



**Australian Security Industry
Association Limited**

AUSTRALIAN SECURITY INDUSTRY ASSOCIATION LIMITED

(A Company Limited by Guarantee)

Constitution

July 2017

Contents

Rules of the Australian Security Industry Association Ltd.....	1
1.0 PRELIMINARY	1
2.0 INTERPRETATION	1
3.0 OBJECTS	4
4.0 FUNDS AND PROPERTY	6
5.0 ELIGIBILITY FOR MEMBERSHIP	7
6.0 JOINING FEES AND ANNUAL SUBSCRIPTIONS	8
7.0 MEMBERSHIP	9
8.0 COMPLAINTS AND RESOLUTION OF DISPUTES	10
9.0 COMPLIANCE INSPECTION	10
10.0 SUSPENSION OF UNFINANCIAL MEMBERS	10
11.0 CESSATION OF MEMBERSHIP	10
12.0 EXPULSION OR SUSPENSION OF MEMBER	11
13.0 GENERAL MEETINGS	12
14.0 PLEBISCITE	14
15.0 THE BOARD	14
16.0 METHOD OF ELECTION OF BOARD MEMBERS	18
17.0 RETURNING OFFICER	24
18.0 SCRUTINEERS	24
19.0 POWERS AND DUTIES OF THE BOARD	25
19.A DUTY OF FINANCIAL TRANSPARENCY AND DISCLOSURE	26
20.0 PROCEEDINGS OF THE BOARD	28
21.0 NATIONAL REFERENCE GROUP	30
22.0 RULES	30
23.0 COMPANY SECRETARY	30
24.0 SIGNING ON BEHALF OF THE ASSOCIATION	31
25.0 THE POWER OF BRINGING INDUSTRIAL DISPUTES BEFORE THE COMMISSION	31
26.0 ACCOUNTS	31
27.0 AUDIT	31
28.0 NOTICE	32
29.0 WINDING UP	32
30.0 INDEMNITY	32

Rules of the Australian Security Industry Association Ltd

1.0 PRELIMINARY

1.1 Name of the Company

1.1.1 The name of the company is Australian Security Industry Association Limited (“the Company”).

1.2 A Company limited by guarantee and not having a share capital

1.2.1 The Company is limited by guarantee and the liability of Members is limited as provided in this Constitution.

1.3 Replaceable rules

1.3.1 This Constitution replaces the replaceable rules in the Act to the extent of any inconsistency.

1.4 Registered Office

1.4.1 The registered office of the Association shall be situated in Sydney in the State of New South Wales or at such other place as the Board shall from time to time determine.

2.0 INTERPRETATION

2.1 Definitions

2.1.1 In this Constitution:

“ABN” means an Australian Business Number being a unique identifying number issued to all entities registered in the Australian Business Register (ABR);

“THE ACT” means the Corporations Act 2001;

“THE ASSOCIATION” means the Company;

“BOARD” means the persons comprising the Board of Directors and Officers of the Association in accordance with this Constitution, who shall form the governing body of the Association;

“CANDIDATE” has the same meaning as “NOMINEE”;

“CLOSE OF ROLL DAY” means the day on which the roll of voters for a ballot is closed. Any member who is eligible to vote on that day is included in the roll of voters. The Close of Roll Day is a day no earlier than 30 days and no later than 7 days prior to the day on which nominations open as prescribed by section 143(3) of the Workplace Relations Act 1996;

“COMPANIES AND ENTERPRISES” means any corporation, partnership, trading trust, sole trader or other entity that has an ABN;

“DIRECT VOTING SYSTEM” means a method of election at which all eligible persons vote or have the opportunity to vote;

“DULY APPOINTED REPRESENTATIVE” means the Member nominated representative who is formally appointed and authorised to act on behalf of and do all things for which the Member is entitled under this Constitution including if eligible, being the person entitled to vote on behalf of the Member.

“EXPULSION EVENT” means:

in respect of a Member -

(a) That Member has wilfully refused or neglected to comply with the provisions of this Constitution or the Association’s Code of Professional Conduct; or

(b) The conduct of that Member, in the opinion of the Board, is unbecoming of a Member or prejudicial to the objects, interests or reputation of the Association and/or the private security industry; or

- (c) That the Member has been convicted of a criminal act; or
- (d) That there has been a revocation of the Member's Master Licence or its equivalent in any relevant State or Territory;

and in respect of a Director -

(a) That Director has willfully refused or neglected to comply with the provisions of this Constitution or the Association's Code of Professional Conduct or the Association's Code of Conduct for Directors; or

(b) The conduct of that Director, in the opinion of the Board, is unbecoming of a Director and not consistent with the Association's Code of Conduct for Directors, or prejudicial to the objects, interests or reputation of the Association and/or the private security industry.

"FINANCIAL MEMBER" means a member who has paid all amounts the member is required to pay to the Association in accordance with this Constitution;

"A FIRST PAST THE POST SYSTEM" means a method of election in which the candidate who polls more votes than any other candidate is elected;

"A FULL CORPORATE MEMBER" means a member who has met the minimum corporate membership entry criteria.

"INCOMPATIBLE OFFICES" refers to offices which this Constitution prohibits being held concurrently by one person. (For example, a person must not be President and Vice-President at the same time);

"IRREGULARITY" has the same meaning as the definition contained in Section 6 of Schedule 1 of the Workplace Relations Act 1996;

"MEMBER" means a Member of the Association in any of the categories of membership;

"NOMINATOR" means a person who nominates or proposes another person for office or a person who seconds another person's nomination for office;

"NOMINEE" means a person nominated for election to an office;

"OFFICE" and "OFFICER" has the same meaning as the definition contained in Section 6 of Schedule 1 of the Workplace Relations Act 1996;

"POSTAL BALLOT" means a ballot for the purposes of which:

(a) a ballot paper, a declaration envelope, and another envelope in the form prescribed by the regulations in Schedule 1 of the Workplace Relations Act 1996, are sent by prepaid post to each person entitled to vote; and

(b) facilities are provided for the return of the completed ballot paper by post by the voter without expense to the voter;

"PRESCRIBED OFFICER" means the office holder or employee within the organisation who is authorised by the Board to make available the register of members to the returning officer;

"THE PRIVATE SECURITY INDUSTRY" includes the provision of the following products and services by business to others for a fee:

- patrolling, protecting, screening, watching or guarding any people and/or property, including cash or other valuables, by physical means (which may involve the use of patrol dogs or the possession or use of a firearm) or by electronic means,
- critical infrastructure protection,
- crowd, event or venue control whether through physical or electronic means, body guarding or close personal protection, the operation of a security control room or monitoring centre, loss prevention,
- private investigation and surveillance,

- any cash-in-transit either armoured or non armoured, the installation, maintenance, repair or replenishing of ATMs

and traffic control when it is incidental to, or associated with, these activities

- the installation, maintenance, monitoring, controlling, repairing or testing of any electrical, electronic, or acoustic equipment or device, biometric device or any combination thereof which includes an intruder/fire alarm system incorporating:

a) Closed circuit television, video or photographic systems, video intercoms

b) Telematics, tracking and GPS systems

c) Home/business automation systems

d) Electronic, electromechanical access control systems

e) Monitoring Alarm Systems

f) Any computer hardware systems and/or computer software including ancillary equipment, or

g) Any external or internal lighting device used for any commercial, industrial, domestic or governmental purpose.

- the installation, maintenance, monitoring, controlling, repairing or testing of any locks, safes, record protection systems, Physical / Barrier Security systems.

- the provision of Risk Management / Assessment, Security Consultancy, Training and assessment (of security personnel) by Registered Training Organisations, Transport & Aviation Security.

- The wholesale merchandising of security equipment to trades.

“PROPOSER” means a person who nominates or proposes another person for office;

“RELATED ENTITY”, in relation to a company or enterprise, means any of the following:

(a) a promoter of the entity;

(b) a relative, or de facto spouse, of such a promoter;

(c) a relative of a spouse, or of a de facto spouse, of such an entity;

(d) a director or member of the entity or of a related entity corporate;

(e) a relative, or de facto spouse, of such a director or member;

(f) a relative of a spouse, or of a de facto spouse, of such a director or member;

(g) a body corporate that is related to the first-mentioned entity;

(h) a beneficiary under a trust of which the first-mentioned body is or has at any time been a trustee;

(i) a relative, or de facto spouse, of such a beneficiary;

(j) a relative of a spouse, or of a de facto spouse, of such a beneficiary;

(k) a body corporate one of whose directors is also a director of the first-mentioned entity; or

(l) a trustee of a trust under which a person is a beneficiary, where the person is a related entity of the first-mentioned entity because of any other application or applications of this definition;

“RELATED PARTIES” shall have the same meaning as in Section 228 of the Corporations Act 2001;

“RETURNING OFFICER” means, in relation to elections conducted by the Australian Electoral Commission, an officer of the Australian Electoral Commission. In other cases, it means the person appointed under this Constitution to conduct the election;

“THE SCHEDULE” means Schedule 1 of the Workplace Relations Act 1996;

“THE SEAL” means the common seal of the Association;

“SECONDER” means a person who seconds a nomination of a candidate nominated or proposed by another member;

“SECRETARY” means any person appointed to perform the duties of a secretary of the Association and includes an honorary secretary;

“THE WR ACT” means the Workplace Relations Act 1996.

2.2 In this Constitution, unless the context requires otherwise:

- (a) the singular includes the plural and vice versa;
- (b) words denoting any gender include all genders;
- (c) where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (d) a reference to any document or agreement includes a reference to that document or agreement as amended, novated, supplemented, varied or replaced from time to time;
- (e) a reference to a time is a reference to Australian Eastern Standard Time;
- (f) a reference to writing includes any method or representation of words, figures or symbols in a permanent and visible form;
- (g) words and expressions denoting natural persons include bodies corporate, partnerships, associations, firms, governments and governmental authorities and agencies and vice versa;
- (h) a reference to any legislation or to any provision of any legislation includes:
 - (i) any modification or re-enactment of the legislation;
 - (ii) any legislative provision substituted for, and all legislation, statutory instruments and regulations issued under, the legislation or provision; and
 - (iii) where relevant, corresponding legislation in any Australian State or Territory;
- (i) the words “including”, “for example”, “such as” or other similar expressions (in any form) are not words of limitation;
- (j) if the day on or by which any act, matter or thing is to be done is a day other than a Business Day, the act, matter or thing will be done on the next Business Day;
- (k) headings are for convenience of reference only and do not affect the meaning or interpretation of the provisions of this Constitution; and
- (l) the expressions “these Rules” and “this Constitution” have the same meaning.

3.0 OBJECTS

3.1 Objects of the Company

3.1.1 The Objects, for which the Association is established, are to do all things necessary and lawful to ensure that there is available to the Australian community, a stable private security industry composed of persons, firms and corporations who are responsive, competent and with high integrity, and includes:

- (a) To promote and foster amongst persons, firms and corporations engaged in the private security industry the highest standards of professionalism;
- (b) To give the utmost co-operation to the police forces of the Commonwealth and the various States of Australia and other lawful authorities for the prevention of crime;
- (c) To maximise the security of property and community through the promotion of best practice and ethical behaviour within the private security industry;
- (d) To train and educate persons, firms and corporations engaged in the private security industry to provide products and services that meet the private security needs of the community;
- (e) To provide information and advisory services for the use and benefit of Members;

- (f) To subscribe to, become a Member of and co-operate with any other company, associations or organisations including any that may be overseas whether incorporated or not, whose objects are similar or in part similar to those of the Association, provided that the Association shall not subscribe to or support with its funds any company, association or organisation which does not prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Association under or by virtue of the Corporations Act;
- (g) To be an advocate of the private security industry;
- (h) To offer programs to Members to uphold and or improve the standards of Members as well as the private security industry generally;
- (i) To offer further benefit by way of pursuing activities which support the community's confidence in the use of providers who operate within the private security industry;
- (j) To promote and protect the interests of Members concerning all matters relating to employment and industrial relations;
- (k) To establish and uphold industry standards, codes, guidelines and protocols among the Association's Members and take the necessary steps to enforce their compliance whether by way of procedures, disciplinary action, expulsion or other means;
- (l) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in paragraph (f) of this Article 3;
- (m) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions, sponsorship or otherwise;
- (n) To issue any publications the Association may think are desirable for the promotion of its objects;
- (o) To make donations for charitable purposes;
- (p) To establish the Association as an approved industry body for the purposes of furthering or influencing the object of any State or Commonwealth legislation;
- (q) To establish the Association as an accredited organisation which is recognised as an industry body for all purposes and requirements concerning accreditation;
- (r) To pursue and encourage a culture of compliance within the private security industry;
- (s) To devise and promote means for the peaceful settlement of labour disputes involving or affecting Members.
- (t) To secure for Members the benefit of the Workplace Relations Act 1996 or any Act or Acts amending the same or in substitution relating to industrial matters or in any way affecting the interests of Members, with the support and cooperation of Members.
- (u) To prevent or settle strikes, bans, limitations or restrictions upon the performance of work by employees of Members.
- (v) To enter into agreements with trade unions or employees.
- (w) To obtain registration, if thought desirable, under any Commonwealth or State industrial laws.
- (x) To submit any industrial dispute to the Australian Industrial Relations Commission or any other industrial tribunal or body constituted under Commonwealth or State legislation.
- (y) To represent the interests of Members before any courts, commissions, boards or other tribunals or bodies and at conferences with trade unions and other bodies of employees or employers in connection with industrial disputes or other matters.
- (z) To do all such things that are incidental or conducive to the attainment of these objects and the exercise of the powers of the Association.

4.0 FUNDS AND PROPERTY

4.1 Distributions to Members

4.1.1 Subject to Article 4, the Association must not make any distributions to any Members, whether by way of dividend, surplus on winding up or otherwise.

4.2 Board approval

4.2.1 Article 4 does not prevent the Association, with the approval of the Board and acting in good faith, paying:

- (a) Reasonable remuneration in consideration for services rendered or goods supplied by a Member to the Association in the ordinary course of business;
- (b) Reasonable rent for premises leased to the Association by a Member;
- (c) Approved reasonable out-of-pocket expenses incurred by a Member for, or on behalf of, the Association; or
- (d) Any other reasonable amount of a similar character to those described in this Article 4

4.3 Loans or financial assistance

4.3.1 The Association shall not employ its funds in the provision of loans to Members or other forms of financial assistance to Members.

4.3.2 Without limiting the generality of Article 4.3.1, a loan, grant or donation of an amount exceeding \$1,000.00 must not be made by the Association unless the Board:

- (a) has satisfied itself:
 - (i) that the making of a loan, grant or donation would be in accordance with the Constitution of the Association; and
 - (ii) in the case of 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.

4.4 Members liability

4.4.1 The liability of the Members is limited to an amount not exceeding \$10.

4.4.2 Every Member of the Association undertakes to contribute to the property of the Association in the event of the same being wound up while remaining a Member, or within one (1) year after ceasing to be a Member, for payment of the debts and liabilities of the Association (contracted before the cessation of the Membership) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, but not exceeding one hundred dollars (\$100).

4.5 Winding up

4.5.1 On a winding up of the Association, the Corporate Members must determine one or more companies, associations or institutions whose constitutions:

- (a) Require them to pursue only objects similar to those in Article 3 and to apply their income in promoting those objects;
- (b) Prohibit them from making distributions to their Members to at least the same extent as in Article 4; and
- (c) If companies, prohibit them from paying fees to their Directors and require their Directors to approve all other payments the companies make to their Directors, to whom the liquidator must give or transfer any surplus on winding up.

4.5.2 If the Corporate Members fail to make a determination under Article 4 above within twenty (20) business days of the winding up of the Association, the liquidator must make an application to the Supreme Court of New South Wales to make that determination.

4.6 Association must keep financial records

4.6.1 True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Association and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, shall be open to the inspection of the Members.

4.6.2 Once at least in every year, the accounts of the Association should be examined by one or more properly qualified auditor who shall carry out such audit in accordance with the WR Act and the Regulations thereunder and who shall report to the Members in accordance with the provisions of the Act.

5.0 ELIGIBILITY FOR MEMBERSHIP

5.1 Members of the Association

5.1.1 The business entities represented by the signatories to this Constitution and such other persons as the Board shall admit to Membership in accordance with this Constitution shall be Members of the Association.

5.2 Classes of membership

5.2.1 Membership in the Association shall be divided into and comprise at least four (4) classes as follows:

- (a) Corporate Membership – means those Companies, and enterprises, which are substantially engaged in the provision of security products or services to the community for reward and as such are involved in the Private Security Industry or are otherwise required to be a member of an ‘approved security industry association’ or ‘approved security industry organisation’ for the purposes of obtaining a security license under a law of any Australian jurisdiction.
- (b) Associate Membership – means those Companies and enterprises, which are involved in the security industry but which are not engaged in the provision of security products or services and /or if so engaged, do not do so to the community for reward.
- (c) Individual Membership – means those individual persons who are engaged or have an interest in the provision of security products or services to the community.
- (d) Affiliate Membership – means any company, enterprise or individual person whether in Australia or overseas not being eligible for Corporate, Associate or Individual Membership may apply for and may be awarded Affiliate Membership.
- (e) Only Full Corporate Membership shall be entitled to:
 - A. Vote at general meetings of the Association via their Duly Appointed Representative;
 - B. Stand, via their Duly Appointed Representative, for any office or position within the Association;
 - C. Use the ASIAL logo; and
 - D. Be listed in any ASIAL Directory, whether print or electronic.

5.3 Corporate membership criteria

5.3.1 The minimum Full Corporate Membership entry criteria will be as outlined below:

- (a) Active continual operation within the private security industry for at least two (2) years;
- (b) During the period of operation to not have received adverse reports from any licensing or other government agency;
- (c) Submission to Association compliance inspection requirements;
- (d) Having nil outstanding legitimate consumer complaints;
- (e) Hold where required current public liability insurance cover and;

- (f) Being free of any unresolved probity or licence issues.

The Membership application form shall stipulate the Membership criteria.

5.3.2 Provisional Corporate Membership applies as follows:

- (a) Companies and enterprises not meeting the minimum Full Corporate Membership criteria can be provisionally accepted into this class of Corporate Membership subject to their fulfilling the criteria within two (2) years of written acknowledgement by the Association of acceptance of their application.
- (b) On fulfilment of the criteria, Provisional Corporate Members automatically transition to become Full Corporate Members.
- (c) Companies or enterprises which qualify to be placed in the Provisional Corporate Membership category shall be entitled to receive all services and general notices sent out by the Association to its Full Corporate Members and to attend and speak at general meetings of the Association and generally to participate in the activities of the Association.

5.3.3 Provisional Corporate Members however shall not be entitled to:

- (a) Vote at general meetings of the Association via their Duly Appointed Representative;
- (b) Stand, via their Duly Appointed Representative, for any office or position within the Association;
- (c) Use the ASIAL logo;
- (d) Be listed in any ASIAL Directory, whether print or electronic; and
- (e) Make reference either orally or in writing that their Membership status is more than Provisional.

6.0 JOINING FEES AND ANNUAL SUBSCRIPTIONS

6.1 Annual subscriptions and levy

6.1.1 The annual subscriptions payable by Members of the Association shall be such as the Board shall from time to time prescribe.

6.1.2 The Board may from time to time prescribe the payment by members of a levy and determine the amount and date upon which members are to make payment.

6.1.3 All annual subscriptions and levies shall become due and payable in advance on the date upon which the Board determines from time to time.

6.2 Membership entitlements not transferable

6.2.1 A right, privilege or obligation which a Company or enterprise has accrued by reason of being a Member of the Association:

- (a) is not capable of being transferred or transmitted to another Member; and
- (b) terminates upon cessation of the membership,

except with the express permission and consent of the Board or where such transfer is in accordance with any policy which has been established and determined by the Board.

6.2.2 A Member of the Association may not transfer its membership from one class of membership to another unless the Member makes application in writing to that effect to the Board and the Board determines that the Member is eligible for membership in the class to which the Member has applied to be transferred. The Board shall within twenty-eight (28) days after the receipt of any such written application for transfer notify the applicant in writing of the Board's acceptance or rejection of the application. In the case of rejection, the Board shall not be required to give its reasons.

7.0 MEMBERSHIP

7.1 Applications for membership

7.1.1 Every applicant for Membership of the Association:

- (a) Must complete a Membership Application which in the case of certain Members will include the requirement to nominate their Duly Appointed Representative; and
- (b) Lodge that Membership Application together with the prescribed annual fee at the National Office.

7.2 Process of membership

7.2.1 Upon receipt of the Membership Application, it shall be checked that it has been correctly or fully completed and is accompanied by the prescribed fee.

7.2.2 Prior to consideration of an application for membership the Secretary shall cause the applicant to be informed in writing of the financial obligations arising from membership of the Association and the circumstances, and the manner, in which a member may resign from the Association.

7.2.3 An application can either be accepted or rejected, however in the case of a proposed rejection, written reasons for the proposed rejection will be sought and an investigation will be made by the Chief Executive Officer, who will then in turn provide a recommendation to the Board, prior to a final determination by the Board of the application.

7.3 Member acceptance or rejection

7.3.1 When an applicant has been accepted for Membership, the Chief Executive Officer shall forthwith send to the applicant written notice of acceptance and at the same time enter the applicant's name in the Register of Members. Upon the applicant's name being entered into the Register the applicant shall become a Member of the Association.

7.3.2 In the event that an application for Membership is rejected, the Chief Executive Officer shall forthwith send to the applicant written notice of rejection together with a refund of the prescribed fee, less an administration fee, as determined from time to time by the Board.

7.3.3 An applicant whose application for Membership has been rejected may appeal the decision within ten (10) business days after notice of the Board's decision is served on the applicant by lodging with the Chief Executive Officer a notice to that effect. The appeal will be conducted in accordance with the Association's appeal procedures outlined in the Association's Appeal Policy and Procedures.

7.3.4 The Board may from time to time formulate policy and procedures in relation to appeals by applicants, whose application for Membership has been rejected, have that policy and procedures set out in writing and have copies available to be distributed with the rejection letter and generally upon request.

7.4 Register of members

7.4.1 The National Office of the Association must establish and maintain a Register of Members. The Register must contain the name and address of each corporation, enterprise or individual who is a Member, the category of Membership, and the date on which the corporation, enterprise or individual became a Member.

7.4.2 The Register of Members must be kept at the National Office and must be open for inspection, free of charge, by any Member. Copies will not be provided unless specifically authorised by the Board.

7.5 Member engagement

7.5.1 The Association shall ensure that each State/Territory has a Convenor appointed who will be responsible for engaging as many of the members in the various activities conducted within their State/Territory.

8.0 COMPLAINTS AND RESOLUTION OF DISPUTES

8.1 Formulation of policy

8.1.1 The Board may, from time to time formulate a policy and procedure in relation to complaints and dispute resolution and have that set out in writing and available for distribution to all Members and also have copies available to distribute to the public generally, on request.

8.2 Receipt of written complaint

8.2.1 Where the Association receives a written complaint either from a Member, or from the public, in relation to the conduct of a Member, or an officer of the Association, that complaint shall be dealt with in accordance with the Association's approved Complaint and Dispute Resolution Policy and Procedures.

8.3 Written dispute

8.3.1 In the event that a Member wishes to make a written notification of a dispute with another Member (in its capacity as Member), an officer of the Association or the Association itself, that dispute shall be dealt with in accordance with the Association's approved Complaint and Dispute Resolution Policy and Procedures.

9.0 COMPLIANCE INSPECTION

9.1 Submission to inspection

9.1.1 The Association may at any time require any Member to submit to a compliance inspection; and the Member is to remedy any defect identified by the compliance inspection within a reasonable time.

10.0 SUSPENSION OF UNFINANCIAL MEMBERS

10.1 Unpaid subscription

10.1.1 If the annual subscription of a Member shall remain unpaid for a period of two (2) calendar months after it becomes due and payable, then the Member may, after written notice of the default shall have been sent by the Chief Executive Officer, be initially suspended by resolution of the Board from all privileges of Membership and their name may be removed by the Board from the Register of Members, provided that the Board may reinstate the Member and restore their name to the Register, on payment of all arrears. Within three (3) months, the Board is to review the suspension and may at that time resolve to expel the Member.

10.2 Board resolution

10.2.1 The Board may resolve to process a Member in accordance with Rule 12 if the Member does not pay any other outstanding account within 28 days after the due date for its payment.

11.0 CESSATION OF MEMBERSHIP

11.1 Resignation

11.1.1 A Member may at any time by giving written notice to the Chief Executive Officer, resign their Membership of the Association but shall continue to be liable for any Annual Subscription and all arrears due and unpaid at the date of resignation and for all other monies due to the Association and in addition for any sum not exceeding one hundred dollars (\$100.00) for which there is liability as a Member of the Association under Rule 7 of the Association's Constitution.

11.2 Inability to pay debts

11.2.1 Any Member who shall become bankrupt or insolvent or execute an assignment of their property for the benefit of creditors and any Member being a corporation who shall go into compulsory or voluntary liquidation save for the purposes of reconstructions, shall upon such bankruptcy, insolvency, execution, assignment or liquidation cease to be a Member unless

such Member can satisfy the Board that their inability to pay debts arose from misfortune and that no discreditable conduct can be imputed to them.

12.0 EXPULSION OR SUSPENSION OF MEMBER

12.1 Board resolution

12.1.1 Subject to Rule 12.2, the Board may resolve to:

- (a) Expel a Member; or
 - (b) Suspend a Member;
 - A. For such period; and
 - B. From enjoying such rights and privileges of Membership;as the Board may determine;
- if:
- (c) An Expulsion Event occurs in respect of the Member; and
 - (d) The Association gives that Member at least 21 days notice in writing:
 - A. Stating the Expulsion Event and that the Member is liable to be expelled; and
 - B. Informing the Member of his, her or its rights under Rule 12.2.

12.2 Member notification

12.2.1 Before the Board may pass any resolution under Rule 12.1:

- (a) The Member must have been notified in writing that a matter under consideration by the Association has been referred to the Association's Disciplinary Committee concerning the Member the subject of an Expulsion Event;
- (b) The Disciplinary Committee may determine the manner in which it seeks to clarify the Expulsion Event prior to contacting the Member;
- (c) The Member is to be informed in writing of the particulars of the Expulsion Event matter under consideration by the Disciplinary Committee and must be invited to make submissions in writing and given 21 days to do so;
- (d) The Disciplinary Committee may seek from the Member further information as specified in writing and will provide the Member 21 days in which to comply;
- (e) The Disciplinary Committee must then make a recommendation after its consideration of all the material before it.

12.3 Contact member

12.3.1 In the event that the recommendation includes the expulsion or suspension of the Member, then a copy of that recommendation must be forwarded both to the Board and to the Member concerned. Otherwise the copy of the recommendation is forwarded to the Chief Executive Officer and the Member.

12.4 Appeal by member

12.4.1 The Member who is the subject of a recommendation that includes expulsion or suspension may lodge an appeal within 21 days of receiving notice of the recommendation by delivering a notice of appeal to the Chairman setting out in detail the grounds of appeal. If a notice of appeal is not received by the Chairman within this period the Board may proceed as outlined in Rule 12.1.

12.5 Meeting to be convened

12.5.1 If a notice of appeal is received within the 21 day period the Chairman must:

- (a) Convene a meeting of the Board to be held within 28 days;

- (b) Ensure that the Member who is the subject of the recommendation receives the same notice of the meeting as the Board, must receive with the notice written particulars of the matter to be considered and must be invited to attend and be heard;
- (c) Inform the Member that as well as being present at the meeting they may be accompanied by a representative but must advise the Chairman at least 7 days before the meeting whether they will be accompanied at the meeting and the capacity of the representative;
- (d) Advise the Member that at the Board meeting the Member may make submissions in writing or orally and must be given an opportunity to respond to any matters raised at the meeting.

12.6 Address by member to Board

12.6.1 After the Member has addressed the Board, all submissions have been heard and received and the Member has been given an opportunity to respond, the Member and any accompanying person must leave the meeting and the Board will consider its position and may pass a resolution in accordance with Rule 12.1.

12.6.2 Where a resolution is passed under Rule 12.1, the Association must give the Member, notice ("Disciplinary Notice") in writing of the expulsion or suspension, within 10 Business Days of the resolution.

A resolution under Rule 12.1 takes effect on the date of the resolution.

13.0 GENERAL MEETINGS

13.1 Holding General Meetings

13.1.1 An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act. All meetings of members other than Annual General Meetings shall be called General Meetings.

13.1.2 Persons comprising no fewer than forty per cent (40%) of the total number of members of the Board may whenever they think fit convene a General Meeting.

13.1.3 General Meetings shall also be convened upon a written requisition of Corporate Members in accordance with the Act.

13.2 Notice of General Meetings

13.2.1 Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty-one (21) days notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Association.

13.3 Business to be conducted at General Meetings

13.3.1 For the purpose of the foregoing provision all business shall be special that is transacted at a General Meeting and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Board and Auditors, the election of Officers and other Members of the Board in the place of those retiring, and the appointment of the Auditors, if necessary.

13.4 Quorum requirements at General Meetings

13.4.1 No business shall be transacted at any General Meeting unless a quorum of Corporate Members is present at the time when the meeting proceeds to business. A quorum shall be seven (7) Corporate Members present in person or by proxy.

13.4.2 For the purpose of ascertaining whether or not a quorum is present, the expression "Corporate Member" includes a person attending as a proxy or duly appointed attorney of a Corporate Member, provided that where a Corporate Member has, pursuant to this

Constitution, appointed more than one proxy, only one of such proxies may be counted in a quorum.

13.5 Quorum not present at General Meetings

13.5.1 If within half ($\frac{1}{2}$) an hour from the time appointed for the Meeting a quorum is not present, the Meeting, if convened upon the requisition of Corporate Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine and if at the adjourned Meeting a quorum is not present within half ($\frac{1}{2}$) an hour from the time appointed for the Meeting, the Corporate Members present (being not less than three (3)) shall be a quorum.

13.6 Chairing of General Meetings

13.6.1 The President shall preside as Chairman at every General Meeting of the Association, or if there is no President, or if the President is not present within fifteen (15) minutes after the time appointed for the holding of the Meeting or is unwilling to act, a Vice-President shall act as Chairman, or if a Vice-President is not present or is unwilling to act then the Corporate Members present shall elect one (1) of their number to be Chairman of the Meeting.

13.7 Adjourning a General Meeting

13.7.1 The Chairman may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty (30) days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned Meeting.

13.8 Voting at General Meetings

13.8.1 At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands among Corporate Members (including persons properly representing Corporate Members) unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) at least seven (7) Corporate Members entitled to vote on the resolution; or
- (b) the Chairman,

and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

13.8.2 If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval of adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the Meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

13.8.3 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second (2nd) or casting vote.

13.8.4 A Corporate Member of the Association who is entitled to attend and cast a vote at a Meeting of the Association's Members may appoint a person as the Corporate Member's proxy to attend and vote for the Corporate Member at the Meeting. Only one proxy or representative may vote for any one Corporate Member.

13.8.5 A Corporate Member may vote in person or by proxy or by attorney. On a show of hands every person present who is a Corporate Member or a representative of a Corporate Member shall have one (1) vote and on a poll every Corporate Member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote.

- 13.8.6 A Corporate Member who is a natural person of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by the Corporate Member's duly appointed attorney or guardian or by such other person as properly has the management and control of the Corporate Member's estate, and any such other person may also vote by that other person's proxy or attorney.
- 13.8.7 A Corporate Member shall not be entitled to vote at any General Meeting if that Corporate Member's annual subscription is in arrears at the date of the Meeting.
- 13.9 Proxy voting at General Meetings
- 13.9.1 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Corporate Member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as the proxy thinks fit.
- 13.9.2 The instrument appointing a proxy may be in a common or usual form. In the event of the Corporate Member desiring to vote for or against any resolution the Corporate Member shall instruct the proxy accordingly. Unless otherwise instructed, the proxy may vote as the proxy thinks fit.
- 13.9.3 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the State as is specified for that purpose in the notice convening the Meeting, not less than seventy-two (72) hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than seventy-two (72) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
- 13.9.4 A vote made in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

14.0 PLEBISCITE

14.1 Plebiscite

- 14.1.1 The Board shall have the power to take a plebiscite of Corporate Members of the Association on any matter if a majority of Corporate Members of the Board vote in favour thereof.
- 14.1.2 The plebiscite shall be conducted by the Returning Officer by either postal ballot or electronic mail (e-mail), polling all financial Corporate Members of the Association. The return period for the receipt of votes in the plebiscite shall be not less than twenty-one (21) days after the dispatch of the postal ballot or e-mail ballot as the case may be.
- 14.1.3 The decision of the plebiscite shall be binding on the Board and on the Association.

15.0 THE BOARD

15.1 Office Bearers

- 15.1.1 The Office Bearers of the Association shall consist of a President and one (1) Vice-President and if an Honorary Secretary of the Association is appointed in accordance with these rules, then the Honorary Secretary shall also be an Office Bearer.
- 15.1.2 The Board shall constitute the Office Bearers and Board Members as follows:

OFFICE BEARERS

President

Vice-President

BOARD MEMBERS

Members

15.1.3 The Board shall consist of the Office Bearers and Board Members all of whom shall be elected as herein provided.

15.2 Functions of Office Bearers

15.2.1 In addition to any duties specified elsewhere in these Rules, the President shall preside at all meetings of the Board and at all general meetings of Members. The President shall preserve order and decorum at such meetings and shall confirm the minutes thereof.

15.2.2 The President shall ensure that the Rules of the Association are adhered to.

15.2.3 The President is empowered to give an interpretation of these Rules and to determine any dispute involving the application or requirements of the Rules and in any such case the decision of the President shall be final and conclusive unless overruled by the Board or the Members. All rulings made by the President, other than rulings made during the course of a meeting, shall be circulated in writing to Members and the Board as soon as practicable following the ruling. A record shall be maintained of all rulings by the President.

15.2.4 At all meetings of the Association at which the President presides, the President shall have both a deliberative and a casting vote.

15.2.5 The President shall also attend to the following matters unless the responsibility for any such matters is delegated to the Chief Executive Officer by a decision of the Board:

- (a) summon and attend all meetings of the Board and the members;
- (b) attend to all correspondence of the Association;
- (c) issue or authorise statements to the media and provide media comment on behalf of the Association;
- (d) be responsible for the safe custody of the Association's seal, documents, securities and accumulated funds;
- (e) prepare, keep and/or file or cause to be prepared, kept and/or filed, all documents and records required under the provisions of the WR Act, the Act and any other relevant legislation;
- (f) prepare or cause to be prepared all necessary documents for the Board and the Members, including the minutes of meetings;
- (g) prepare or cause to be prepared a yearly report to Members on the activities of the Association;
- (h) control and supervise the office of the Association and its staff including the appointment and termination of such staff;
- (i) initiate legal, industrial and other proceedings on behalf of the Association before any Court, Commission, Board of Tribunal;
- (j) be an ex-officio member of any committee or subcommittee of the Association or of the Board; and
- (k) be responsible to the Board and the members for the proper performance of the aforementioned functions.

15.2.6 In addition to any duties specified elsewhere in these Rules, the Vice-President shall assist the President in the conduct of the President's duties. In the absence of the President, the Vice-President shall deputise for the President.

15.3 Size of the Board

15.3.1 The Board shall consist of the Office Bearers of the Association and not less than four (4) Duly Appointed Representatives of Corporate Members and not more than six (6) Duly Appointed Representatives of Corporate Members.

15.3.2 The Board may from time to time by ordinary resolution passed at a Board meeting increase or reduce the number of Office Bearers or other Members of the Board.

15.4 Election of the Board

15.4.1 Prior to an Annual General Meeting of the Association, all of the retiring Members of the Board including the Office Bearers shall be eligible for re-election. The Members of the Board including Office Bearers who fill these vacancies shall be elected from among the Members in accordance with this Constitution and shall hold office for a term of no longer than two (2) years.

15.5 Removal of Board Members (including Office Bearers)

15.5.1 An Office Bearer or any other Member of the Board may be removed from Office upon the happening of any of the following events:

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

or the Office Bearer or other Member of the Board has otherwise ceased, under the Rules of the Association, to be eligible to hold office.

15.5.2 If the Board, after due inquiry, is satisfied that any of the events referred to in paragraphs (a), (b) or (c) of the immediately preceding sub-Rule have occurred in circumstances that warrant the removal from office of an Office Bearer or Board Member, the Board may by ordinary resolution resolve to remove that Office Bearer or Board Member from office. In that event, the vacancy thus created may be filled in accordance with Rule 15.7 or 15.8 as the case may be.

15.6 Board vacancies

15.6.1 An Officer Bearer or of any other Member of the Board shall cease to be eligible to hold office upon the happening of any of the following events:

- (a) the bankruptcy of the Office Bearer or Board Member;
- (b) the Office Bearer or Board Member entering into a scheme of arrangement or composition with, or assignment for the benefit of, all or any class of his or her creditors, or a moratorium involving any of them;
- (c) the appointment of an administrator, liquidator, provisional liquidator, receiver, or receiver and manager of the business entity which is a Member of the Association and in respect of which the Office Bearer or Board Member is the representative pursuant to these Rules.
- (d) the Office Bearer or Board Member becomes prohibited or disqualified by law from being a director or office holder of a corporation;
- (e) the Office Bearer or Board Member ceases to have legal capacity for any reason;
- (f) the Office Bearer or Board Member resigns from office by notice in writing to the Association;
- (g) the Office Bearer or Board Member for three (3) consecutive meetings of the Board is absent without permission of the Board;
- (h) the Office Bearer or Board Member holds any office of profit in or in relation to the Association, or in or in relation to any related party within the meaning of the Act;
- (i) the business entity of which the Office Bearer or Board Member is the representative pursuant to these Rules ceases to be a Member of the Association; or

- (j) the Office Bearer or Board Member is directly or indirectly interested in any contract or proposed contract with the Association or any related party within the meaning of the Act. Provided that nothing in this sub rule shall limit or bear upon the entitlement of any Officer Bearer or Board Member to be reimbursed for expenses properly and reasonably incurred on behalf of the Association.

15.7 Casual vacancy on the Board

15.7.1 If a casual vacancy occurs in the position of a Member of the Board (other than an Office Bearer) and the unexpired portion of the term of that Board Member does not exceed the greater of:

- (a) 12 months; or
(b) three-quarters ($\frac{3}{4}$) of the term of the Office,

the Board shall have power to by ordinary resolution, appoint any Full Corporate Member to the Board to fill such a casual vacancy. Any member of the Board so appointed shall hold office only for the unexpired portion of the term of office in respect of which the vacancy has occurred.

15.7.2 The power of the Board to appoint a Full Corporate Member to fill a casual vacancy in the position of a Board Member (other than an Office Bearer) must be exercised by ordinary resolution of the Board within two (2) months of the vacancy arising, failing which the power lapses in respect of that vacancy. Any such appointment shall only be for so much of the expired term as exists at the time the vacancy arose.

15.7.3 If a casual vacancy is filled in accordance with this Rule the person filling the vacancy is to be taken as having been elected to the position or office.

15.7.4 If the Board does not appoint a Full Corporate Member to fill a casual vacancy in the position of a Board Member (other than an Office Bearer) in accordance with the Rule, the casual vacancy must be filled by the holding of an election in accordance with this Constitution, unless the unexpired portion of the term of office in respect of which the vacancy has occurred is less than twelve (12) months. In the latter case, the casual vacancy need not be filled.

15.8 Casual vacancy among the Office Bearers

15.8.1 If a casual vacancy occurs in the position of an Office Bearer and the unexpired portion of the term of that Office Bearer does not exceed the greater of:

- (a) 12 months; or
(b) three-quarters ($\frac{3}{4}$) of the term of the Office,

the Board shall have power to by ordinary resolution, appoint any Full Corporate Member to the Board to fill such a casual vacancy among the Office Bearers; or appoint any member of the Board to fill a casual vacancy among the Office Bearers, therein creating a casual vacancy upon the Board; but only so that the total number of Office Bearers shall not at any time exceed the number fixed in accordance with this Constitution. Any member of the Board so appointed shall hold office only for the unexpired portion of the term of office in respect of which the vacancy has occurred.

15.8.2 The power of the Board to appoint a Full Corporate Member to fill a casual vacancy in the position of an Office Bearer must be exercised by ordinary resolution of the Board within two (2) months of the vacancy arising, failing which the power lapses in respect of that vacancy. Any such appointment shall only be for so much of the expired term as exists at the time the vacancy arose.

15.8.3 If a casual vacancy is filled in accordance with this Rule the person filling the vacancy is to be taken as having been elected to the position or office.

15.8.4 If the Board does not appoint a Full Corporate Member to fill a casual vacancy in the position of an Office Bearer in accordance with the Rule, the casual vacancy must be filled by the holding of an election in accordance with this Constitution, unless the unexpired portion of the term of office in respect of which the vacancy has occurred is less than twelve (12) months. In the latter case, the casual vacancy need not be filled.

16.0 METHOD OF ELECTION OF BOARD MEMBERS

16.1 Voting method

16.1.1 The election of Office Bearers and Members of the Board shall take place in the following manner:

- (a) The method of election of the Board shall be by a Direct Voting System.
- (b) The direct election shall be by secret postal ballot. In spite of anything else contained in these Rules, a person is eligible to vote in a ballot if the person is, on Close of Roll Day, a Duly Appointed Representative of a financial Full Corporate Member of the Association.
- (c) The term of office for successful candidates will commence on first day of December each year or from the date of the declaration of the result of the election, whichever is earlier. Candidates shall hold office for two (2) years or until their successors are declared elected.

16.2 Advertising and publication

16.2.1 The Returning Officer shall cause an election notice to be published on the Association's website, or in a journal or bulletin or newsletter published by the Association and sent to all Members eligible to participate in the election, either directly to the Member's known postal address or to the address of the Member's known place of business or to the Member's known e-mail

16.3 Election notice

16.3.1 The election notice shall:

- (a) state that the election is being conducted by the Returning Officer;
- (b) list the Offices for which nominations are sought;
- (c) invite nomination for election from all eligible persons;
- (d) fix the time and date for the opening and closing of nominations;
- (e) fix the time and date for the opening and closing of the ballot;
- (f) specify the place where nomination forms may be obtained;
- (g) specify the place where nominations must be lodged;
- (h) specify the accepted method/s of lodgement;
- (i) fix a time and date for withdrawal of nominations; and
- (j) if applicable, specify other documentation required to be submitted with the nomination, i.e. a biographical and/or policy statement not exceeding 200 words in support of the nomination including a photograph of the nominee. The format of such documentation including the photograph may be stipulated including stipulating that it be provided in electronic form.

16.4 Nominations

16.4.1 The period for making nominations for all Offices shall open on the first day of August for those Offices whose term of Office expires in that calendar year.

- 16.4.2 The period for making nominations shall close at 12 noon on the twenty-first (21st) day after nominations have opened. Nominations received by the Returning Officer after that time shall not be accepted.
- 16.4.3 If any of the dates referred to in this Rule fall on a weekend or a public holiday, the relevant date shall be the next business day after that date.
- 16.4.4 Nominations shall be called in the manner prescribed in these rules.
- 16.4.5 Nominations lodged with the Returning Officer shall be in writing and include the following information:
- (a) the full name of the nominee;
 - (b) the form in which the nominee's name is to appear on a ballot paper if different to the name shown;
 - (c) the nominee's contact details;
 - (d) the name and address of the proposer and seconder;
 - (e) the Office for which the nominee is nominating;
 - (f) the signed endorsement/consent of the nominee;
 - (g) the signature of both the proposer and seconder;
 - (h) a biographical and/or policy statement not exceeding 200 words in support of the nomination including a photograph of the nominee. The format of such documentation including the photograph may be stipulated including stipulating that it be provided in electronic form; and
 - (i) any further documentation required by these Rules or by the Returning Officer.

16.5 Voting

- 16.5.1 Voting for all elections conducted under these rules shall open on the first business day of October in the year of the election.
- 16.5.2 The ballot shall close at 5.00 PM Eastern Standard Time on the twenty-first (21st) day after the date upon which the ballot opened. Ballots received by the Returning Officer after that time shall not be counted.
- 16.5.3 If any of the dates referred to in this Rule fall on a weekend or a public holiday, the relevant date in this Rule shall be the next business day.
- 16.5.4 In spite of the provisions of this Rule, if for any reason the Returning Officer is unable to commence the period for making nominations on the date provided for in this Rule, the period for the making of nominations will commence on the date nominated by the Returning Officer. In that event, the closing date for the making of nominations and the opening and closing dates of the ballot will be delayed by the same number of days as the opening date for the making of nominations.

16.6 Eligibility to nominate

- 16.6.1 Each Member's eligibility to nominate another Member or be nominated for any Office shall be determined by the Returning Officer at the close of nominations.
- 16.6.2 A nominee for any Office must be a Duly Appointed Representative of a Full Financial Corporate Member of the Association as at the close of nominations.
- 16.6.3 A nominator being either a proposer or seconder for any Office must be a Duly Appointed Representative of a Financial Full Corporate Member of the Association as at the close of nominations.
- 16.6.4 A nominee must be nominated by both a proposer and a seconder.

16.7 Defective nominations

- 16.7.1 Where the Returning Officer finds that a nomination is or may be defective for any reason, the Returning Officer shall, before rejecting the nomination, notify the person

concerned of the defect and where practicable, give the person the opportunity of remedying the defect or providing further information in support of the nomination, within a period of not less than seven (7) days after being notified.

16.7.2 Where the Returning Officer has notified a person of a defective nomination, and where that person has remedied the defect to the satisfaction of the Returning Officer within the time prescribed by the Returning Officer, or has otherwise satisfied the Returning Officer within that time that the nomination is valid, the Returning Officer shall accept the nomination.

16.7.3 Where the Returning Officer has notified a person of a defective nomination, and where that person has not remedied the defect to the satisfaction of the Returning Officer within the time prescribed by the Returning Officer, or has not otherwise satisfied the Returning Officer within that time that the nomination is valid, the nomination shall be rejected.

16.8 Withdrawal of nominations

16.8.1 A Member nominating for any Office may withdraw the nomination by notice in writing to the Returning Officer up to, but not later than seven (7) days after notification of nominations is made available.

16.8.2 Such notification in writing must include the signed endorsement of the nominee and be in a form acceptable to the Returning Officer.

16.8.3 Once a proposer or seconder has nominated another Member for election to any Office of the Association, that proposer or seconder may not subsequently withdraw the nomination.

16.9 Uncontested elections

16.9.1 If, after the close of nominations, the number of valid nominations received for an Office does not exceed the number of positions to be filled, the Returning Officer shall declare elected the person or persons nominated.

16.10 Roll of voters

16.10.1 In this Rule, "Roll Day" means the last date upon which the Secretary of the Association is required to give the Returning Officer a copy of the Roll of Corporate Members of the Association for the purposes of the ballot in accordance with Schedule 1 of the WR Act.

16.10.2 The Returning Officer shall request the Secretary of the Association to supply the name and postal address of every Member eligible to vote at an election. The Returning Officer may also request the Secretary of the Association to supply additional information which does not form the roll of voters but is to be used to ensure that no irregularity occurs, and to supply the information in electronic form. The Secretary of the Association shall comply with such a request.

16.10.3 The Secretary of the Association must take all reasonable steps to ensure the listings supplied to the Returning Officer contain, where practicable, each eligible Member's business or other postal address and e-mail address.

16.10.4 The only persons eligible to appear on the roll of Members in a ballot are those persons who, on Close of Roll Day, are financial Members of the Association.

16.10.5 The Office Bearers and other Members of the Board shall be elected by Full Corporate Members only of the Association.

16.10.6 Close of Roll Day shall be the day thirty (30) days prior to the date for the opening of nominations.

16.10.7 Any candidate for election and any Member entitled to vote in an election may inspect a copy of the Roll of Voters for the purposes of the election only at the Registered Office of the Association by appointment during normal business hours.

16.11 Absent voting

16.11.1 Any Member who is entitled to vote at any election held under these Rules and who will be absent from the Member's usual address during the period in which the ballot is to be conducted may apply to the Returning Officer for ballot material to be sent to another address that the Member so nominates.

16.11.2 Notification to the Returning Officer shall be in a form acceptable to the Returning Officer and shall set out the Member's name and usual address and the address to which the Member elects to have ballot material sent.

16.11.3 Where a Returning Officer receives a request for an absent vote made in the form described in this Rule, the Returning Officer shall comply with that request.

16.12 Contested elections – ballots

16.12.1 If the number of valid nominations received for an Office exceeds the number of positions to be filled, the Returning Officer shall conduct a secret postal ballot of Members entitled to vote. The Returning Officer may include on the same ballot paper any question to be put to the Members entitled to vote by way of plebiscite or otherwise.

16.13 Ballot papers

16.13.1 The following features shall appear on all ballot papers prepared in respect of a secret postal ballot for an election for Office:

- (a) the name of the Association;
- (b) the initials of the Returning Officer or other authenticating mark;
- (c) the name and number of Office/s to be filled;
- (d) instructions for marking the ballot paper;
- (e) the names of the candidates in the format and order required by these Rules;
- (f) instructions for returning the ballot paper;
- (g) name of the Returning Officer; and
- (h) any other instruction considered necessary by the Returning Officer.

16.13.2 The Returning Officer shall arrange for the printing of ballot papers and distribution to Members eligible to vote.

16.13.3 The ballot papers shall contain the names of the candidates with the surname first followed by the given names. No other candidate information will be printed on the ballot paper.

16.13.4 In each ballot, the order of names on the ballot paper shall be determined after the closing date of the period for nominations, by lot drawn by the Returning Officer.

16.13.5 The ballot shall be conducted under the "first past the post" voting system.

16.13.6 The ballot paper shall contain instructions for the voter to place a cross or tick opposite the name or names of the candidates for whom the voter wishes to vote.

16.13.7 The voter may vote for fewer than the number of candidates to be elected.

16.13.8 The voter must not vote for more than the number of candidates to be elected, otherwise the ballot will be invalid and will not be counted.

16.14 Candidate statements

16.14.1 Up to seven (7) days after the close of nominations, a candidate may submit to the Returning Officer a biography and/or a statement in support of their candidature only, for publication on the organisation's website or for publication in the organisation's next available journal or for distribution by the Returning Officer upon request by a voter. The statement shall not exceed 200 words.

16.14.2 A candidate may only submit one statement regardless of the number of positions that the candidate is contesting.

16.14.3 The Returning Officer shall reject any statement:

- (a) which, in the opinion of the Returning Officer, is false or misleading or may lead to an irregularity; or
- (b) which does not strictly comply with these Rules.

16.14.4 A candidate whose statement is rejected shall be notified and shall be given not more than four (4) business days from being notified to supply a replacement statement that complies with this Rule.

16.14.5 The order of publication of candidates' statements shall be the same order as candidates' names on the ballot paper, unless there is more than one ballot in which case the Returning Officer may print statements in alphabetical order by surname. The Returning Officer shall also indicate if a candidate has failed to submit a valid statement.

16.15 Postal ballot

16.15.1 The Returning Officer shall, for the purpose of receiving ballot material in respect of a ballot, use a private box or other secure postal facility at a post office or mail centre. Access to the private box mentioned in this Rule shall be limited to:

- (a) persons authorised by Australia Post;
- (b) the Returning Officer; and
- (c) persons authorised in writing by the Returning Officer.

16.16 Issue of ballot material

16.16.1 On or before the opening day of the ballot the Returning Officer shall forward ballot material in a sealed envelope by prepaid post to each Member on the roll of voters at the address shown on the roll of voters.

16.16.2 Ballot material shall include:

- (a) one or more ballot papers showing the time and date of the close of the ballot;
- (b) a Reply Paid envelope addressed to the private box referred to in this Rule, being an envelope that may be posted without expense to the voter;
- (c) an inner "Declaration Envelope" as prescribed by the Act, suitable for containing the ballot paper/s; and
- (d) a copy of each statement submitted by any candidates.

16.17 Replacement ballot material

16.17.1 Where a Member whose name is on the roll of voters claims that the ballot material has not been received or has been lost, destroyed or spoilt, the Member may make an application to the Returning Officer for the issue of replacement ballot material.

16.17.2 The application shall:

- (a) be in writing;
- (b) set out the applicant's full name and postal address;
- (c) set out the grounds on which the application is made;
- (d) contain a declaration that the applicant has not voted in the ballot; and
- (e) be accompanied, if practicable, by any evidence that is available of the loss, destruction or spoiling of the ballot material including, in the case of a spoiled ballot paper, the original spoiled ballot paper.

16.17.3 If the Returning Officer is satisfied that the information contained in the application is true and correct, the Returning Officer shall issue replacement ballot material to the applicant.

16.18 Security prior to scrutiny of ballot

16.18.1 During the course of the ballot the Returning Officer may collect returned envelopes from the private post box and keep them in safe custody until the commencement of the scrutiny. The Returning Officer shall make a final clearance of returned envelopes so that all envelopes received by the Returning Officer prior to the closing time for the ballot are admitted to the scrutiny. No envelopes returned after the close of the ballot shall be admitted to the scrutiny.

16.19 Preliminary scrutiny of envelopes

16.19.1 The Returning Officer shall conduct a preliminary scrutiny of returned declaration envelopes to ensure that only one returned envelope from each eligible voter is admitted to the count. The Returning Officer may commence the preliminary scrutiny prior to the close of the ballot.

16.19.2 Before proceeding to count the votes to ascertain the result of the ballot, the Returning Officer shall:

- (a) remove the "Declaration Envelope" from the Reply Paid envelopes; and
- (b) examine the voter's declaration attached to each "Declaration Envelope", and mark off the voter's name against a copy of the roll of voters.

16.19.3 A voter's returned ballot paper shall be rejected, set aside and not counted if:

- (a) the "Declaration Envelope" has not been returned;
- (b) the voter has not completed the declaration on the "Declaration Envelope" to satisfy the Returning Officer;
- (c) the voter is ineligible to vote; or
- (d) the Returning Officer is unable to identify the voter on the roll of voters.

16.19.4 Where a voter returns more than one (1) ballot paper, only one (1) ballot paper for that voter shall be admitted into the count. The Returning Officer shall decide, in the Returning Officer's absolute discretion, which ballot paper is to be accepted.

16.19.5 The Returning Officer shall note on any ballot paper that it has been rejected the reason for such rejection, and shall set it aside for separate custody.

16.20 Scrutiny of ballot papers

16.20.1 When the Returning Officer has determined which Declaration Envelopes are accepted for the count, the declaration section of each envelope will be detached and removed so that the envelope can no longer be identified. Each envelope shall then be opened and the ballot papers extracted to be counted.

16.20.2 The Returning Officer shall reject as informal a Ballot Paper that:

- (a) does not bear the initials or other authenticating mark of the Returning Officer; and/or
- (b) has upon it any mark or writing by which the voter can be identified; and/or
- (c) is not marked substantially in accordance with the instructions included on the Ballot Paper; and/or
- (d) the marking is such that the intention of the voter is not clear; and/or
- (e) is not returned inside the Declaration Envelope.

16.20.3 Where, during the election, the Returning Officer is informed by a Scrutineer appointed in accordance with these Rules, that the Scrutineer objects to a returned envelope or a ballot paper being accepted or rejected, the Returning Officer shall decide whether the returned envelope or ballot paper is to be accepted or rejected and endorse the decision on the envelope or ballot paper together with the reasons therefor. The decision of the Returning Officer is to be final.

16.21 Counting of Votes

16.21.1 After completing the counting of votes for the election of Board Members, the Returning Officer will rank the candidates in order beginning with the candidate who received the highest number of valid votes and ending with the candidate who received the lowest number of valid votes. The ranking shall be done in writing.

16.21.2 Subject to the foregoing provisions of this Rule, candidates are to be declared elected to the position of Board Member according to their aforementioned order of rank until each such position has been filled.

16.22 Declaration of results

16.22.1 The Returning Officer shall declare the result of the election within fourteen (14) days of the closing day of the ballot by giving notice of the result in writing to the Secretary and to the Chief Executive Officer of the Association at its Registered Office.

16.22.2 The Returning Officer shall, at the same time and in the same manner as the Returning Officer declares the result of the election, declare the following information in relation to the ballot:

- (a) the total number of persons on the roll of voters;
- (b) the total number of ballot papers issued;
- (c) the total number of envelopes that were returned undelivered by the closing date of the ballot;
- (d) the total number of ballot papers received by the Returning Officer; and
- (e) the total number of ballot papers rejected as informal.

16.23 Holding more than one office

16.23.1 No person may hold simultaneously more than one (1) Office Bearer's position.

16.24 Nomination for more than one office

16.24.1 Where a member is nominated for more than one (1) Office Bearer's position or that and a Member of the Board position, the Returning Officer shall conduct the election for each Office in order in the hierarchy. If a Member is elected to an Office then that Member shall be excluded from simultaneously holding any lower Office in the hierarchical order.

17.0 RETURNING OFFICER

17.1 Appointment of returning officer

17.1.1 The Board shall appoint a Returning Officer, not being the holder of any Office in, and not being an employee of, the Association, for the conduct of all elections (including the acceptance or rejection of nominations) within the Association during the twelve (12) months immediately following his or her appointment.

17.1.2 The Board shall appoint a Returning Officer no later than the first (1st) day of July for those Officers whose term of Office expires in that calendar year.

18.0 SCRUTINEERS

18.1 Appointment, rights and obligations of scrutineers

18.1.1 Each candidate may appoint, in writing, one person as scrutineer to represent the candidate's interests in the conduct of the ballot. A scrutineer shall not be a candidate for any position which is also included in a ballot in the election. The candidate may appoint one or more substitute scrutineers, if required.

18.1.2 A scrutineer may be present at any stage in the ballot. This includes:

- (a) countersigning any seals or placing their own seal on any receptacle being used for the ballot; and
- (b) bringing to the attention of the Returning Officer any alleged irregularity in:
 - (i) the issue of ballot papers;
 - (ii) the admission of envelopes to scrutiny;
 - (iii) the formality or informality of ballot papers; and
 - (iv) the counting of votes.

18.1.3 A scrutineer shall not:

- (a) interrupt the scrutiny without lawful reason;

- (b) disclose any knowledge acquired by him concerning the votes of any particular voter or voters;
- (c) fail to carry out any lawful request by the Returning Officer;
- (d) touch any ballot material;
- (e) act in a manner which will interfere with the proper conduct of the election;

18.1.4 Failure of a scrutineer to attend any scheduled event will not delay any step in the election.

19.0 POWERS AND DUTIES OF THE BOARD

19.1 Business of the Association

19.1.1 The business of the Association shall be managed by the Board who may pay all expenses incurred in promoting and operating the Association and may exercise all such powers of the Association as are not, by the Act, or by the WR Act, or by this Constitution, required to be exercised by the Association in general meeting. Such powers shall be exercised in accordance with this Constitution, and the provisions of the Act and the WR Act, and in accordance with such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; provided that any rule, regulation or by-law of the Association made by the Board may be disallowed by the Association in general meeting and provided further that no resolution of or regulation made by the Association in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.

19.2 The mode in which the property is to be controlled and funds invested

19.2.1 All moneys of the Association shall be paid by the Chief Executive Officer to the credit of the Association at such Bank as may from time to time be decided upon by the Board. The funds and property shall be vested in the Board for the time being. The Board may invest any moneys which in its judgment are in excess of requirements for current expenses, in such investments as it shall decide upon whether such investments are trustee investments or not.

19.2.2 No moneys shall be withdrawn from any account of the Association except in such a manner as shall be prescribed by the Board.

19.2.3 The Chief Executive Officer may be delegated authority for the purpose of paying current expenses, as the Board shall decide.

19.2.4 A loan, grant or donation of an amount exceeding \$1,000 shall not be made by this Association unless the Board of the Association:

- (a) has satisfied itself -
 - (i) that the making of the loan, grant or donation would be in accordance with the rules of the Association; 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 arrangement for the repayment of the loan is satisfactory; and
- (b) has approved the making of the loan, grant or donation.

19.3 Borrowing money and giving guarantees and indemnities

19.3.1 The Board may exercise all the powers of the Association to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Association.

19.3.2 The Board may exercise all the powers of the Association to give any guarantees or indemnity for payment of money for the performance of any contract, obligation or undertaking by any person, corporation or association (including, without limitation, any indemnity relating to contract, obligations or undertakings to which the Association is a party or in respect of which the Association has existing or contingent obligations or liabilities); and to mortgage or

19.A DUTY OF FINANCIAL TRANSPARENCY AND DISCLOSURE

charge the whole or any part of the funds and property of the Association to secure performance of any such guarantee or indemnity.

19.4 Signing financial instruments

19.4.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) members of the Board or by a member of the Board together with the Company Secretary or in such other manner (including by electronic means) as the Board from time to time determines.

19.5 Minute taking

19.5.1 The Board shall cause minutes to be made:

- (a) of all appointments of officers and servants;
- (b) of names of members of the Board present at all meetings of the Association and of the Board; and
- (c) of all proceedings at all meetings of the Association and of the Board.

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

19.A DUTY OF FINANCIAL TRANSPARENCY AND DISCLOSURE

19.A.1 Officer Disclosure

Each officer of the Association must disclose to the Association information of any remuneration paid to the Officer:

- (a) because the Officer is a Member of a Board, if only because:
 - (i) the Officer is an Officer of the Association; or
 - (ii) the Officer was nominated for the position of Member of the Board by the Association; or
- (b) by a related party of the Association, in connection with the performance of the Officer's duties as an Officer.

19.A.2 Disclosure in writing

Such disclosure must be made in writing to the Board, as soon as practicable after the remuneration is paid to the Officer.

19.A.3 Board Disclosure

The Board must disclose to the Members of the Association:

- (a) the identity of each Officer of the Association who, when all Officers of the Association are ranked by relevant remuneration for the disclosure period (from highest to lowest), is ranked no lower than fifth; and
- (b) for each of those Officers:
 - (i) the information in relation to the Officer's relevant remuneration for the disclosure period that is required by sub-Article 19.A.4; and
 - (ii) the information in relation to the Officer's relevant non-cash benefits for the disclosure period that is required by sub-Article 19.A.5. The meaning of non-cash benefits is the same as defined in the subsection 148A(9) and (10) of the *Fair Work (Registered Organisations) Act 2009*.

19.A.4 Information in relation to relevant remuneration

For the purposes of sub-Article 19.A.3(b)(i) disclosure must include the actual amount of the Officer's relevant remuneration for the disclosure period of each of the Officers to whom the sub-Article applies.

19.A.5 Information in relation to relevant non-cash benefits

For the purposes of sub-Article 19.A.3(b)(ii) disclosure must include at least one of the following in relation to the relevant non-cash benefits for a disclosure period of each of the Officers to whom the sub-Article applies:

- (a) the value of the Officer's non-cash benefits; and
- (b) the form of the Officer's non-cash benefits.

19.A.6 Frequency and manner of disclosure

Disclosure must be made:

- (a) in relation to each financial year;
- (b) within six (6) months after the end of the financial year; and
- (c) by inclusion in the financial report and at the Annual General Meeting.

19.A.7 Relevant remuneration

The **relevant remuneration** of an Officer of the Association for a disclosure period is the sum of the following:

- (a) any remuneration disclosed to the Association by the Officer, under Article 19.A.1, during the disclosure period; and
- (b) any remuneration paid, during the disclosure period, to the Officer by the Association.

19.A.8 Relevant non-cash benefits

The **relevant non-cash benefits** of an Officer of the Association for a disclosure period are 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.

19.A.9 Disclosure by Officers of material personal interests of Officers and relatives

- (a) Each Officer of the Association must disclose to the Association any material personal interests in a matter that relates to the affairs of the Association that:
 - (i) the Officer has or acquires; or
 - (ii) a relative of the Officer has or acquires.
- (b) Such disclosure must be made in writing to the Board as soon as practicable after the interest is acquired.

19.A.10 Disclosure by Association of material personal interests of Officers and relatives

- (a) The Board must disclose, to the Members of the Association:
 - (i) any interests disclosed to the Association under sub-Article 19.A.9 in relation to each financial year; and
 - (ii) in the same manner and at the same time as any other financial disclosure as set out in sub-Article 19.A.6

19.A.11 Disclosure of payments made by the Association

The Association must disclose to the Members of the Association either or both of:

- (a) each payment made by the Association during the disclosure period to
 - (i) a Related Party of the Association and
 - (ii) a declared person or body of the Association
- (b) in relation to the total of the payments made by the Association during the disclosure period to
 - (i) each Related Party of the Association; and
 - (ii) each declared person or body of the Association.

The disclosures of (a) and/or (b) above must be made

- (c) in relation to each financial year;
- (d) within six (6) months after the end of the financial year; and
- (e) in the manner set out in sub-Article 19.A.6.

19.A.12 The Association's expenditure policies and procedures

Pursuant to section 141(ca) of the *Fair Work (Registered Organisations) Act 2009* the Association shall develop and implement policies and procedures relating to the expenditure of the organisation/branch.

19.A.13 Declared person or Body

For the purposes of this Article, a person or body is a **declared person or body** of the Association if:

- (a) an Officer of the Association has disclosed a material personal interest under the Articles of the Association; and
- (b) the interest relates to, or is in, the person or body; and
- (c) the Office has not notified the Association that the Officer no longer has the interest.

19.A.14 Officers to undertake approved training

19.A.14.1 It is a requirement that each Officer of the Association whose duties include duties that relate to the financial management (financial duties) of the Association undertake training:

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

19.A.14.2 The Officer must complete the training within six (6) months after the person begins to hold office; or, in the case of a person holding office at the time the provisions of new section 154D of the *Fair Work (Registered Organisations) Act 2009* became applicable, the Officer must complete the training within six (6) months after the relevant provisions of section 154D became applicable.

Further that as per sub-Article 22.1.3 of the ASIAL Constitution, any change in the Rules of the Association shall not take effect until it is certified by the Registrar of the Australian Industrial Relations Commission.

20.0 PROCEEDINGS OF THE BOARD**20.1 Calling of meetings**

20.1.1 Subject to the overriding control of Members in general meeting, the management of the affairs of the Association shall be vested in the Board and the office-bearers and the Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Any four (4) members of the Board may at any time and the Company

Secretary shall on the requisition of four (4) members of the Board summon a meeting of the Board.

20.1.2 The President or Company Secretary may at any time requisition a meeting and the Company Secretary shall summon a meeting of the Board.

20.2 Voting at Board meetings

20.2.1 Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

20.3 Conflict of interest

20.3.1 A member of the Board shall not vote in respect of any contract or proposed contract with the Association in which that Corporate Member is interested, or any matter arising there from, and if that member does so vote that vote shall not be counted.

20.4 Quorum at Board meetings

20.4.1 The quorum necessary for the transaction of business of the Board shall be a majority of members of the Board or such other number as may from time to time be fixed by a majority of members of the Board.

20.4.2 The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Association, but for no other purpose.

20.5 Chairing Board meetings

20.5.1 The President shall preside as Chairman at every meeting of the Board. If there is no President, or if at any meeting the President is not present within ten (10) minutes after the time appointed for commencing the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members of the Board may choose one of their number to be Chairman of the meeting.

20.6 Delegation by the Board

20.6.1 The Board may not delegate any of its powers and or functions being duties imposed on the Board as the Directors of the Association by the Act or the general law.

20.7 Creation of reference groups by the Board

20.7.1 Subject to Clause 20.1 and Clause 21 concerning the establishment of the National Reference Group under this Constitution, the Board may create one or more reference groups consisting of such members as the Board thinks fit. Such reference groups shall act in a feedback capacity only.

20.8 Rectification of defects of Board actions

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

20.9 Effect of circulating resolutions

20.9.1 A resolution in writing signed by a majority of the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board. Such signature can include an electronic signature in accordance with the Electronic Transactions Act (Cth) 1999 provided that the transmission of that signature by the Board member whose signature it purports to be has been verified by the Secretary or the Chief

Executive Officer and the circumstances of such verification are recorded in the minutes of the meeting at which the resolution is confirmed.

21.0 NATIONAL REFERENCE GROUP

21.1 Formation

21.1.1 The National Reference Group shall consist of:

- (a) The Board;
- (b) The Convenors of each State/Territory; and
- (c) The Convenor of any Portfolio, reference groups or special interest group, created by the Board from time to time.

21.2 Role of the Reference Group

21.2.1 The role of the National Reference Group shall be to:

- (a) act as forum for considering the views of Members at large;
- (b) participate in the Association's strategic planning process;
- (c) broadly comment and offer feed back when requested on initiatives of the Association;
- (d) suggest to the Board matters that can be placed on the reference group agenda; and
- (e) consider any matter referred to it by the Board.

21.3 Chairperson

21.3.1 The Chairperson of the National Reference Group shall be the President for the time being of the Association.

21.4 Meetings of the National Reference Group

21.4.1 The National Reference Group shall meet at least once per year and such meeting is to coincide with either the holding of the Association's Annual General Meeting or the Association's Conference.

22.0 RULES

22.1 Amendment of Rules

22.1.1 These Rules may be amended, altered, rescinded, repealed or new rules made by the Members in a General Meeting by resolution carried by a majority of Members voting.

22.1.2 Any proposed change in the Rules shall be advised by the Company Secretary to each Member at least twenty-one (21) days prior to the meeting at which it is proposed to consider the same or, if such change is to be submitted to a postal ballot of Members, at least twenty-one (21) days before the close of the ballot.

22.1.3 Any change in the Rules of the Association shall not take effect until it is certified by the Registrar of the Australian Industrial Relations Commission.

22.1.4 To the extent required by the Act, notice in the prescribed form of any change in the Rules of the Association shall be given to the Australian Securities and Investments Commission (ASIC).

23.0 COMPANY SECRETARY

23.1 Appointment of Company Secretary

23.1.1 The Chief Executive Officer of the Association may be appointed as the Company Secretary.

23.1.2 The Company Secretary shall in accordance with the Act be appointed by the Board for such term and upon such conditions as it thinks fit, and any secretary so appointed may be removed by it.

24.0 SIGNING ON BEHALF OF THE ASSOCIATION

24.1 Signing without using the common seal

24.1.1 The Association may execute a document without using a common seal if the document is signed by:

- (a) two Office Bearers of the Association; or
- (b) one Office Bearer and the Company Secretary of the Association.

24.2 Signing with the common seal

24.2.1 The Association may use a common seal. If the seal is fixed to a document the seal is to be witnessed by:

- (a) two Office Bearers of the Association; or
- (b) one Office Bearer and the Company Secretary of the Association.

24.3 Execution of Documents

24.3.1 No documents are to be executed by or on behalf of the Association other than with the express authority of the Board.

25.0 THE POWER OF BRINGING INDUSTRIAL DISPUTES BEFORE THE COMMISSION

25.1 Submission and or notification of an industrial dispute

25.1.1 An industrial dispute may be submitted and or notified to the Australian Industrial Relations Commission ("Commission") upon a resolution in favour of such submission being carried by a majority of the members of the Board.

25.1.2 If such a resolution is carried, the Board shall do all acts and things and prepare and execute all documents as may be reasonably required to advance the interests of Members in any proceedings before the Commission. The Board may, without limiting the generality of its powers in this respect, appoint any Member or Members of the Association or of any other organisation to represent the Association before the Commission including the preparation and filing of documents relating to Commission proceedings.

26.0 ACCOUNTS

26.1 Keeping proper records

26.1.1 The Board shall cause proper accounting and other records to be kept and shall distribute copies, by electronic means or otherwise, of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Act provided, however, that the Board shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to a date not more than five (5) months before the date of the meeting.

26.2 Inspection of Association records

26.2.1 The Board shall from time to time determine in accordance with this Constitution at what times and places and under what conditions or regulations the accounting and other records of the Association shall be open to the inspection of Members PROVIDED THAT each such determination shall be made in accordance with, and subject to, the provisions of Schedule 1 of the WR Act.

27.0 AUDIT

27.1 Appointment of auditors

27.1.1 A properly qualified Auditor or Auditors shall be appointed by the Board. The accounts of the Association shall be audited yearly in accordance with the requirements of the WR Act and the Regulations thereunder. The Auditor's duties shall otherwise be regulated by the Act.

28.0 NOTICE

28.1 Giving of notices

28.1.1 Any notice, report or other document required by law or by or under this Constitution to be given to any Member shall be given either by:

- (a) sending it by post to the Member at the Member's registered address, or (if the Member has no registered address within the State) to the address, if any, within the State supplied by the Member to the Association for the giving of notices to the Member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post; or
- (b) sending it by electronic mail or e-mail to the Member via an e-mail address which has been supplied by the Member to the Association for the giving of notices to the Member. Where a notice is sent by e-mail, service of the notice shall be deemed to be effected by properly addressing the e-mail containing the notice, and to have been effected in the case of a notice of a meeting on the day after the day of its electronic transmission.

28.2 Giving of notices – General Meetings

28.2.1 Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every Member except those Members who (having no registered address within the State) have not supplied to the Association an address within the State or an e-mail address for the giving of notices to the Member; and
- (b) the Auditor or Auditors for the time being of the Association.

28.2.2 No other person shall be entitled to receive Notices of general meetings.

29.0 WINDING UP

29.1 Distribution of surplus funds

29.1.1 If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and whose Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association by this Constitution, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some object which has been approved as an educational or public benevolent institution under Section 78(1)(a) of the Income Tax Assessment Act 1936.

30.0 INDEMNITY

30.1 Indemnification of Board Members and others

30.1.1 Every member of the Board, Company Secretary, Chief Executive Officer and other Officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his or her Office which is incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by the Court in respect of any negligence default breach of duty or breach of trust.

END OF RULES