plebiscite or ballot of the members of the Association shall be taken under the Rules.
- (e) To authorise any ordinary expenditure as hereinbefore defined.
- (f) To suspend or expel any unfinancial member and to suspend and/or recommend the expulsion of any member whether financial or unfinancial under Rule 50 of these Rules.
- (g) To proceed according to law for the legal redress of any grievance of the Association or any of its members and to enter into any industrial agreement on behalf of the Association or its members or any group thereof.
- (h) To impose collect and recover by law if necessary any or all of the subscriptions fees fines or levies imposed in accordance with these Rules.
- (i) To ensure the proper keeping of books of account of the Association and its branches and to inspect and provide for the auditing of such books of account.
- (j) To appoint any person as a representative of the Association before any Commission or Court.
- (k) To invest any of the moneys of the Association not immediately required in such manner as may from time to time be determined and vary sell or dispose of all such investments.
- (l) To acquire manage lease deal with and dispose of real and personal property on behalf of the Association and with the approval of the Association in general meeting to borrow money and give security over any property.
- (m) To control generally superintend and manage the affairs of the Association its branches officers property and funds.
- (n) If it shall think fit to establish branches as hereinafter provided.
- (o) To fill any casual vacancy in the office of President Vice-President Treasurer or Secretary or Executive Councillors but so that any person so appointed shall hold office only so long as the person

## 30 – APPOINTMENT STANDS

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in whose place he or she is appointed would have held office and shall then be eligible for re-election. Provided that where the unexpired term of office exceeds 12 months or three quarters of the term of office, whichever is the greater, the casual vacancy shall be filled by election pursuant to rule 23.

- (p) To make regulations consistent with these Rules relating to any of the foregoing matters or any other matter within the powers of the Executive Council.
- (q) To waive, suspend or extend the time for payment of any subscription.
- (r) To admit Honorary Life Members.

## 26 – FINALITY OF EXECUTIVE COUNCIL DECISION

Every regulation resolution or decision of the Executive Council upon any matter affecting the Association or any of the members thereof shall be final and binding upon all the members unless and until the same is varied quashed or rescinded at a subsequent meeting of the Executive Council or at a General meeting of the members of the Association or by a plebiscite or ballot of the members of the Association. Provided that no such regulation resolution or decision shall be varied quashed or rescinded except after notice in writing of intention to move that the same be varied quashed or rescinded shall have been given to the Secretary at least one month prior to the meeting at which it is intended to move the same.

## 27 - PROCEEDINGS OF THE EXECUTIVE COUNCIL

The Executive Council shall meet as and when it shall from time to time think fit. Subject to any regulation by the Executive Council the President or the Secretary or any other two members of the Executive Council may at any time convene a meeting thereof. The Secretary shall give to each member of the Executive Council 14 clear days notice in writing of every meeting of the Executive Council specifying the place, and time of the meeting.

## 28 - QUORUM

At all meetings of the Executive Council a quorum shall be a majority of the existing Executive Council members. If at any meeting a quorum is not present within half an hour of the time fixed for holding the meeting the meeting shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present the meeting shall be dissolved. Attendance at an Executive Council meeting may be in person or by telephone conferencing or by video conferencing or by such other medium that may become available from time to time.

## 29 - CHAIRMAN

The President if present shall preside at all meetings of the Executive Council. If at any meeting the President is not present within ten minutes of the time fixed for holding the meeting the Vice-President if present shall preside and if the Vice-President is not present within the time aforesaid the members present shall choose some other of their number to be chairman of the meeting. In the case of an equality of votes the motion shall be resolved in the negative.

## 30 – APPOINTMENT STANDS

All acts done by the Executive Council or by any person acting as a member of the Executive Council shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member or members of the Executive Council or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Council.

### **31 – ABSENCE**

Any decision of the Executive Council which the President, or in the absence of the President, the Vice President, then the Secretary, then the Treasurer, declares to be an urgent decision may be decided upon by the Executive Council by means of mail, fax, telephone, email or other electronic means at the instigation of the Secretary.

### **32 - RETIREMENT RESIGNATION AND REMOVAL OF MEMBERS OF THE EXECUTIVE COUNCIL**

The office of a member of the Executive Council shall be ipso facto vacated:

- (a) If by notice in writing to the Secretary he or she resigns from office.
- (b) If two-thirds of the members present and voting at a duly convened meeting of the members of the Association vote for his or her removal.

Provided that:

- (i) written notice of a motion that the member should be removed from the Council is given to the Secretary;
  - (ii) the Secretary notifies in writing all members including the member concerned of the holding of a meeting within three weeks to discuss the motion;
  - (iii) the member concerned has the right to be heard in his or her own defence; and
  - (iv) a member accused of an offence listed in Rule 32 shall be notified of the particulars of the conduct alleged in such time as to enable the member to prepare a reply to the allegations.
- (c) If he or she has ceased, according to these rules, to be eligible to hold the office.

### **33 - OFFENCES**

The offences for the purposes of paragraph 32(b)(iv) are:

- (a) misappropriation of the funds of the Association; or
- (b) a substantial breach of the Rules of the Association; or
- (c) gross misbehaviour; or
- (d) gross neglect of duty.

### **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:

### 33B DISCLOSURE BY OFFICERS OF PERSONAL INTEREST

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- (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-rule (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 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 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.

### **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 Registered Organisations Commissioner under section 293L of the Fair Work Registered Organisations Act.

Provided that the persons holding office as at 15 September 2014 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.

## **34 - INDUSTRIAL DISPUTES AND AGREEMENTS**

In the event of an industrial dispute or an industrial situation which is likely to give rise to an industrial dispute occurring the member or members concerned shall forthwith notify the Executive Council setting out the circumstances of the dispute and the Executive Council shall endeavour to have the dispute settled by conciliation. In the event of no satisfactory settlement of such dispute being made the Executive Council shall promptly take such action as the circumstances may require:



#### **40 - MEETINGS BALLOTS AND PLEBISCITES OF MEMBERS OF THE ASSOCIATION**

Any industrial dispute may be submitted to the Commission or Court upon a resolution in favour of such action being carried by a majority of the members of the Executive Council who may appoint any member or members of the Association or such other person or persons as the Executive Council shall select to represent the Association before the Commission or Court or at any conference. Any plaint or other document or process necessary for submitting the dispute to Commission or Court shall be signed by the Secretary or in his or her absence by a member of the Executive Council authorised in that behalf.

### **35 – INDUSTRIAL AGREEMENTS**

Industrial agreements and other instruments may be made entered into executed or from time to time altered amended varied modified or cancelled by or on behalf of the Association by the Executive Council.

### **36 – POWER TO EXECUTE**

Such industrial agreements or instruments whether under seal or not may be executed on behalf of the Association by the President or some other member of the Executive and by the Secretary.

### **37 – INDUSTRIAL AGREEMENT BINDS MEMBERS**

Every member of the Association in the State or States covered by the agreement shall be directly jointly and severally bound by each and every industrial agreement and every alteration variation modification or cancellation thereof made by or on behalf of the Association and every such member shall be deemed to be a party thereto.

### **38 - CHEQUES**

All payments shall be authorised in the manner as may be provided by the Executive Council by resolution from time to time.

### **39 - SEAL**

There shall be a Seal of the Association of such design as the Executive Council may determine and it shall be kept in the custody of the Secretary. The Seal of the Association shall not be affixed to any document save by the authority of the Executive Council and its affixing shall be attested by the President or some other member of the Executive Council and by the Secretary whose signatures shall be sufficient evidence of the authority to affix the seal.

#### **40 - MEETINGS BALLOTS AND PLEBISCITES OF MEMBERS OF THE ASSOCIATION**

- (a) General Meetings of the members of the Association shall be held once at least in every calendar year on a date and at a place as may be determined by the Executive Council.
- (b) Extraordinary general meetings may be convened:
  - (i) whenever it is deemed by the Executive Council necessary or expedient.
  - (ii) whenever requisition in writing directed to the Secretary signed in the aggregate by twenty-five financial members of the Association is received by the Secretary. On receipt of such requisition the Secretary shall within twenty-one days proceed to convene a general meeting (to be held within a further twenty-one days) in accordance with the requisition and in default thereof the members signing the requisition may convene the general meeting.

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**41 – NOTICE OF GENERAL MEETING**

The Secretary shall give to each member 21 clear days notice in writing of every General Meeting specifying the place day and hour of the meeting and the nature of the proposed business such notice to be served by exhibiting the same in a conspicuous place at the premises at which the member is employed or by leaving the same for such member at or posting the same in a prepaid envelope or wrapper addressed to such member at his registered address for the time being or by email to the email address last notified by the member. Any notice so posted shall be deemed to be served not later than the fourth day following that on which it was posted. The non-receipt of the notice by or the accidental omission to give notice to any member shall not invalidate the proceedings at any such meeting.

**42 - QUORUM OF GENERAL MEETING**

Subject to rule 47:

- (a) The quorum at general meetings of the Association shall be twenty five (25) members personally present or present by audio or video link or represented by a proxy in accordance with this clause. If a quorum shall not be present within half an hour of the time fixed for holding the meeting, the meeting shall be dissolved.
- (b) A member of the Association who is entitled by these Rules to attend and vote at a general meeting, may and is entitled to appoint another member as his or her proxy to attend and vote instead of the appointing member at a general meeting of the Association.
- (c) A member of the Association may act as a proxy under this clause for one or more other members.
- (d) The appointment of a proxy under this clause must be in writing and presented to the Chairperson prior to the exercise of the proxy.
- (e) A member appointing a proxy under this clause may, but need not, direct the extent and manner in which the proxy must vote in respect of particular resolutions provided that the appointing member gives this direction in writing.
- (f) If a direction is given in writing pursuant to sub-clause 42(e) then the proxy is not entitled to vote on behalf of the appointing member unless in accordance with the appointing member's written direction.

**43 - PLEBISCITE**

The Executive Council may at any time if it shall think fit so to do and shall upon a requisition or requisitions in writing signed in the aggregate by 25 financial members of the Association cause a plebiscite to be taken of the opinion of the members of the Association on any matter affecting the Association such plebiscite to be taken at such time and in such manner and at such place or places as the Executive Council shall determine and the result of any such plebiscite shall be deemed to be the decision of the Association.

If the Executive Council shall fail to cause such plebiscite to be taken within two months of the receipt by the Secretary of such requisition or requisitions such plebiscite may be taken by two members nominated in writing by the requisitionists either in the requisition or subsequently. All plebiscites shall be conducted by secret ballot.

**44 – RETURNING OFFICER**

- (a) The Executive Council shall appoint a Returning Officer to conduct elections or plebiscites in accordance with these rules. The Returning Officer shall not hold any other office in and shall not be an employee of the Association. The Returning Officer shall have such powers and duties as are necessary for the conduct of elections of officers or plebiscites. The Executive Council or the Returning Officer may also appoint such Deputy Returning Officers as it or he or she shall deem

desirable, provided that such Deputy Returning Officer shall not hold any other office and shall not be an employee of the Association.

- (b) All ballots shall be secret.

#### **45 – CHAIRMAN OF GENERAL MEETING**

The President if present shall preside at all general meetings. If at any general meeting the President is not present within ten minutes of the time fixed for holding the meeting the Vice-President if present shall preside and if the Vice-President is not present within the time aforesaid the members present shall choose some other of their number to be Chairman of the meeting. In the case of an equality of votes the President or other Chairman shall have a second or casting vote.

#### **46 – GENERAL MEETING**

Voting at general meetings shall be by a show of hands or verbally if by audio or video link unless a ballot shall be demanded by one tenth of the members present or by proxy at the meeting. The ballot (if demanded) shall be taken at the meeting of the members actually present or by proxy.

- (a) Extraordinary General Meetings may be convened:
- (i) Whenever it is deemed by the Executive Council necessary or expedient.
  - (ii) Whenever a requisition in writing directed to the Secretary signed by 25 financial members of the Association is received by the Secretary. Such requisition shall state the nature of the business intended to be transacted. On receipt of such requisition the Secretary shall within 21 days proceed to convene an Extraordinary General Meeting (to be held within a further 21 days) in accordance with the requisition and in default thereof the members signing the requisition may convene the Extraordinary General Meeting. No business other than that stated in the requisition shall be dealt with at such meeting.
  - (iii) An Extraordinary General Meeting once convened shall be conducted as a General Meeting.

#### **47 - VOTING**

Notwithstanding anything contained in these Rules members may, at any meeting of the Association, vote either personally or by proxy. No person shall be appointed a proxy unless he or she is a financial member of the Association. The instrument appointing a member as proxy shall be signed by the absent member and counter-signed by the appointed proxy and shall be in the hands of the President or other Chairman at least 48 hours before the commencement of the meeting at which such proxy is to be exercised. Provided that no member shall be appointed as proxy for more than five absent members.

#### **48 - BRANCHES**

The Executive Council may at any time if it shall think fit so to do establish separate branches of the Association in any States or districts where in the opinion of the Executive Council the membership of the Association warrants the establishment thereof and may arrange for the calling of a meeting of members of any branch so established the election of officers of any such branch the adoption by any such branch of rules for such branch consistent with these rules and the proportion of members' contributions to be paid by such branch to the Executive Council the representation of any such branches at the conferences of the Association and any desirable consequential alterations of these Rules. Provided that where there is any conflict between the Rules of any branch and these Rules these Rules shall prevail. Decisions made by such branch shall be subject to ratification by the Executive Council at all times.

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**49 - ACCOUNTS AND AUDIT**

- (a) The Executive Council shall appoint annually an auditor qualified pursuant to the Act as amended. The Auditor shall inspect the books documents and securities of the Association at such times as may be prescribed by the Executive Council and shall at least once in each year audit the accounts and see that they are properly kept and sign the annual balance sheet.
- (b) The Revenue and Expenditure Account and Balance Sheet shall be presented annually to a general meeting of members of the Association and financial members shall be entitled to receive a copy of the accounts as presented.

**50 - FINES AND SUSPENSION AND EXPULSION OF MEMBERS**

- (a) The Executive Council may by resolution passed by a majority of not less than two thirds of the Executive Council members voting fine censure suspend and/or recommend the expulsion of any member proved to its satisfaction to have been guilty of:
  - (i) Any breach of these Rules or of the Regulations made hereunder;
  - (ii) Acting detrimentally to the interests of the Association and/or of its members.
- (b) Action under the foregoing sub-rule may be commenced by complaint in writing lodged with the Secretary by any member of the Association and the Secretary shall refer the complaint to the Executive Council at its next meeting, provided that he or she has sent a copy of the complaint to the member complained of, so as to be received by that member at least 14 days before the meeting.
- (c) Any member against whom action is proposed to be taken under this rule shall be entitled to attend at a meeting of the Executive Council for the purpose of stating his case.
- (d) No fine imposed under this Rule shall exceed ten dollars.
- (e) Any recommendation by the Executive Council for the expulsion of a member shall be submitted to a general meeting of members to be held within one month of the date of such recommendation and if no resolution for the expulsion of such member shall be passed by a general meeting within one month of the recommendation such recommendation shall lapse and in that case the suspension (if any) of the member shall cease unless a general meeting within such one month shall decide otherwise. The member shall be entitled to attend the general meeting and be heard in his or her own defence.
- (f) No suspension of a member shall extend beyond three months unless the same shall be confirmed by a resolution of a general meeting of the Association.

**51 – FEES LIABILITY**

Any member expelled from the Association shall remain liable for and forthwith pay all fees subscriptions fines levies and dues owing up to the date of such expulsion.

**52 - ALTERATION TO RULES**

The Executive Council shall have power to alter these rules or any of them provided that 1 months written notice of the proposal to make such alteration has been given to each member of the Executive Council.

### **53 – OMISSION TO GIVE NOTICE**

The accidental omission to give notice to or the non-receipt of the notice by any member whether in the case of a general meeting or in the case of a plebiscite shall not invalidate any repeal alteration or addition to the Rules.

### **54 - OBSERVANCE OF RULES**

Every member shall be bound by and observe these Rules as amended from time to time and all regulations validly made under the Rules from time to time.

### **55 - WINDING-UP OF ASSOCIATION**

- (a) The Association shall be wound up if a resolution to such effect is passed by a two-thirds majority of the members present and voting at a general meeting of the Association of which 21 clear days notice in writing specifying the intention to move such resolution shall have been given to each member as hereinbefore provided but no action to carry out the terms of such resolution shall occur until such resolution is confirmed by a two-thirds majority of members of the Association at a plebiscite taken as hereinbefore provided and in or prior to the taking of which notice shall have been given to the members of the nature of such resolution.
- (b) Any assets of the Association remaining after satisfaction of its debts and liabilities shall be disposed of in accordance with a majority resolution of that general meeting or of a subsequent General Meeting of the persons who were members at the date of the winding-up.

### **56 – SERVICE OF DOCUMENTS**

Service of any document or notice for the purpose of these Rules shall be deemed to be valid and effective for all purposes if posted through the Company internal mail delivery system. Any document or notice so posted shall be deemed to be served not later than the fourth day following that on which it was posted.

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