

PROPOSED
RULES OF
THE MASTER PLUMBERS & MECHANICAL CONTRACTORS
ASSOCIATION OF NEW SOUTH WALES

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1 - NAME OF ORGANISATION

The name of the organisation is The Master Plumbers & Mechanical Contractors Association of New South Wales and is referred to in these Rules as “the Association”.

2 - REGISTERED OFFICE

The registered office of the Association is Unit 1, 13 Stanton Road Seven Hills NSW 2147 or at such other place as the Executive Committee may from time to time determine.

3 – DEFINITIONS

In these Rules the following words and expressions shall have the following meanings:

“**The Act**” means the *Fair Work (Registered Organisations) Act 2009* (Cth) or such legislation as shall replace that Act from time to time and all regulations made under that Act.

“**Associate**” or “**Associate Member**” means an Associate Member of the Association as defined in Rule 12.

“**Association**” means The Master Plumbers & Mechanical Contractors Association of New South Wales.

“**Executive Committee**” means the Executive Committee of the Association as described in Rule 28.

“**In writing**” includes words printed, duplicated or reproduced by means in visible form.

“**Letter**” includes any circular.

“**Licence**” means a licence issued pursuant to the *Home Building Act 1989* (NSW), or the *Construction Occupations (Licensing) Act 2004* (ACT), or other licence mutually recognised in Australia.

“**Member**” or “**Financial Member**” means a Member of the Association who is eligible for membership of the Association and has been admitted as a Member and it does not include an Associate or other class of Member.

“**Month**” means calendar month.

“**Person**” or “**Party**” unless otherwise stated includes an individual, firm, partnership, trust, organisation, association, corporation, sole trader and statutory authority. A firm shall be deemed to consist of the persons who are its members for the time being.

“**Plumbing Work**” or “**Plumbing Trade**” shall mean any one or more of the following activities:

- (a) general plumbing;
- (b) sanitary plumbing;
- (c) domestic and industrial gas fitting;
- (d) drainage work including work on storm-water, sub-soil, trade waste sewer, but excluding the construction and maintenance of stormwater sewer and other waste mains;
- (e) treatment and disposal of nuclear waste;
- (f) construction and installation of septic tanks and aerated wastewater or other on-site treatment systems within an individual property;
- (g) work on services providing any of water heating (including high temperature hot water), chilled water, steam and condensate compressed air, oil, solar heating, condenser water, medical and industrial gases, vacuum, soap, sterile-water installations and re-circulated water;
- (h) general roof work, including roof and wall claddings, gutters, downpipes and flashings;
- (i) fire protection work for home, domestic, commercial and industrial properties;
- (j) chemical product, commercial, and industrial, pipe and ductwork installations;
- (k) ventilation and air conditioning installations, laying, altering and/or repair of mains such as water, sewer, gas and oil reticulation within the boundaries of the property for which the services are being provided;
- (l) installation and servicing of industrial, hospital, commercial and restaurant equipment (other than electrical services);
- (m) manufacture, installation and repair of tanks for individual domestic, commercial, or industrial properties, not including community storages;
- (n) maintenance hole and pipe rehabilitation; and
- (o) further works not described herein may be accepted as plumbing works at the discretion of the Executive Committee.

The work described above may be carried out on site, in workshops not on site, in any type of building structure, on construction and development sites, in mines, ships, barges, oil rigs and platforms and in air space and vehicles on land.

The work described above may also be carried out whether or not any of the following materials are used: base metals, non-ferrous metals, treated and non-treated metal (including pre-painted and plastic coated), metal alloys (including stainless steel and brass), ceramic, plastics of any chemical formula, cement, glass and pitch fibre.

The work described above may or may not utilise the following processes: hard and soft soldering, bonding, welding (by any method), brazing, cementing, cutting, screwing, mechanical jointing, bending, seaming, folding and chemical jointing.

“Plumbing Industry” shall mean the industry in which Plumbing Work (as defined above) is performed.

“Provisional Associate Member” – means an applicant to the Association subject to admittance by the Executive Committee as an Associate Member.

“Provisional Member” – means an applicant to the Association subject to admittance by the Executive Committee as a Financial Member. The Provisional Member does not hold voting rights.

“RAO Schedule” means Schedule 1B – Registration and Accountability of Organisations of the Workplace Relations Act 1996 or such other legislation as shall replace that Schedule from time to time, and all regulations made under that Schedule.

“Regulations” means Regulations made from time to time under the Act.

“State Conference” means a meeting described in Rule 39.3.

“Year” means the financial year of the Association ending on the 30th day of June.

Words importing the singular number only shall include the plural number and vice-versa. Words importing the masculine gender only shall include the feminine gender and/or a corporation.

4 – PURPOSES

4.1 Subject to all applicable laws the purposes for which the Association is established are to advance the cause and represent the interests of its members, including:

- (a) To conserve and further the legitimate interests of its Members.
- (b) To secure, maintain and improve favourable trade relations for all those who carry on business in the Plumbing Industry.
- (c) To bring any industrial dispute or claims relating to industrial matters before an appropriate tribunal established by the Commonwealth or State Law and to represent the interests of employers in all sections of the Plumbing Industry before such tribunals and before Councils, Boards, Conciliation Committees, other tribunals or other bodies, and at conferences with organisations of employers and other bodies of employees or employers or other persons and organisations.
- (d) To seek and maintain registration as an industrial organisation of employers under the Act and under any other appropriate Federal and State Acts.
- (e) To assist in the promotion of good relations between employers and employees in the Plumbing Industry.
- (f) To act as an industrial organisation of employers.
- (g) To assist in negotiations relating to the settlement of disputes between Members and their employees and unions.
- (h) To represent the interests of Members in negotiating the establishment of and/or variation of industrial awards and agreements made under Federal or State legislation or pursuant to the common law.
- (i) To provide all current information relative to awards and conditions of employment applicable to all types of staff employed by the Association’s Members and Associates.
- (j) To establish and maintain co-operation, collaboration and close relations with other organisations or associations having similar purposes.
- (k) To improve the relations of Members of the Association with their employees, or with producers, distributors and consumers of services and with manufacturers.
- (l) To adopt whatever procedures and programs that may be considered advisable in the interests of Members or Associates of the Association, and in the maintenance of private enterprise.

- (m) To secure the aid of public opinion and Government policy in the development and advancement and in the popularising of enterprises engaged in the Plumbing Industry.
- (n) To secure proper parliamentary representation for the furtherance of the Plumbing Industry.
- (o) To train and instruct in the Plumbing Trade and to generally facilitate education in the Plumbing Trade.
- (p) To give advice on current Plumbing Industry activities by means of a journal or periodical publications.
- (q) To provide for the appointment of Committees to deal with local matters or particular matters or matters of general interest to the Association.
- (r) To act in conjunction, affiliate with or amalgamate with, and to appoint representatives to any association or organisation which furthers the purposes of the Association.
- (s) To promote or oppose legislative and other measures affecting or likely to affect the Plumbing Industry.
- (t) To prosecute or defend any suits, applications or proceedings before any court, tribunal or like body whatsoever as may be deemed necessary or expedient by the Association in the interests of all or any of the Association's members.
- (u) To enter into any arrangements with any governments or authorities, municipal or local or otherwise, that may seem conducive to the purposes for which the Association has been established or any of them and to obtain from any such government or authority any rights, privileges or concessions which the Association may think desirable to obtain and to carry out, exercise and comply with any such arrangement, rights, privileges or concessions.
- (v) Subject to these Rules, to apply the assets and income of the Association solely in furtherance of its objects.
- (w) To do all such other lawful things as may appear to be incidental or conducive to the attainment of the above purposes or any of them.
- (x) To adopt any additional objects from time to time.

4.2 The powers of the Association include:

- (a) To do all such other lawful things as may appear to be incidental or conducive to the objects, purposes or powers of the Association or any of them and to adopt any additional objects, purposes or powers or remove any such objects, purposes or powers from time to time;
- (b) To act as a registered organisation in the Plumbing Industry under the industrial relations workplace relations or related or incidental or associated laws of the Commonwealth of Australia and its territories or any State within the Commonwealth and to represent the Association's members in connection with any such law whether actual or proposed, and generally to further the interests of the membership;
- (c) To bring any industrial disputes, claims or matters relating to industrial matters before any court, commission, committee, inquiry, board or any tribunal whatsoever and to participate to the full extent permitted by law, in any act, matter or thing that may reasonably be of concern or interest or affecting the Association and its membership from time to time;
- (d) To represent the interests of employers in the Plumbing Industry before governments, government agencies and departments, courts, boards of enquiry, conciliation committees,

tribunals, conferences, trade unions, employee organisations, employer organisations, consultative groups, forums, associations, corporations, and any other bodies; and

- (e) Subject to the Act and any other applicable laws, to do all things that a not-for-profit body corporate may do while it is and remains a registered organisation of employers to further the general objects of the Association and to exercise all the powers and legal capacity of a natural person or a body corporate (provided that the Association shall not issue shares or other security interests, shall not distribute income or capital or any assets of the Association to its membership directly or indirectly, except as a bona fide compensation for goods or services rendered to or expenses incurred by or on behalf of the Association).

5 - ELIGIBILITY FOR FULL VOTING MEMBERSHIP

5.1 The Association shall consist of an unlimited number of Members so long as the Member possesses a Licence and is involved in the Plumbing Industry.

5.2 “Plumbing Industry” shall mean the industry in which Plumbing Work is done.

5.3

Plumbing Work may be carried out on-site, in workshops not on site, in any type of building structure, on construction and development sites, in mines, ships, barges, oil rigs and platforms and in air space and vehicles on land.

Plumbing Work above may also be carried out whether or not any of the following materials are used: base metals, non-ferrous metals, treated and non-treated metal (including pre-painted and plastic coated), metal alloys (including stainless steel and brass), ceramic, plastics of any chemical formula, cement, glass and pitch fibre.

Plumbing Work may or may not utilise the following processes: hard and soft soldering, bonding, welding (by any method), brazing, cementing, cutting, screwing, mechanical jointing, bending, seaming, folding and chemical jointing.

6 - APPLICATION FOR MEMBERSHIP

6.1 A party who desires to be admitted to the Association shall complete and forward to the Registered Office of the Association an application for membership in such form as may be prescribed by the Executive Committee from time to time. The form of application shall:

- (a) inform the applicant of the financial obligations arising from membership and details of the first year’s subscription,
- (b) outline the circumstances and manner in which a Member may resign from the Association in accordance with Rule 8, and
- (c) advise applicants for membership of the requirements of Rule 18.

6.2 The applicant shall nominate in the application:

- (a) a representative pursuant to Rule 11, and, indicate:
- (b) the number of employees on the applicant’s payroll and such other information as the Executive Committee may require, and

(c) make payment of any amount properly payable in relation to membership application.

6.3 Every application for membership shall be accepted by the Chief Executive Officer (CEO) if the CEO determines that the applicant for membership is eligible to become a Member of the Association. The applicant shall thereupon become a Provisional Member and be entitled to the rights, obligations and privileges attaching to provisional membership of the Association.

If an applicant is not accepted as a Provisional Member, written notice shall be forwarded to the applicant which gives notice of the non-acceptance and shall inform the applicant that, notwithstanding the non-acceptance, the application for membership will be determined by the Executive Committee.

6.4 Every application for membership shall be accepted by the Executive Committee if the Executive Committee determines by majority vote of its members present that the applicant for membership is eligible to become a Member of the Association.

6.5 If the applicant is accepted as a Member, written notice shall be forwarded to the applicant advising of the fact of acceptance and the date of acceptance, and that the applicant shall thereupon become a Member and be entitled to the rights, obligations and privileges attaching to membership of the Association.

6.6 If an applicant is not accepted as a Member, written notice shall be forwarded to the applicant advising of the rejection.

7 - REGISTER OF MEMBERS

7.1 A register of Members shall be kept, which shall show, amongst others things:

- (a) the name of each Member and the representative thereof;
- (b) the postal and residential address of each Member;
- (c) the financial status of each Member;
- (d) the number of employees of each Member;
- (e) the date of acceptance by the Executive Committee; and
- (f) such other details as may be required by the Executive Committee, the Act, the RAO Schedule or the Regulations from time to time.

7.2 The register may be available for inspection by appointment, by Members of the Association or by a person authorised under section 235 of the RAO Schedule during all such times as the Association is open for business.

7.3 A similar register to that provided for in sub-rule 7.1 shall be kept separately in respect of Associates.

8 - RESIGNATION OF MEMBERSHIP

8.1 A Member may resign its membership of the Association by written notice delivered to the person within the Association designated for that purpose.

- 8.2 Such notice of resignation will take effect at the end of two weeks after the notice is received or on the day specified in the notice, whichever date is the later.
- 8.3 Where the member ceases to be eligible for membership 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 for membership;
- whichever is later.
- 8.4 A Member resigning its membership of the Association:
- (i) remains liable for periodic payments for the balance of the membership term; or
 - (ii) is not entitled to a refund of subscription fees for the balance of the membership term.

9 - TERMINATION OF MEMBERSHIP

- 9.1 The Executive Committee may give a Member not less than fourteen (14) days' notice in writing that the question of continuity of that Member's membership is to be referred to and considered by the Executive Committee at the next Executive Committee meeting. Such notice shall specify one or more of the grounds set out in rule 9.2 below as the reason for the reference to the Executive Committee and shall inform the Member that oral or written submissions may be put to the Executive Committee in relation to the reference. After considering such submissions, if any, as may be advanced by the Member, the Executive Committee may resolve by a majority vote of its members present to terminate the Member's membership. Any such termination shall take effect from the date of the Executive Committee's decision.
- 9.2 The grounds for termination by the Executive Committee shall be that the Member:
- (a) has ceased to be eligible to be a Member, or
 - (b) has been in arrears of any monies due to the Association for over six (6) months, or
 - (c) has become bankrupt or insolvent or has entered into a scheme of arrangement for payment of creditors or in the case of a corporation, has gone into liquidation, or
 - (d) has been convicted in a court of law of fraud or other serious crime, or
 - (e) refuses or wilfully neglects to comply with these Rules, or
 - (f) has wilfully committed a serious breach of these Rules, or
 - (g) may, in the opinion of the Executive Committee, bring the Association into disrepute, or
 - (h) may, in the opinion of the Executive Committee, not be in the best interests of the Association for the Member to remain a Member of the Association.

10 - ASSIGNMENT OR CESSATION OF BUSINESS

- 10.1 A Member is required to notify the Association in writing within 14 days if:
- (a) the business, or part of the business, of the Member is assigned or transferred to a person who is not a Member of the Association, or
 - (b) the Member ceases to carry on business or otherwise becomes ineligible to be a Member of the Association.

11 - MEMBER'S REPRESENTATIVE

- 11.1 Every Member shall ensure that the Association has, at all times, written notice of the person (qualified as set out below) who is to be that Member's representative from time to time for all purposes of the Association.
- 11.2 The nomination of a representative shall be delivered to the Registered Office of the Association at least 14 days before the representative nominated shall be entitled to exercise any of the privileges of membership.
- 11.3 For the purposes of this Rule every nomination, which expression includes alteration or revocation, shall be in writing and shall be signed or executed by the Member.
- 11.4 A person cannot act or continue to act as a representative of a Member unless that person is a Member of the Association, or a director or employee of the Member.
- 11.5 "Person" for the purposes of this Rule shall mean a natural person only.

12 – ASSOCIATE

- 12.1 Any party having any interest in, or connection with, the Plumbing Industry may become an Associate of the Association, whether or not it is eligible for full membership of the Association. Without limiting the generality of this rule, such Associates may include parties supplying goods and services to the Plumbing Industry, any person carrying out or responsible for instruction or teaching of any aspect of the Plumbing Trade, apprentices, Association award recipients, registered tradesmen and businesses that enhance the Plumbing Industry as so deemed acceptable by the Executive Committee at its discretion.
- 12.2 An Associate will not be entitled to a vote in any election or ballot of the Association and will not be entitled to hold any office in the Association.
- 12.3 The Executive Committee will decide what services will be offered to various classes of Associates from time to time and the level of fees payable by Associates.

13 - APPLICATION FOR ADMISSION AS AN ASSOCIATE

- 13.1 A party who wishes to become an Associate Member shall complete and forward to the registered office of the Association, an application for admission as an Associate in such form as may be prescribed by the Executive Committee from time to time and make payment of any amount payable in relation to its membership. The form of application shall inform the applicant of the financial obligations arising from being an Associate and details of how an Associate may resign.
- 13.2 Every application for membership shall be accepted by the CEO if the CEO determines that the applicant for membership is eligible to become a Member of the Association. The applicant shall thereupon become a Provisional Associate Member and be entitled to the rights, obligations and privileges attaching to provisional membership of the Association.
- If an applicant is not accepted as a Provisional Associate Member, written notice shall be forwarded to the applicant advising of the fact of non-acceptance and shall inform the applicant that, notwithstanding this non-acceptance, the application for membership will be determined by the Executive Committee.
- 13.3 Every application for admission as an Associate shall be accepted by the Executive Committee if it decides that the applicant satisfies the requirements applicable to an Associate. The Executive Committee may require the applicant to provide further particulars in support of the application.
- 13.4 If the application is accepted, the Executive Committee will cause the applicant to be so informed and will give the applicant notice of the fees then payable. The Associate will then become entitled to receive such services as the Executive Committee has offered to supply to that Associate.
- 13.5 If the application is rejected, the Executive Committee will advise the applicant as to such rejection.

14 - RESIGNATION OF AN ASSOCIATE

- 14.1 An Associate may resign its membership of the Association by written notice delivered to the registered office of the Association.
- 14.2 Such notice of resignation will take effect at the end of two weeks after the notice is received or on the date specified in the notice, whichever date is the later.
- 14.3 An Associate resigning its membership of the Association:
- (i) remains liable for periodic payments for the balance of the membership term; or
 - (ii) is not entitled to a refund of subscription fees the balance of the membership term.

15 - TERMINATION OF AN ASSOCIATE

- 15.1 The Executive Committee may give an Associate not less than fourteen (14) days' notice in writing that the question of continuity of that Associate's status as an Associate of the Association be referred to and considered by the Executive Committee at the next Executive Committee meeting. Such notice shall specify one or more of the grounds set out in rule 15.2 below as the reason for the reference to the Executive Committee and shall inform the Associate that oral or written submissions may be put to the

Executive Committee in relation to the reference. After considering such submissions, if any, as may be advanced by the Associate, the Executive Committee may resolve by a majority vote of its members present to terminate the Associate's status as an Associate of the Association. Any such termination shall take effect from the date of the Executive Committee's decision.

- 15.2 The grounds for termination by the Executive Committee shall be that the Associate:
- (a) has been in arrears of any monies due to the Association for over six (6) months, or
 - (b) has become bankrupt or insolvent or has entered into a scheme of arrangement for payment of creditors, or in the case of a company has gone into liquidation, or
 - (c) has been convicted in a court of law of fraud or other serious crime, or
 - (d) refuses or neglects to comply with these Rules, or
 - (e) may, in the opinion of the Executive Committee, bring the Association into disrepute, or
 - (f) may, in the opinion of the Executive Committee, not be in the best interests of the Association for the Associate to remain an Associate of the Association.

16 - LIFE MEMBERS

- 16.1 In recognition of faithful service rendered to the Association, an Annual General Meeting may, by a majority vote of those present and eligible to vote, elect a past President of the Association as a life member of the Association (**a Life Member**).
- 16.2 Every nomination for the election of a Life Member shall be submitted for approval to the Executive Committee in writing and accompanied by not less than three (3) testimonials in support of such application. No more than one life member shall be appointed in any one year.
- 16.3 A nomination recommended by the Executive Committee shall be submitted to the next Annual General Meeting of members for approval. A Life Member shall be entitled to hold office in the Association and to vote in any election or ballot. A Life Member is considered a Financial Member of the Association or a representative of a Financial Member of the Association in accordance with these Rules until his/her death or resignation.
- 16.4 The benefits of life membership will be determined from time to time by the Executive Committee.

17 - ENTRANCE FEES

The Executive Committee shall not impose entrance fees upon Members and Associate Members.

18 – SUBSCRIPTIONS

- 18.1 The fees associated with subscriptions shall be determined by the Executive Committee from time-to-time.
- 18.2 For the purpose of structuring annual subscription rates, Members will be classified by category.
- 18.3 The Association's financial year shall commence on 1 July each year and terminate on 30 June, the next year. Annual Subscriptions shall become due on the membership anniversary date.
- 18.4 Membership subscriptions shall be due and payable in advance, provided that members who make annual subscription payments by direct debit against their bank accounts on a quarterly or monthly basis shall be deemed to be a Financial Member.
- 18.5 The Association may make available multiple year memberships at the sole discretion of the Executive Committee.

19 - RECOVERY OF OUTSTANDING DUES

Any amount payable but not paid by a former Member or Associate of the Association in relation to a period before the Member's or Associate's cessation of membership of the Association took effect may be sued for, and recovered in the name of the Association, in a court of competent jurisdiction as a debt due to the Association.

20 – LEVIES

- 20.1 The Executive Committee shall not impose levies upon Members and Associate Members except by the majority vote of the Executive Committee and subject to the approval of a General Meeting of the Association.
- 20.2 There shall be a separate fund for levies imposed for political objects and from which all donations or other payments for political objects shall be made.
- 20.3 Any contributions to such fund shall be voluntary. A Member or Associate Member who does not contribute to such fund shall not be excluded from any benefits of the Association or placed at any disadvantage by reason of failure or refusal to so contribute.
- 20.4 Any contributions to each levy so raised must be voluntary and such consent to each levy so raised shall be evidenced in writing.
- 20.5 Donations or other payments from such fund shall be applied only to the purpose for which they were raised, unless the Members making the contributions agree to some other application.
- 20.6 The Executive Committee must approve the imposing of each such levy and the making of each such donation or payment and must satisfy itself that the imposing of each such levy and the making of each such donation or other payment out of the amounts levied is in accordance with the Rules of the Association and applicable law.

21 - MANNER OF EXECUTING DOCUMENTS

- 21.1 The President will ensure the safe custody of the common seal of the Association (the seal).
- 21.2 The seal will be used only by the President, Vice President or Guardians.
- 21.3 The seal will not be used or affixed to any document except as authorised by the Executive Committee. Every document to which the seal is affixed will be signed by an office-bearer or a member of the Executive Committee or a person duly authorised by the Executive Committee and be countersigned by another office-bearer or Executive Committee member or person duly authorised by the Executive Committee.

22 – INDEMNITY

- 22.1 Every office-bearer, Executive Committee member, or employee of the Association shall be indemnified out of the funds of the Association against any costs, losses, disbursements, expenses or other outgoings which such persons aforesaid may incur or become liable to incur as a result of any act or omission performed by them in good faith in their capacity in the proper discharge of their duties.
- 22.2 Any person who is authorised by resolution of the Executive Committee to carry out any voluntary duties on behalf of the Association shall be indemnified when carrying out such duties in the same manner.

23 – ACCOUNTS

- 23.1 The funds of the Association and its income and property shall be under the control of the Executive Committee, which shall have the sole management thereof.
- 23.2 The Executive Committee shall cause proper books of accounts to be kept recording a true account of the financial transactions of the Association and of all receipts and expenditure and the assets and liabilities of the Association. Such books of account shall be kept at the Registered Office of the Association.
- 23.3 The accounts of the Association shall be closed annually as at 30 June.
- 23.4 Payments shall be authorised by the Executive Committee.
- 23.5 There shall be not less than three and not more than nine authorised signatories to the Association's Bank Accounts. Such signatories shall include the Treasurer and President. The Executive Committee shall provide such authorisation which may include the Chief Executive Officer (CEO) and other members of staff but shall always exclude contractors to the Association.
- 23.6 No signatory shall sign an undesignated cheque for any purpose.

- 23.7 At least two of the authorised signatories are required to sign any cheque or other negotiable instrument drawn on behalf of the Association.

24 - FINANCIAL REPORTING AND AUDITS

- 24.1 The Executive Committee will ensure that the Association complies at all times with all its obligations regarding financial reporting and audits, including the obligations contained in Part 3 “Accounts and Audit” Chapter 8 of the RAO Schedule (or such legislation or regulation as may replace that legislation) and the Executive Committee may delegate any required tasks or functions forming part of those obligations to any individual member or subcommittee of members of the Executive Committee, or to any employees of the Association, providing that such delegation is not contrary to statutory requirements.
- 24.2 The Executive Committee shall, at its regular meeting prior to the holding of the Annual General Meeting each year, ensure that an approved auditor pursuant to Regulation 4 of the RAO Schedule is, or has been, appointed.
- 24.3 An appointed auditor may only be removed in accordance with Regulation 263 of the RAO Schedule.
- 24.4 The auditor or auditors shall have full and complete access to all books and documents of the Association.
- 24.5 The auditor or auditors shall hold office from the time of appointment until expiration of the period of appointment or until his or her removal, whichever is the earlier. The retiring auditor or auditors shall be eligible for re-appointment.
- 24.6 Reports and financial statements shall be lodged in accordance with the requirements of the RAO Schedule.

25 – INVESTMENTS

- 25.1 The Executive Committee shall have power to invest any money from time to time in the name of the Association:
- (a) in any investment authorised from time to time by law;
 - (b) in any of the stocks or securities of the Commonwealth or any of the States or of any municipal corporation, statutory authority, public undertaking or government instrumentality in the Commonwealth or in any State or States thereof;
 - (c) on the security of real property in any part of the Commonwealth;
 - (d) in the bonds, debentures, stock or shares of any company listed for quotation on the stock exchange of any of the capital cities of the Commonwealth; or
 - (e) in such other manner as may be deemed appropriate by the Executive Committee of the Association.

25.2 The Executive Committee shall not incur any responsibility by virtue of any such investments except in the case of wilful default or dishonesty.

26 - MANAGEMENT OF AFFAIRS

Subject to the overriding control of Members in general meeting, the management of the affairs of the Association shall be vested in the Executive Committee and the office-bearers.

27 - DISCLOSURE BY OFFICERS AND THE ASSOCIATION

27.1 Definitions

In this Rule the following words have the corresponding meanings:

- | | | |
|-----|-------------------------|--|
| (a) | Board | means a group of persons who supervise, govern or otherwise have oversight of a corporation, organisation, association or other like body including a Board of Directors, Executive Committee and Committee of Management. |
| (b) | disclosure period | For the purpose of these rules means the financial year unless a shorter period is specified |
| (c) | declared person or body | A person is a declared person or body if:
<ul style="list-style-type: none">(i) an officer of the Association has disclosed a material personal interest under sub-rule 27.5;and(ii) the interest relates to, or is in, the person or body; and(iii) the officer has not notified the Association that the officer no longer has the interest. |
| (d) | financial duties | includes duties that relate to the financial management of the Association. |
| (e) | General Manager | means the General Manager of Fair Work Commission. |
| (f) | 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. |
| (g) | peak council | has the same meaning as defined by section 12 of the Fair Work Act 2009. |
| (h) | Office | has the same meaning as defined by section 9 of the Fair Work (Registered Organisations) Act 2009 |

- (i) Officer has the same meaning as defined by section 6 of the Fair Work (Registered Organisations) Act 2009
- (j) related party has the same meaning as defined by section 9B of the Fair Work (Registered Organisations) Act 2009.
- (k) relative in relation to a person, means:
 - (i) parent, step parent, child, stepchild, grandparent, grandchild, brother or sister of the person; or
 - (ii) the spouse of the first mentioned person.
- (l) relevant remuneration in relation to an officer of the Association for a disclosure period is the sum of the following:
 - (i) any remuneration disclosed to the Association by the officer under sub-rule 27.3.1 during the disclosure period;
 - (ii) any remuneration paid during the disclosure period, to the officer of the Association.
- (m) 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.
- (n) remuneration
 - (i) includes pay, wages, salary, fees, allowances, leave, benefits or other entitlements; but
 - (ii) does not include a non-cash benefit; and
 - (iii) does not include the reimbursement or payment of reasonable expenses for the costs incurred in the course of the officer carrying out his or her duties.

27.2. Association policies and procedures

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

27.3 Disclosure of officer's relevant remuneration and non-cash benefits

27.3.1 Each officer of the Association shall disclose to the Association any remuneration paid to the officer:

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

27.3.2 The disclosure required by sub-rule (27.3.1) shall be made to the Association:

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

27.3.3 The Association shall disclose to the members of the Association:

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

27.3.4 For the purposes of sub-rule (27.3.3), the disclosure shall be made:

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

27.4 Disclosure of officer's material personal interests

27.4.1 Each officer of the Association shall disclose to the Association any material personal interest in a matter that:

- (a) the officer has or acquires; or
- (b) a relative of the officer has or acquires;

that relates to the affairs of the Association.

27.4.2 The disclosure required by sub-rule (27.4.1) shall be made to the Association:

- (a) as soon as practicable after the interest is acquired; and
- (b) in writing.

27.4.3 The Association shall disclose to the members of the Association any interests disclosed to the Association pursuant to sub-rule (27.4.1).

27.4.4 For the purposes of sub-rule (27.4.3), the disclosures shall be made:

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

27.5 Disclosure by the Association of payments

27.5.1 The Association shall disclose to the members of the Association either:

- (a) each payment made by the Association, during the disclosure period:
 - (i) to a related party of the Association; or
 - (ii) to a declared person or body of the Association or

(b) the total of the payments made by the Association, during the disclosure period:

- (i) to each related party of the Association; or
- (ii) to each declared person or body of the Association.

27.5.2 Sub-rule 27.5.1 does not apply to a payment made to a related party if:

- (a) the payment consists of amounts deducted by the Association from remuneration payable to officers or employees of the Association; or
- (b) the related party is an officer of the Association, and the payment:
 - (i) consists of remuneration paid to the officer by the Association; or
 - (ii) is reimbursement for expenses reasonably incurred by the officer in performing the officer's duties as an officer.

27.5.3 For the purposes of sub-rule 27.5.1, the disclosures shall be made:

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

27.6 Training regarding financial management

All officers elected or appointed following casual vacancies, and whose duties relate to the financial management of the Association must undertake training:

- (a) approved by the General Manager under section 154C of the *Fair Work (Registered Organisations) Act 2009* (Cth); and
- (b) that covers each of the Officer's Financial Duties;

The officer must complete the training described in this rule within six (6) months after the person began to hold office.

28 - THE EXECUTIVE COMMITTEE

28.1 The Executive Committee shall be the committee of management of the Association.

28.2 The Executive Committee shall consist of no more than nine (9) Executive Committee members and six of the Executive Committee members shall be office-bearers. All members of the Executive Committee including office-bearers will be elected directly by Members of the Association.

28.3 The Executive Committee members and office-bearers shall be elected every year by secret ballot by and from the Members of the Association and, subject to these Rules and to earlier termination or removal, shall hold office for a term of one year, except for Guardians who shall hold office on a rotational basis in accordance with these rules for a term of three (3) years. At the expiration of their term all Executive Committee members and office-bearers shall be entitled to stand for re-election if they are otherwise eligible under these Rules.

- 28.4 Each newly elected or appointed member of the Executive Committee shall be presented by the President at his or her inaugural meeting with a copy of these Rules. The member shall validate receipt of the Rules by signing a register kept by the President and shall be fully responsible for being aware of the terms of these Rules.

29 - CASUAL VACANCY IN EXECUTIVE COMMITTEE

- 29.1 A casual vacancy occurs when an Executive Committee member dies, resigns or is removed from office or ceases to hold office before the expiry of their term.
- 29.2 If a casual vacancy occurs in respect of an Executive Committee member or an office-holder, the Executive Committee may appoint a qualified person to fill that vacancy unless the office is that of Guardian and the unexpired portion of the term of the office exceeds 27 months.
- 29.3 Where a casual vacancy occurs in relation to the office of Guardian and where the unexpired portion of the term of that office exceeds 27 months, then a ballot shall be held to fill the office in accordance with the provisions of Rule 38 of these Rules and the person or persons duly elected shall take office on and from the date of the declaration of the ballot. Where an election for a Guardian is to be held pursuant to this sub-rule, the Executive Committee may appoint a person to fill the vacant office pending the declaration of the ballot.

30 - OFFICE-BEARERS

- 30.1 The office-bearers of the Association shall be:
- (a) the President
 - (b) the Vice President
 - (c) the Treasurer, and
 - (d) three Guardians.
- 30.2 The holders of these offices will be members of, and responsible to, the Executive Committee until they cease to hold their respective offices.
- 30.3 The term of office for office-bearers except Guardians shall be one year.
- 30.4 The term of office of Guardians shall be three years subject to the following arrangements to facilitate a rotational system of Guardians holding office:
- (a) a Guardian who has held the office of Guardian continuously for three years up to the date of an election shall retire prior to that election; or
 - (b) in the event of there not being a Guardian who will have so held office for three years up to an election, the Guardian who has held the office of Guardian continuously for the longest period of time up to that election shall retire prior to such election; or

- (c) in the event of there being more than one Guardian who is required to retire, the Guardian who is required to cease to hold office will be decided by lot.

- 30.5 Elections will be held annually for such offices as are to be filled in accordance with these Rules.
- 30.6 The President in all official activities of the Association shall take precedence over all other members.
- 30.7 The President shall be entitled to take the Chair when present at any meeting of the Association or the Executive Committee and shall have a casting vote or ballot on any question. The President shall be ex-officio a member of all committees. The President may appoint any other office-bearer to chair any meeting.
- 30.8 In the absence of the President, and if the President has not appointed any other office-bearer to chair the meeting, the Vice President shall chair any meeting of the Association or of the Executive Committee and if the Vice President is absent the member of the Executive Committee who has the longest period of aggregate service on the Executive Committee shall chair such meetings.

31 - QUALIFICATION OF OFFICE-BEARERS AND EXECUTIVE COMMITTEE MEMBERS

- 31.1 A person shall only be eligible for election as an office-bearer or Executive Committee member if that person:
 - (a) is a natural person and is a Financial Member or representative of a Financial Member having voting rights at a general meeting, and
 - (b) is domiciled in Australia.
- 31.2 No person may hold more than one office as an office-bearer at the same time.
- 31.3 A person shall only be eligible for election as a Guardian if that person has been a President of the Association or is one of those named in the transitional arrangements as holding such position.
- 31.4 Notwithstanding anything else contained in this Rule, an office-bearer or member of the Executive Committee shall only be eligible for re-election if he or she has attended at least 50% (per cent) of the Executive Committee Meetings held since the last preceding Annual General Meeting unless he or she has first obtained, by resolution of the Executive Committee, leave of absence.

32 - POWERS OF THE EXECUTIVE COMMITTEE

- 32.1 The Executive Committee shall be responsible for the management and control of the Association and for the overall policy co-ordination and direction of the Association's activities, including management and allocation of its funds and resources and for the making of by-laws under these Rules always subject to the supreme control of the Members in general meeting.
- 32.2 The Executive Committee shall have the following specific powers together with such others as are conferred by the law or elsewhere in or under these Rules:

- (a) To employ or engage persons to represent or act on behalf of the Association and/or perform any functions or duties as are from time to time determined by the Executive Committee to be necessary and/or appropriate to ensure the proper and effective operation of the Association and to further the purposes of the Association.
- (b) To adopt such measures from time to time as to it appear proper and expedient for the purpose of giving effect to the purposes or any of them of the Association.
- (c) Subject to these Rules, to have the sole management of the income, funds, assets and property of the Association together with the management of and right to supervise all activities in which the Association is concerned to the extent of its interest.
- (d) To consider and where necessary authorise expenditure and the payment of accounts and other debts lawfully and properly incurred by the Association.
- (e) To make and give receipts, releases and discharges for monies payable to the Association.
- (f) To compromise and settle claims and demands made upon the Association or any group or section of the Association.
- (g) To draw, accept, make, endorse, negotiate and otherwise deal with cheques and negotiable instruments and to give such indemnities and guarantees and enter into such other obligations as to it may appear proper for carrying out any purpose of the Association.
- (h) To purchase, take on lease or license or hire or otherwise acquire real or personal property of any kind in furtherance of the objects of the Association and to sell, exchange or otherwise dispose of any property on such terms as may be considered expedient.
- (i) To make, alter, vary or rescind such by-laws as may be required for the purpose of carrying out these Rules and for regulating the conduct and proceedings of all or any meetings of the Executive Committee or any other meeting held in accordance with these Rules.
- (j) To delegate any of its specific powers or specific functions (save and except those reserved to it by statute or operation of law) to an office-bearer or the office-bearers or to any sub-committee of the Executive Committee.
- (k) To appoint representatives to attend and represent the Association at any meeting of any organisation. The power of appointment shall rest solely with the Executive Committee.
- (l) To refer any industrial claims or demands by or against the Association or any Member or Members or an Associate Member or Members or other employer or employers to conciliation and arbitration or to any other appropriate jurisdiction or tribunal and to appear in any appropriate proceedings on behalf of the Association or its members.
- (m) To give assistance to any Member or group or section of Members or an Associate Member or Members or other employer or employers charged with any breach of law, regulation or award involving the determination of a question of principle or which may have the consequence of altering existing custom and practice in the industry concerned.
- (n) So far as may be necessary for or incidental to the purposes of the Association to make, draw, accept, endorse or negotiate cheques, promissory notes, bills of exchange or other negotiable instruments and to borrow or raise money in such manner as the Association may think fit.
- (o) To seek, receive, deliberate and decide on reports, recommendations, submissions and papers from members of the Association.

- (p) To establish, constitute, vary or dissolve Regional Committees and sub-committees of specialised function, subject always to such committees being under the control of the Executive Committee.
- (q) To do all such other things as may appear to be incidental or conducive to the attainment or the achievement of the purposes of the Association or the effective implementation or exercise of its powers and functions under these Rules.

33 - PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 33.1 Unless otherwise resolved or matters of urgency otherwise require it, the Executive Committee shall meet on a minimum of six (6) occasions on dates determined by the Executive Committee. The President may, if he or she is of the opinion that it is advisable to do so, alter the date of Executive Committee meetings after the date of such meetings has been determined by the Executive Committee. Meetings of the Executive Committee shall be convened by the Chief Executive Officer (CEO) at the direction of the President or his or her nominee from the Executive Committee. 14 days' notice of all meetings will be given to Executive Committee members by post, facsimile or e-mail providing that a meeting of the Executive Committee may resolve that a lesser period of notice that has been given is sufficient. A quorum for a meeting of the Executive Committee shall be at least half plus one members.
- 33.2 The Executive Committee shall have power to discuss and decide all questions brought before it concerning the Association, excepting those which, according to these Rules or the law, can only be decided at an Annual General Meeting, or Special General Meeting of the Members of the Association.
- 33.3 Between meetings of the Executive Committee any urgent and emergency business of the Association shall be conducted by the office-bearers who shall meet whenever convened by the President, or in his or her absence or unavailability by the Vice President or in his or her absence or unavailability by the Guardians, for that purpose. Any actions may be taken in respect of this urgent and emergency business and such actions shall be deemed to be taken by the Executive Committee. At the next Executive Committee meeting, the Executive Committee shall receive a full report from the office-bearers on any business conducted by them under this sub-rule.
- 33.4 Where three members of the Executive Committee request the holding of a special meeting of the Executive Committee or the office-bearers, the President or the Vice President in his or her absence, may decide that the matters required or proposed to be dealt with at such a meeting, including the alteration of these Rules, shall nevertheless be dealt with by:
- (a) a postal ballot of the Executive Committee members which may include the use of facsimile, email or other electronic media, or
 - (b) a telephone or video conference or other electronic or like communications process which permits Executive Committee members jointly participating in that process to express their views, and as necessary vote on the business which is under consideration.
- 33.5 Where the alternative methods specified in sub-rule 32.4 of dealing with the business in question are used, the provisions of these Rules as to:
- (a) notice of meetings, including the period of notice, and the business to be conducted; and
 - (b) the quorum and majority shall, *mutatis mutandis* (the necessary changes being made), apply to these alternative methods.

- 33.6 A record shall be kept of the proceedings or the correspondence involved in any of the alternative methods adopted under this Rule and shall be signed by the person who, under these Rules, would have been the Chairperson had a meeting taken place. Such a record shall have the same status under these Rules as minutes of the Executive Committee or office-bearers as the case may be.

34 - DUTIES AND POWERS OF OFFICE-BEARERS

34.1 The duties and powers of the office-bearers shall be:

- (a) as specified by these Rules; and
- (b) to exercise such authority as is delegated to them by the Executive Committee.

34.2 The President shall:

- (a) be the Principal Executive Officer of the Association and shall preside at all meetings of the Association whether Special or otherwise, and the Executive Committee; and may preside at any meeting of a sub-committee or Regional Committee;
- (b) be the authorised prescribed officer under these rules for the purpose of filing documents with the Fair Work Commission;
- (c) have all the authority usually vested in the Chair of any meeting;
- (d) keep order and direct the manner of debate upon all questions introduced and determine what order questions shall be introduced;
- (e) have the right to vote on all questions and where voting is equal may exercise a right to a casting vote by declaring the result of the voting. No member shall persist in a line of conduct contrary to the ruling of the Chair;
- (f) have power to cause any meeting of the Association, its Executive Committee, its sub-committees and Regional Committees to be convened, cancelled or postponed;
- (g) have power to delegate authority and to direct the Chief Executive Officer (CEO) and to suspend the Chief Executive Officer (CEO) from his or her position.

34.3 The Vice-President shall:

- (a) In the absence of the President, the Vice-President shall deputise for the President and assume all powers and duties of the President at such times.
- (b) The Vice-President shall act as the standing chair of the Executive Committee if so delegated by the President.

34.4 The Treasurer shall:

- (a) have prepared and submit a statement of income and expenditure at meetings of the Association's Executive Committee having satisfied himself or herself that the information contained therein is valid and accurate
- (b) have prepared an audited annual balance sheet and statement of income and expenditure to submit to every Annual General Meeting and otherwise ensure that all provisions of the RAO Schedule relating to accounts and audit are satisfied.

34.5 The Guardians shall:

- (a) Attend and participate in meetings of the Executive Committee and meetings of the Association, and serve on sub-committees as required.

35 - LOANS, ETC

35.1 Notwithstanding anything herein to the contrary, no loan, grant or donation of an amount exceeding \$1,000 (but not including the provision for, or reimbursement of, out of pocket expenses incurred by persons for the benefit of the Association) shall be made by the Association unless the Executive Committee:

- (a) has satisfied itself:
 - (i) that the making of the loan, grant or donation would be in accordance with these Rules, and
 - (ii) in relation to a loan – that, in the circumstances, the security proposed to be given for the repayment of the loan is adequate and the proposed arrangements for the repayment of the loan are satisfactory, and
- (b) has approved the making of the loan, grant or donation.

36 - VACATION OF OFFICE

36.1 A person shall be disqualified from holding office if he or she:

- (a) ceases to be a Member of the Association or the representative of a Member of the Association;
or
- (b) engages in misappropriation of the funds of the Association; or
- (c) engages in a substantial breach of the rules of the Association; or
- (d) engages in gross misbehaviour or gross neglect of duty; or
- (e) may, in the opinion of the Executive Committee, bring the Association into disrepute, or
- (f) may, in the opinion of the Executive Committee, not be in the best interests of the Association for them to remain in office; or
- (h) has ceased, under the rules of the Association, to be eligible to hold the office.

36.2 If any office-bearer or Executive Committee member ceases to be entitled to hold office pursuant to this Rule, the Executive Committee shall remove such person from his or her duties with immediate effect.

36.3 A person may resign from any office in the Association by giving notice in writing to the President.

36.4 An Executive Committee member or an office-bearer may be removed from office by a Special General Meeting of Members if the Executive Committee member or office-bearer is found guilty of misappropriation of the funds of the Association, a substantial breach of the Rules of the Association, or

gross misbehaviour or gross neglect of duty. Such Special General Meeting will be called on receipt of a petition, praying the removal of the office-bearer or Executive Committee member on one or more of the above grounds, signed by not less than fifty (50) Members of the Association with voting rights. All Members will be given not less than 28 days' notice of the meeting and the petition by letter delivered or posted in a pre-paid envelope to their registered or last known address. All notices shall be deemed to have been received at the expiration of 24 hours after posting. The accidental omission to give notice to any Member shall not invalidate the proceedings of any meeting.

- 36.5 An Executive Committee member or an office-bearer summoned to show cause pursuant to Rule 36.4 shall be given as least 28 days' notice of the time and place of the Special Meeting to which he or she has been summoned, and the notice summoning such person shall also specify the ground or grounds upon which it is proposed to consider such removal.
- 36.6 The Special Meeting may proceed to hear and determine a matter under Rule 36.4 notwithstanding the absence of the person summoned if due notice of the hearing has been given in accordance with this Rule.

37 - CHIEF EXECUTIVE OFFICER (CEO)

- 37.1 In addition to the powers exercisable by the Executive Committee pursuant to Rule 32, the Executive Committee shall appoint a person to the position of Chief Executive Officer (CEO) who shall be the Association's principal salaried employee. Such appointment shall be made on the advice of a specially formed sub-committee.
- 37.2 The CEO's remuneration, emoluments and conditions of service shall be determined by the Executive Committee on the advice of the finance sub-committee.
- 37.3 The CEO will carry out such duties and exercise such powers as assigned to him or her by the Executive Committee in his or her contract of employment, providing that no duties will be assigned to the CEO that should be performed by an elected officer of the Association.

38 - RETURNING OFFICER

- 38.1 All elections for offices in the Association shall be conducted by the Australian Electoral Commission pursuant to Section 182(1) of the RAO Schedule and the Chief Executive Officer (CEO) shall cause the information prescribed under the Act to be lodged in the Industrial Registry before the prescribed day each year or such later day as the Industrial Registrar allows. As soon as practicable after the second last ordinary meeting of the Executive Committee each year the Association will request the Australian Electoral Commission to appoint a returning officer. The returning officer so appointed shall not be a holder of any office or an employee of the Association.
- 38.2 The conduct and duties of the Returning Officer shall be as follows:
- (a) To take such action and give such directions as are reasonably necessary to ensure that no irregularity occurs in or in connection with an election or in order to remedy any procedural

defects. No person shall refuse or fail to comply with any such directions or obstruct or hinder a Returning Officer or any other person in the conduct of such an election.

- (b) The decision of a Returning Officer on any matter in connection with the conduct of an election concerning the validity or formality of any nomination or vote or any other matter concerning such an election and the conduct thereof shall be final.
- (c) In all elections if the Returning Officer finds that a nomination is defective, before rejecting the nomination the Returning Officer shall notify the person concerned of the defect and, where it is practicable to do so, give that person the opportunity of remedying the defect within not less than 7 days after the person was notified.

39 - ELECTION OF EXECUTIVE COMMITTEE MEMBERS AND OFFICE-BEARERS

The election of Executive Committee members and office-bearers shall be conducted by a secret postal ballot in accordance with the following procedures:

- 39.1 Wherever a ballot is required for an election of the Association, the roll of members used for the purpose of voting in such ballot will be closed 14 days before the date on which nominations for the elections open.
- 39.2 The Returning Officer shall deliver by hand or forward by post to each Member of the Association an election notice and nominations form calling for nominations for the offices of President, Vice President, Treasurer, one Guardian (or such number of Guardians who are to be elected) and for seven other Executive Committee members setting out such other information as is required from time to time by the Act and the Regulations. The closing date of nominations shall be, as far as is reasonably practicable, at least 3 weeks from the date of such delivery or posting. A candidate can be nominated both for election as an office-bearer and for election as a member of the Executive Committee providing that all office-bearers are ex officio members of the Executive Committee and if a candidate for an office is elected to that office, then that candidate's nomination (if any) for election to the Executive Committee will lapse.
- 39.3 The notification shall also state:
 - (a) that nominations will not be received after the closing date specified therein
 - (b) that a nomination will not be valid unless a signed consent of the nominee is received before the closing date, and
 - (c) that a person nominated may appoint a scrutineer, being a Member of the Association, as that nominee's representative.
- 39.4 All nominations shall be in writing, shall be signed by the nominator, shall be assented to in writing signed by the nominee and shall contain the information required by the Act and the Regulations.
- 39.5 Nominations shall only be made by and from Members and Members' representatives.
- 39.6 The Returning Officer shall inspect the nominations and contents received and be satisfied, as far as is practicable, that each of them is in order.
- 39.7 If no more than the number of nominations required to fill an office are received, the Returning Officer shall declare the candidate or candidates to have been elected unopposed.

- 39.8 If more than the required number of valid nominations are received, the Returning Officer shall prepare or cause to be prepared a sufficient number of ballot papers on which shall appear the position to be contested and names of the candidates for such offices, in accordance with the provisions of the Act, and a direction to the voter to place a tick alongside the name of the candidate or candidates for whom the voter desires to vote and thereafter to fold the ballot paper so that the marking thereon is not visible until unfolded. One ballot paper may contain provisions for voting in more than one election.
- 39.9 Each Member of the Association shall have one vote only in respect of each office which is to be filled providing that in the case of election of members of the Executive Committee and Guardians each Member will have as many votes as the number of such places to be filled.
- 39.10 Where any Member or representative of the Member is or will be absent at the time of the ballot from his or her address as registered with the Association, the Member or representative may make a written request that the Returning Officer forward a ballot paper or papers and other ballot material as outlined in these Rules to a nominated alternative address and the Returning Officer shall comply with that request.
- 39.11 Within 14 days after the closing date of nominations, the Returning Officer shall forward by pre-paid post to each Member of the Association (at the address for such Member registered with the Association) a ballot paper and a declaration envelope with a removable flap or label, and a prepaid envelope. Both envelopes must comply with the forms prescribed by the Regulations.
- 39.12 If the Returning Officer is satisfied that any such ballot paper has been destroyed, lost, damaged or misused and in the case of a damaged or misused ballot paper on receipt thereof the Returning Officer shall supply to the person to whom the original ballot paper was supplied a substitute ballot paper.
- 39.13 The Returning Officer shall advise all voters of the closing date for the receipt of returned ballot papers, substitute ballot papers being excluded. As far as is reasonably practicable, there is to be a period of at least four weeks between the closing date for the receipt of nominations and the closing date for the receipt of returned ballot papers.
- 39.14 Each candidate for election may appoint a scrutineer to be a scrutineer for the conduct of the election. Scrutineers shall at all times be subject to the directions and requirements of the Australian Electoral Commission.
- 39.15 The Returning Officer will arrange for the use of a post office box or other suitable post office receptacle to which completed ballot papers may be returned and will arrange for the same not to be opened by any other person. After the closing date for the receipt of returned ballot papers, the Returning Officer shall collect the ballot papers from the box or receptacle and before counting the votes, remove the flap or label from the declaration envelope before removing the ballot paper from the envelope. The Returning Officer shall not count any vote unless the ballot paper on which it is recorded is returned in the declaration envelope sent to the voter and the declaration envelope has been returned in a prepaid envelope.
- 39.16 The Returning Officer shall count the votes indicated on the ballot papers, which are properly marked by the correct number of ticks in a manner clearly indicating the voting intention of the voter.
- 39.17 In the event of a candidate being elected to more than one office, that candidate shall be deemed to have been elected to the more senior office which shall be determined by the following order – namely President, Vice President, Treasurer, Guardian and Executive Committee member and the less senior office shall be filled by the candidate who would have been elected if the election for such office had been conducted disregarding the nomination of the first abovementioned candidate. If there be no candidate who would have been so elected then a further election may be held for that office.

- 39.18 As between candidates who receive an equal number of votes the Returning Officer shall determine which candidate is elected by lot and thereupon shall declare such candidate to have been elected.
- 39.19 After the completion of the election the Returning Officer shall declare the result of the ballot and the office-bearers and Executive Committee members so elected shall assume office at the next Executive Committee meeting following such declaration.
- 39.20 The Executive Committee may invite former members of the Executive Committee who were not re-elected to participate, without vote, in the first Executive Committee meeting after the election of Executive Committee members.

40 – MEETINGS

40.1 Annual General Meeting

The Annual General Meeting of the Association shall be held at such time and place as the Executive Committee shall determine but it shall not be held later than the thirtieth day of June in each year. The Executive Committee will cause each Member of the Association to be provided with, free of charge, a report complying with s265 of the RAO Schedule no later than 21 days prior to such meeting. At such meeting a report on the affairs of the Association during the preceding financial year of the Association shall be submitted by the Executive Committee together with a financial report and balance sheet duly audited covering the same period which shall comply with s266 of the RAO Schedule. Any other business may be transacted which, in the opinion of the Chairperson, is expedient.

40.2 Special General Meetings

At the request of the President, or the Executive Committee, or on a requisition signed by at least fifty (50) or five percent (5%) (whichever is the lesser) of the Financial Members, the CEO shall within 28 days give notice of a Special General Meeting of the Association to comply with such requisition. The person or persons requesting such meeting shall specify the form of resolution to be debated and this form of resolution will be supplied to each Member. No other matters shall be considered at the Special General Meeting other than the proposed resolution.

40.3 State Conference

The Executive Committee may call a State Conference at any time so as to consult with members but such conference will not have the power to pass any binding resolutions.

40.4 Electronic or video assistance

The Executive Committee may make any arrangements that it considers advisable so that an Annual General Meeting or a Special General Meeting may be held at one or more venues simultaneously linked by electronic or audiovisual means. This right will be subject to such arrangements satisfying the requirements necessary to ensure that the meeting is held democratically and in a fair manner to members.

41 – PROXIES

- 41.1 A Member of the Association may elect to give a proxy for any meeting provided the instrument of proxy is in the form or a form to substantially similar effect as provided in appendix 1 to these Rules.
- 41.2 A vote will not be recorded in respect of a proxy unless the proxy has been delivered to the Registered Office of the Association not less than 24 hours prior to the meeting.

42 - CONDUCT OF MEETINGS

The conduct of meetings shall be determined according to the following practice:

42.1 Chair to be addressed standing

Members when speaking shall address the Chair and do so standing unless by indulgence of the meeting they are permitted to speak sitting.

42.2 Chairperson's call: Motion that Member be now heard

When two or more Members rise to speak the Chairperson shall call upon the Member whom he or she first observes.

42.3 Motions, etc to be seconded

All motions (including motions to amend a motion) must be seconded prior to being debated.

42.4 No second speech

Subject to sub-rule 41.12 hereof no Member may speak more than once to a motion and once upon every amendment moved thereto.

42.5 Personal explanation

By leave of the Chairperson a Member may explain matters of a personal nature although there be no question before the meeting; but such matters may not be debated.

42.6 Offensive words, etc.

No Member shall use offensive words against any Member of the meeting and all imputations of improper motives and all personal reflections on Members shall be deemed disorderly. No Member shall converse aloud or make any noise or disturbance whilst any Member is debating or while any matter is being read or dealt with.

42.7 Time Limit

Subject to the Chairperson's discretion and to sub-rule 42.16(a) no Member shall speak for longer than five minutes at any one time, unless when misrepresented or misunderstood, in which case with the consent of the Chairperson he or she may be permitted to explain, without adding any further observations than may be necessary for the purpose of such explanation.

42.8 Digression, etc.

No Member shall digress from the subject matter of any question under discussion. The Chairperson may call the attention of the meeting to continued irrelevance or tedious repetition on the part of a Member and may direct such Member to discontinue his or her speech.

42.9 Interruptions

A Member shall not interrupt any Member addressing the Chair unless the latter shall give way to permit an explanation, except:

- (a) to call attention to a point of order, or
- (b) to call attention to want of a quorum, or
- (c) to move “that the question be now put”, or
- (d) to move to dissent from the ruling of the Chairperson on a point of order.

42.10 Chairperson taking part in debate

Whenever the Chairperson shall take part in any debate, he or she shall not be required to vacate the Chair and shall have the same rights as another Member at the meeting having the right to attend and vote.

42.11 Reply

- (a) Subject to paragraph (b) of this sub-rule a Member who has moved a motion shall have the right of general reply to all observations which have been made in reference to such motion.
- (b) When a motion and an amendment thereof are before the meeting the mover of the motion may exercise his or her right of reply immediately before the amendment is put. If the amendment is not carried the debate will be closed by the Chairperson putting the motion, unless a Member moves another amendment being moved the mover of the motion may again reply immediately prior to the putting of such amendment but he or she must confine himself or herself to the new matter brought forward by the amendment.
- (c) The same procedure shall be observed for as many amendments as are moved.

42.12 Member may request that the question be stated

A Member may request that the question or matter in discussion be stated for his or her information at any time during the debate, but not so as to interrupt a Member speaking.

42.13 Precedence of Chairperson

Whenever the Chairperson rises during a debate, any Member then addressing the meeting shall immediately be seated and the meeting shall be silent so that the Chairperson may be heard without interruption.

42.14 Questions of Order

Any Member may raise a point of order if he or she does so immediately and commences by a statement that he or she raises to order.

The Member shall state the point clearly without debate. The Member who was addressing the meeting must thereupon resume his or her seat. When the Member raising the point of order has concluded his or her appeal to the Chairperson, there shall be no further debate and the Chairperson shall give his or her ruling forthwith.

42.15 Motion of dissent

A Member may without notice move to dissent from the ruling of the Chairperson on a point of order, and thereupon the business of the meeting shall be suspended pending decision on the question of dissent. Where a motion of dissent has been carried the suspended business shall proceed as though the ruling diverted from had not been given (and if upon such ruling any motion or business was discharged as out of order, it shall be returned to the business paper and proceeded with in due course).

42.16 Questions determined without debate

The following questions shall be determined without debate:

- (a) a motion to grant a Member an extension of time in which to speak to a motion
- (b) question of order
- (c) that the question be now put provided that after there have been two speakers for and two speakers against the motion and shall not be moved by any Member who has spoken to the motion.

42.17 Member named to withdraw after explanation

In consequence of disorderly conduct, the Chairperson may call upon any Member by name to withdraw. Such Member shall withdraw from the meeting as soon as he or she has been heard in explanation, and after such Member's withdrawal the meeting shall at once take the case into consideration and may resolve to exclude him or her from that meeting.

42.18 Questions – How resolved

Every question submitted to a meeting shall be decided in accordance with Rule 45.

42.19 No Member to speak after question put

No Member may speak to any question after same has been put by the Chairperson and the voices have been given in the affirmative and negative thereon.

42.20 Withdrawal of motions, etc

Motions and amendments may be withdrawn by the mover with the consent of the seconder before the question on the motion or amendment has been resolved.

42.21 Chairperson's casting vote

In the event of an equality of votes the Chairperson shall be entitled to a casting vote.

42.22 Member moving adjournment entitled to pre-audience

A Member upon whose motion any debate is adjourned by the meeting shall, if he or she rises in his or her place, be entitled to pre-audience on the resumption of the debate.

42.23 Mover of adjournment, if motion negated, not debarred from speaking

In the event of a motion for the adjournment of the debate upon any question being negated, the mover of such motion shall not thereby be debarred from addressing the meeting.

42.24 Amendments

Any Member may move an amendment to a motion, and if such amendment be carried the motion as so amended shall be put as the motion upon which a further amendment may be moved.

42.25 No second amendment

No second amendment of a motion shall be considered until the first amendment is disposed of.

42.26 Amendments negated

If an amendment be negated, then a further amendment may be moved to the motion.

42.27 Amendments must be relevant and not directly negative motions

All amendments must be relevant to the motion, and no amendments may directly negative the motion.

42.28 Motions, etc decided not to be renewed

No motion or amendment may be proposed which is the same in substance as a motion or amendment, which has been resolved in the affirmative or negative. But a motion may be made for the rescission of such motion or amendment.

42.29 Rescission

The Chairperson may accept a motion without notice for the rescission of a resolution previously determined provided the motion for rescission is moved at the same meeting as that at which the resolution sought to be rescinded was determined. And provided that the Chairperson may accept a motion for rescission without notice when in his or her opinion the purpose of rescission is only for the correction of an obvious mistake. In all other circumstances the motion to rescind a resolution previously determined shall require 14 days' notice.

42.30 Adjournment by Chairperson

If disorder should arise the Chairperson, at his or her discretion, may leave the Chair and announce the adjournment of the meeting to a stated time and place, whereupon the meeting is immediately so adjourned, and no business subsequently transacted shall be valid.

42.31 Business

Any business other than business arising out of matters already before the meeting shall not be taken into consideration at any meeting.

43 - NOTICE OF MEETINGS

43.1 Annual General Meeting

Twenty-one (21) days' notice of the Annual General Meeting of the Association shall be given by letter or facsimile or email to every Member at the registered or last known address (which shall include facsimile number or email address as appropriate) thereof. All notices shall be deemed to have been received at the expiration of 24 hours after they have been sent. The accidental omission to give notice to any Member shall not invalidate the proceedings of any meeting. In addition, the Executive Committee may also give notice of such meeting in any newspaper or in any publication of the Association as it may decide.

43.2 Special General Meeting

At least twenty-one (21) days' notice of every Special General Meeting shall be given by letter or facsimile or email sent to every Member, at the registered or last known address (which shall include facsimile number or email address as appropriate) thereof or notified in any regular publication of the Association which is circulated to all Members. All notices shall be deemed to have been received at the expiration of 24 hours after they have been sent. The accidental omission to give notice to any Member shall not invalidate the proceedings of any meeting. In addition, the Executive Committee may also give notice of such meeting in any newspaper or in any publication of the Association as it may decide.

44 – QUORUM

At least half plus one members of the Executive Committee present in person at any meeting of the Executive Committee, and 14 Financial Members present in person at any Annual General Meeting, or Special General Meeting of the Association, shall constitute a quorum but should no such quorum be present at the expiration of 30 minutes from the time for the commencement of the meeting it shall be competent for those members who are present thereat to adjourn the said meeting to some other date not more than seven days thereafter. In the event of there being no quorum at such adjourned meeting the same shall lapse.

45 – MINUTES

The minutes of any meeting purporting to be signed by the Chairperson of such meeting or by the Chairperson of the next succeeding meeting shall be prima facie evidence of the matters stated in such minutes.

46 – VOTING

- 46.1 Every question submitted to a meeting shall be decided in the first instance by a show of hands, in which case every Financial Member present or represented and entitled to vote shall have one vote, and in the case of an equality of votes, the Chairperson shall, both on a show of hands and a ballot, have a casting vote in addition to a deliberative vote. At any meeting of the Association, unless a ballot is demanded by at least four members present in person, or by proxy, entitled to vote, a declaration by the Chairperson that a resolution has been carried by a majority or lost or not carried by a majority and an entry to that effect in the Minute Book of the Association shall be conclusive of the fact.
- 46.2 If a ballot is demanded as aforesaid, it shall be taken at such time and place as the meeting shall declare, and either at once or after an interval or adjournment or otherwise. The result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a ballot may be withdrawn.

47 - LIMITATIONS OF REGIONAL COMMITTEE POWERS

- 47.1 As provided by Rule 32.2(p), the Executive Committee shall have the power to create Regional Committees within the Association in various locations for the purpose of acting as an advisory Committee to the Executive Committee and providing a forum for membership networking and social events.

- 47.2 The rights, privileges and powers of each Regional Committee shall be as resolved by the Executive Committee, provided that such rights and powers shall not exceed its advisory role nor place a Regional Committee within the definition and status equal to that of the Executive Committee or a branch. The financial operation and management of each Regional Committee shall be as resolved by the Executive Committee.
- 47.3 All Members and Associates shall be entitled to be members of, and participate in the operations of any Regional Committee within their locality.
- 47.4 The members of each Regional Committee shall meet at least once a year provided that the Executive Committee may determine that any Regional Committee shall not be required to so meet if the Executive Committee is satisfied that such meeting is not needed or appropriate under the circumstances of that Regional Committee.

48 - INDUSTRIAL DISPUTES AND OTHER MATTERS

- 48.1 The Executive Committee shall authorise specific officers or employees of the Association to have general authority to notify industrial disputes and appear before any tribunal on behalf of the Association or its members always subject to the direction and control of the Executive Committee.
- 48.2 The Executive Committee may, if it thinks fit, act jointly with any employer group or body or any organisation of employers.
- 48.3 The Executive Committee may give assistance to any Member of the Association involved in any industrial dispute, or charged with a breach of any law, regulation, or award, involving a question of principle or of an established custom affecting members of the Association generally.
- 48.4 The Executive Committee may, on behalf of the Association or any Member thereof, make and take any legal steps to enforce any claims or demands relative to industrial matters upon any organisation, or Industrial or Trade Union of Employees or Employers, or upon any individual employees or employers.

49 - FINANCE SUB-COMMITTEE

- 49.1 There shall be a finance sub-committee consisting of the President, Vice President, Treasurer and one (1) Guardian and any person whom the President may invite to attend any meeting that he or she considers may contribute information or advice that he or she deems will be of benefit to the Association.
- 49.2 The finance sub-committee shall have a minimum of one (1) meeting annually, and on other occasions if and when required.
- 49.3 Each year the finance sub-committee shall have a budget prepared for review by the Executive Committee and submit it for discussion and subsequent adoption by the Annual General Meeting.

50 - FORMATION OF GROUPS WITHIN THE ASSOCIATION

Subject to the approval of and under the conditions laid down by the Executive Committee, groups may be formed for the benefit of specific sections of the Plumbing Industry and any such group will be responsible to the Executive Committee.

51 - MEMBERS BOUND BY THE RULES

Every applicant for membership shall, on acceptance as a Member of the Association, be bound by the Rules of the Association in force from time to time.

52 - PERSONAL ACCIDENT INDEMNITY

The Association shall maintain a suitable personal accident insurance policy in respect of members of the Executive Committee while engaged on Association business. Cover shall also be maintained for such other persons acting on behalf of the Association as the Executive Committee may nominate.

53 – DISSOLUTION

- 53.1 For the purpose of dissolving the Association the affirmative vote of not less than seventy-five per cent of such Members as attend and vote personally or who vote by proxy at a Special General Meeting called for that purpose by the Executive Committee on not less than twenty-one (21) days' notice to the Members shall first be required. At such meeting if such an affirmative vote for dissolution is recorded in accordance with this Rule the meeting will then adopt proposals providing for distribution of the assets and funds of the Association.
- 53.2 Before such dissolution shall take effect, the motion put at that meeting and the proposals adopted for the distribution of the assets and such motion and proposals shall require the affirmative vote of seventy-five percent of the Members of the Association by way of a secret postal ballot.
- 53.3 In the event of there being any funds remaining following such dissolution and after the payment of all creditors and outstanding debts, any balance of funds then remaining shall be paid to some other organisation having objectives similar to the objectives of the Association and in default of such payment those funds will be paid into the consolidated revenue of the Commonwealth Government.

54 - BY-LAWS

In order to give effect to these Rules, the Executive Committee shall have power to prescribe by-laws not inconsistent with these Rules and to vary or revoke those by-laws from time to time.

55 - ALTERATION TO RULES

55.1 These Rules may be amended, added to or repealed in the following manner:

- (a) Any Member, or group of Members, may make a request to the Executive Committee for an alteration to these Rules, setting out in full the desired alteration and the reasons for the request.
- (b) The Executive Committee will consider such requests and may also on its own motion at any time consider alterations to the Rules which it considers in the interests of the Association.
- (c) The Executive Committee may at its discretion amend these Rules provided that such amendment is ratified by General Meeting of the Members provided that no alteration shall take effect until certified by an Industrial Registrar or consented to by the Fair Work Commission.
- (d) Provided that all members shall be furnished with a copy of any amendments certified by an Industrial Registrar or consented to by the Fair Work Commission.

55.2 These Rules may be amended by a resolution of the Executive Committee where leave has been granted by the Fair Work Commission to do so pursuant to the Act and Regulations.

56 – NOTICES

Unless otherwise provided by the Rules, any notices shall be given by or on behalf of the President.

57 - CUSTODY OF BOOKS, DOCUMENTS AND SECURITIES

The President shall ensure the safe custody of books, documents and securities of the Association.

58 - INSPECTION OF BOOKS AND DOCUMENTS

Members may apply to the Executive Committee for access to books and documents of the Association required to be kept under these Rules and in accordance with the Act. The consent of the Executive Committee to such access shall not be unreasonably withheld. This Rule does not apply to the register of Members that may be inspected by Members upon appointment, nor to any documents that are required to be made available for inspection under the Act and Regulations.

Appendix 1

To the Chairperson of the meeting

The Master Plumbers & Mechanical Contractors Association of New South Wales

Proxy Vote

I,.....(name of Member) hereby authorise and
empower.....of..... being:

- (r) a Member of the, or
- (s) a representative of a Member, or
- (t) the President, or
- (u) the Vice President, or
- (v) the Chairperson of the Meeting

of the Association to vote for (name of Member) at the meeting to be held at (time, date and place of meeting) and any adjournment thereof.

Signed

Witness

Date

END OF RULES