[233V: Incorporates alterations of 4 April 2023 [R2022/148]

(replaces rulebook dated 20 April 2021 [R2020/209])

**National Electrical and Communications Association**

I CERTIFY under section 161 of the *Fair Work (Registered Organisations) Act 2009* that the pages herein numbered 1 to 38 both inclusive contain a true and correct copy of the registered rules of the National Electrical and Communications Association

GENERAL MANAGER

FAIR WORK COMMISSION

Rules of

National Electrical and Communications Association

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NATIONAL ELECTRICAL AND COMMUNICATIONS ASSOCIATION

CONSTITUTION AND RULES

# **PART A: NAME, INDUSTRY AND OFFICES**

## 1. NAME OF ORGANISATION AND INDUSTRY

1.1 The Organisation shall be known as the National Electrical and Communications Association.

1.2 The Organisation is established by electrical contractors and communications contractors in connection with the electro-technology industry (the Industry) for the purposes hereinafter set out.

## 2. REGISTERED OFFICE ADDRESS

2.1. The registered office of the Organisation shall be at such place as determined by the National Council from time to time and notified to the Agency.

2.2. The registered address of each of the Branches of the Organisation shall be as notified to the Agency from time to time in accordance with the Act.

# **PART B: OBJECTS AND POWERS**

## 3. OBJECTS

3.1 The objects for which the Organisation is established are:

(a) To conserve and further the legitimate interests of its members;

(b) To provide for all matters respecting the welfare of its members and to advance and protect the social and economic interests of its members;

(c) To promote co-operation between the Organisation and other organisations;

(d) To prevent and/or settle disputes between members or between the Organisation and any employee or body of employees;

(e) To establish funds for the general conduct of the Organisation;

(f) To establish Branches, sections and groups of members of the Organisation;

(g) To assist members by financial or other means;

(h) To establish, publish and distribute journals and contribute to and subscribe to journals of other organisations and bodies for the benefit of members;

(i) To purchase, sell, mortgage, lease or otherwise deal in real property or personal property of any kind;

(j) To borrow and raise money by debentures or otherwise for any of the objects of the Organisation;

(k) To undertake, defend or intervene in any proceedings in any Court or tribunal or arbitration which in the opinion of the Organisation affects or may affect the rights or interests of its members;

(l) To appoint and employ persons considered necessary for the efficient working of the Organisation;

(m) To amalgamate, affiliate or absorb any association, or to enter into any alliance or venture with any other association, which has objects and/or constitution similar to the objects and/or constitution of the Organisation, in order to promote or assist in the promotion of the interests of the Organisation or to benefit generally the Organisation;

(n) To enhance and improve the condition of the Industry in every proper and lawful manner;

(o) To support Government policy in the development, advancement and continuity of enterprises in or incidental to the Industry and to participate in associated consultative and advocacy processes including promoting or opposing legislative or other regulatory measures affecting or likely to affect the Industry;

(p) To establish by consultation and collaboration principles of good trading practice and promote their adoption in so doing;

(q) To work cooperatively with the Branches in order to coordinate any member arrangements across State and Territory boundaries; and

(r) To do all other lawful things which may be incidental or conducive to the attainment of the above objects or any of them in accordance with the principles of good corporate governance.

## 4. POWERS OF THE ORGANISATION

4.1. The powers of the Organisation include:

(a) To do all such other lawful things as may appear to be incidental or conducive to the objects, purposes or powers of the Organisation or any of them and to adopt any additional objects, purposes or powers or remove any such objects, purposes or powers from time to time;

(b) To act as a registered organisation in the Industry under the industrial relations workplace relations or related or incidental or associated laws of the Commonwealth of Australia and its territories or any State within the Commonwealth and to represent the Organisation’s members in connection with any such law whether actual or proposed, and generally to further the interests of the membership;

(c) To bring any industrial disputes, claims or matters relating to industrial matters before any court, commission, committee, inquiry, board or any tribunal whatsoever and to participate to the full extent permitted by law, in any act, matter or thing that may reasonably be of concern or interest or affecting the Organisation and its membership from time to time;

(d) To represent the interests of employers in the Industry before governments, government agencies and departments, courts, boards of enquiry, conciliation committees, tribunals, conferences, trade unions, employee organisations, employer organisations, consultative groups, forums, associations, corporations, and any other bodies; and

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

4.2. Subject to these Rules (including without limitation Rule 21.2) and any resolution of a General Meeting of members the National Council shall have the following powers:

(a) To direct the policy of the Organisation in the matters affecting the interests of members;

(b) To make such by-laws, orders, directions and statements not inconsistent with these Rules as shall appear to it to be conducive to the good management and effective working of the Organisation including without limitation a Code of Ethics or Governance Rules at the discretion of the National Council;

(c) To exercise powers specifically conferred on the National Council by these Rules and to deal with matters referred to it by the Executive or by a General Meeting of members;

(d) To purchase, take on lease, or license, or hire, or otherwise acquire, real or personal property of any kind and to sell, exchange, lease, license, dispose of or otherwise deal with any real or personal property on such terms as may be considered expedient in accordance with these Rules;

(e) To work cooperatively with the Branches in order to coordinate any member arrangements across State and Territory boundaries; and

(f) To alter or repeal any of these Rules in accordance with Rule 46.

4.3. Subject to these Rules and any resolution of a General Meeting of members and any resolution of the National Council, the National Executive shall have the general conduct and control of the business of the Organisation including the following powers:

(a) To authorise expenditure of such funds allocated for the conduct of the affairs of the Organisation;

(b) To establish Branches or regional offices, and to provide for the establishment of Branch Councils to deal with local matters;

(c) To establish committees in accordance with Rule 26 and to coordinate the activities of such committees;

(d) To examine and report to the National Council or a General Meeting on any proposed alterations to these Rules as required;

(e) Establish general reserve and trust funds as may be deemed necessary in the interests of the Organisation and its members; and

(f) To deal with industrial disputes on behalf of the Organisation of the members of the Organisation in accordance with Rule 6.

4.4. In pursuing any of the objects or purposes of the Organisation, the Organisation has all the same powers, rights and legal capacity as an individual with legal capacity as well as those expressly conferred on a registered organisation of employers under the Act and as a body corporate (as if it were a company) under the Corporations Act.

## 5. INDEMNITY

5.1. Subject to the Act and all applicable laws, all Officeholders and employees of the Organisation will be indemnified against all costs, losses and expenses which he or she may incur or be liable for by reason of anything done in the proper exercise or performance of duties for the Organisation.

5.2. The National or Branch Council will pay or reimburse all such costs, expenses and losses out of the funds of the Organisation or Branch (as the case may be) in accordance with these Rules.

## 6. INDUSTRIAL DISPUTES

6.1. The National Executive may negotiate on all matters affecting the industrial interests of the members and the claims, demands, negotiations and settlements made by the Executive will be binding on members, subject to the Act and applicable laws.

6.2. The Executive may refer any industrial dispute to the appropriate tribunal and is authorised to act on behalf of the members concerned in a dispute without obtaining authority in a General Meeting.

6.3. The National Nominee (which means the National Secretary or National President, see definition in Part N) is the proper officer to appear for the Organisation in any industrial tribunal. The National Executive may also authorise any other person to appear on behalf of the Organisation in addition to or in substitution for the National Nominee.

## 7. SEAL

7.1. The common seal of the Organisation will be kept in custody of the National Nominee or their nominee.

7.2. The seal must not be affixed to any instrument without the authority of the National Executive.

7.3. The seal will be authenticated by the signature of two members of the National Executive and the National Nominee.

# **PART C: MEMBERSHIP**

## 8. MEMBERSHIP

8.1. The following persons are eligible for membership of the Organisation:

(a) any employer or person (other than an employee) engaged in the business of selling and installing electrical products; and

(b) any person who is an Officeholder of the Organisation.

8.2. For the purposes of rule 8.1 ‘person’ includes an individual, partnership, incorporated association, body corporate, company, sole trader, and statutory authority.

8.3. For the purpose of internal administration, there shall be the following categories –

(a) members under Rule 8.1(a) are ‘Employer Members’;

(b) members under Rule 8.1(b) are ‘Officeholder Members’.

8.4. The National or Branch Council may nominate a member who has rendered exceptional service to the Organisation for Life Membership. A Life Membership nomination must be approved by a vote of three quarters of the members present and voting at a general meeting of the relevant Branch, in which case the nominee will become a Life Member if the member accepts the membership. Life Members are entitled to all the rights and privileges of membership without payment of any membership fees.

8.5. The National or Branch Council may nominate a person who has rendered exceptional service to the Organisation to be awarded Honorary Membership. A nomination must be approved by a vote of three quarters of the members present and voting at a general meeting of the relevant Branch in which case the nominee will be awarded Honorary Membership if the nominated person accepts the award. Honorary Members are not required to pay any membership fee, provided that persons who are not members upon being awarded Honorary Membership are not entitled to vote, nominate any candidate for office, or hold office in the Organisation.

8.6. Any person not eligible for membership of the Organisation under Rule 8.1 but who carries on a bona fide business actively engaged in connection with the industry of the Organisation interpreted in its broadest sense may be admitted by a Branch Council as an Associate Member of the Organisation and be known as ‘Associate Member’ provided that:

(a) Application for admission as an Associate Member shall be in a form prescribed from time to time by the Branch Executive (or, for a Branch that does not have a Branch Executive, the Branch Council);

(b) The fees payable by and the services provided to Associate Members shall be determined from time to time by the Branch Council which admitted the Associate Member; and

(c) Associate Members shall not be entitled to hold office in the Organisation or any Branch of the Organisation or to vote, nominate candidates for any office, or hold office in the Organisation or a Branch of the Organisation.

## 9. ELIGIBILITY TO VOTE OR BE NOMINATED FOR OFFICE

9.1. Members are only eligible to vote or be eligible to be nominated for or to hold office as a National or Branch Officeholder if the member is a financial member.

## 10. APPLYING FOR MEMBERSHIP

10.1. An application for membership must:

(a) be in the form prescribed or approved by the National Executive from time to time, provided that such a form informs the applicants of the financial obligations arising from membership and the circumstances and manner in which a member may resign;

(b) be signed by the applicant’s authorised representative who has power and authority to bind the applicant;

(c) be complete and accurate in all respects;

(d) be submitted to the Branch where the applicant principally carries on business; and

(e) be subject to the applicant agreeing to be bound by and to comply with these Rules upon being admitted to membership and an authorisation to enable the Organisation to make any changes to the category of membership or the Branches to which the applicant may be admitted, as may be deemed appropriate having regard to the circumstances of the applicant and these Rules.

## 11. OUTCOME OF APPLICATION FOR MEMBERSHIP

11.1. Upon receipt of an application for membership the Branch Council will determine whether to approve the application or not on the following basis:

(a) If the applicant is a person who is eligible to be an Employer Member, or Officeholder Member, and has paid the fees payable in relation to membership of the Organisation, then subject to any order of the Agency:

(i) The Branch Council must be satisfied that the applicant:

(1) Is eligible to apply for membership; and

(2) In the case of a natural person, is not of general bad character; and

(3) In the case of a body corporate, its constituent documents are not inconsistent with the purposes for which the Organisation was formed or with these Rules,

(ii) Subject to (i) above, the applicant is entitled to be admitted as an Employer Member and to remain a member so long as the applicant complies with the Rules, and does not commit a Breach; and

(b) In the case of Honorary Members and Associate Members, who are not otherwise eligible for other categories of membership under Rule 8.1, the application will be subject to the discretion of the Branch Council and may be granted with any conditions considered appropriate.

11.2. The applicant for membership will be notified in writing of the outcome of the application (‘Admission Notice’).

## 12. ADMISSION AS A MEMBER

12.1. The applicant will become a member upon payment of the first annual subscription (or pro rata) and Application Fee. Payment by the applicant constitutes the applicant’s agreement to become part of the Organisation’s membership on the terms set out in the Admission Notice and that the applicant upon becoming a member will comply with and be bound by the terms of these Rules in effect from time to time and pay the fees required from time to time.

12.2. Provided that the steps in Rule 12.1 have been taken the applicant will be a member of the Organisation and the Branch which, by its committee, accepted the application for membership. Membership commences on the date that the application is approved.

## 13. MEMBER REPRESENTATIVE

13.1. A member which is a firm, company or other incorporated body may appoint and terminate the appointment of a representative to act for and on its behalf in any meetings, nominating and voting for Officeholders from time to time.

13.2. The appointment is only effective when written notice is given to the Branch Nominee (which means the Branch Secretary or Branch President, see definition in Part N) from the manager or secretary of the member.

13.3. A duly appointed representative will be able to exercise all the privileges of the member under these Rules (except the power of appointing a representative) and will be eligible to be a National or Branch Officeholder, subject to the other terms of these Rules, in the same way as an individual member.

## 14. MEMBERSHIP FEES

14.1. Subject to Rule 23 (Counterpart arrangements with State bodies), Members must pay the following fees to their Branch at the direction of the Branch Nominee:

(a) An ‘Application Fee’, being a fee payable upon admission to membership of the Organisation;

(b) An ‘Annual Fee’, being a fee payable each year in respect of the member’s ongoing membership of the organisation; and

(c) Any other relevant fees (provided that the total of these fees do not exceed the amount of the Annual Fee for that year).

14.2. The amount of the fees will be determined by the relevant Branch Council from time to time, provided that:

(a) The Application Fee may be reduced or waived by the Branch Council at its discretion if a member has ceased to be a member but is re-admitted to membership;

(b) The Annual Fee is determined on the basis of the number of persons employed by the member in or in connection with the electrical and communications contracting industry at the commencement of the relevant financial year of the Branch. The Branch Council may determine differing Annual Fees for different categories of members.

(c) A financial member may pay any fees or subscriptions by an instalment arrangement that has been approved by the Branch Council provided that all required payments have been made under the instalment arrangement.

## 15. RESIGNATION FROM MEMBERSHIP

15.1. A member may resign by written notice addressed and delivered to the member’s Branch Nominee.

15.2. A notice of resignation takes effect:

(a) Where the member ceases to be eligible to be a member, on the later of:

(i) The date on which the notice is received by the Organisation; or

(ii) The day specified in the notice.

(b) In all other cases, on the later of:

(i) The day specified in the notice; or

(ii) Two weeks after the notice is received by the Organisation.

15.3. Any fees payable but not paid by a former member in relation to a period before the member’s resignation took effect are a debt due to the Organisation and may be sued for and recovered in the name of the Organisation.

15.4. A notice of resignation delivered to the Branch Nominee is taken to be received by the Organisation when it is delivered.

15.5. A resignation from membership is valid even if it is not effected in accordance with this Rule if the member is informed in writing by or on behalf of the Organisation that the resignation has been accepted. In that case, the resignation takes effect on the date specified by the Organisation.

## 16. TERMINATION OF MEMBERSHIP

16.1. A member will automatically cease to be a member in the following circumstances:

(a) The member resigns membership in accordance with Rule 15;

(b) In the case of a natural person, the member dies;

(c) If the member’s membership is terminated by the Organisation in accordance with this Rule; and/or

(d) If the member ceases to be eligible to be a member of the Organisation under the conditions of eligibility. In this case, the Branch Nominee will notify the member in writing and the member will have an opportunity to respond prior to the Branch Council determining whether the member has ceased to be eligible. The outcome will be notified to the member in writing.

16.2. Membership of the Organisation or of a Branch may also cease and be terminated in the following circumstances:

(a) If the member ceases to make payment of the required fees and does not remedy the default within 3 months after being notified by the Organisation;

(b) If the member has received written notice of a Breach from the Organisation and the Breach has not been rectified or remedied to the reasonable satisfaction of the Organisation within the reasonable period specified in the notice;

(c) If the member becomes insolvent or bankrupt or the administrator of the External Administration (by whatever title) refuses to accept the obligations of the member in respect of the Organisation arising under these Rules or otherwise;

(d) The Branch Council of the member’s Branch passes a resolution that the member be terminated on the basis of the Branch Council being satisfied that the member has:

(i) Engaged in a Breach and failed to rectify the Breach within a reasonable time after being notified of the Breach;

(ii) Acted contrary to the interests of the Organisation or acted in any way to bring the Organisation into disrepute;

(iii) Failed to observe a lawful resolution of the National or Branch Council or Executive, which had been notified to the member; or

(iv) Otherwise acted unlawfully in the conduct of his, her or its relations with the Organisation;

provided that:

(v) the member was given 10 business days written notice from the Branch of the proposed resolution;

(vi) the member did not provide any evidence or explanation that constituted a reasonable excuse for the actions outlined in the notice; and

(vii) the Branch Council considered any response from the member before passing its resolution.

16.3. Subject to the determination of the Branch Council, other than in the case where a member is no longer eligible to be a member, as an alternative to termination of membership, the member may be reprimanded and/or fined up to $400.

16.4. Any person who ceases to be a member under these Rules for whatever reason shall cease to have any rights or interests in the Organisation or any of its Branches, or any entitlements under these Rules, and will forfeit any interest in or right to any asset or property of the Organisation.

## 17. TRANSFER, ASSIGNMENT OR SUCCESSION

17.1. Within 14 days after either of the following events, the member will notify their Branch Nominee in writing:

(a) Transfer, or assignment of the business, or part of the business of the member; or

(b) Another person succeeding to the business, or part of the business of the member.

## 18. REGISTER OF MEMBERS

18.1. The National Nominee will cause a Register of Members to be kept at the registered office of the Organisation which records the name and address of every member and any other particulars as directed by the National Executive from time to time.

18.2. Each Branch Nominee will:

(a) cause a Register of Members to be kept at each Branch which records the name and address of every member and such other particulars as directed by the Executive from time to time;

(b) ensure that all alterations, additions or deletions from the Branch Register of Members will be forwarded to the National Nominee in writing within 14 days;

(c) cause the Register of Members to be updated at regular intervals or as determined by the Branch Council to remove former members from the Register (other than any former members who rejoin within 6 months of removal); and

(d) ensure that the Register of Members is kept for a period of 7 years after 31 December in each relevant year.

## 19. STATUS OF MEMBERS

19.1. None of the members are, by virtue of their membership, partners, agents or employees of each other or the Organisation.

19.2. The rights and privileges of membership are personal to the member and are not transferable. A member shall not be entitled to any refund or reimbursement of any of the fees paid prior to the date of resignation or termination, as the case may be.

19.3. A member shall not be entitled to any of the membership services or to vote in the capacity as a member while the member is an Unfinancial Member.

## 20. REQUESTS OF MEMBERS

20.1 Where a member requests a copy of the list of:

(a) National Officeholders, such a request must be made to the National Nominee; and

(b) Branch Officeholders, such a request must be made to the Branch Nominee.

20.2 Where a member requests a copy of the Rules or any amendments of the Rules made since a specified time, the request should be made to the relevant Branch Nominee.

# **PART D: ORGANISATIONAL STRUCTURE AND MANAGEMENT**

## 21. ORGANISATIONAL STRUCTURE

21.1. The Organisation is a registered organisation under the Act. It is comprised of the Branches and the National office. Subject to these Rules and to the direction of the National Council or the National Executive in all matters excluding matters affecting the members of the Branch only:

(a) The Branches have responsibility for furthering and protecting the interests of the Branch members and the overall objects of the Organisation;

(b) The Branches are each responsible to the National Council and National Executive;

(c) The Branches are entitled to operate autonomously in matters affecting the business or members of that Branch only; and

(d) The National Council may establish other Branches comprising members carrying on business in the Industry and may define and specify the areas or sections of the Industry to be served by such Branches.

21.2. Notwithstanding anything else in these Rules:

(a) The Branch Council has the overall responsibility and management in all matters affecting the members of the Branch only, including without limitation:

(i) All matters concerning the employment of Branch staff; and

(ii) Control and management of each Branch Fund in accordance with these Rules;

(b) A Branch Council must consult with the National Executive in relation to any decisions relating to:

(i) entering into, terminating or amending any contracts for an amount equal to or in excess of $250,000 per annum (including for or on behalf of any subsidiary of the Organisation, which is a subsidiary of the Organisation only because of the assets held by that Branch in its Branch funds);

(ii) filing or defending any litigation brought by or against the Organisation; and

(c) The National Executive must consult with a Branch Council in relation to any decisions that would impact the amount to be paid by the Branch to the National office or any policy matters that affect the Branch,

such consultation to occur as soon as possible after a definite decision has been made and before any final decision has been made by the relevant Council. For the avoidance of doubt, a requirement to ‘consult’ requires notification to, and genuine consideration of any feedback from, the other party, prior to the final decision being made. A requirement to ‘consult’ is not a requirement to reach agreement.

## 22. NATIONAL MANAGEMENT

22.1. The management of the Organisation shall be vested in:

(a) the National Council and

(b) the National Executive.

22.2. The National Council shall consist of not more than 14 Branch representatives elected by and from the members of the Branch Council so that all Branches have equal representation (although voting will be in accordance with Rule 25.5). Each Branch Council shall elect its National Council representatives in accordance with the provisions of Rule 39. Until otherwise determined by the National Executive the number of councillors to be elected by each Branch Council shall be two.

22.3. The National Executive shall consist of the members elected in accordance with the provision of Rule 38 and, in circumstances where there is a National Secretary, the National Secretary. The National Office-Bearers shall be elected by the National Council and from the National Executive members.

22.4. All Councillors and members of the National Executive shall hold office for a term of one year which shall commence on 1 October in each year.

22.5. The National Office-Bearers are the President, Vice President and Treasurer. In addition to the other powers and duties conferred in these Rules, the National Office-Bearers have the following additional powers and duties:

The President is the chief officer of the Organisation and ex officio a member of all Committees and Sub-Committees

(a) and (in addition to any responsibilities the President may have under Rule 22.6) the President will preside at all meetings of the Council and Executive and all General Meetings at which he or she is present;

(b) The Vice President will assist the President in the execution of the President’s duties and will deputise for the President in his or her absence;

(c) The Treasurer will:

(i) have ultimate responsibility for all financial dealings of the Organisation and must cause proper financial records to be kept in accordance with the Act and these Rules and accounting standards as amended from time to time;

(ii) ensure that all information reasonably required by the auditors of the Organisation is supplied to the auditors; and

(iii) prepare a financial report for each financial year and cause the same to be sent to the auditors of the Organisation for presentation to the Annual General Meeting.

22.6. The National Nominee will carry out the directions of the National Council, Executive and President (if applicable). Subject to such directions the National Nominee will:

(a) supervise and control the routine work of the Organisation, or delegating such responsibilities;

(b) be the proper officer to sue and be sued on behalf of the Organisation;

(c) cause the production and maintenance of records of the Organisaion including accurate minutes of meetings of National Council, the Executive and General Meetings of members (with the proceedings and resolutions to be recorded in the minute books);

(d) file all returns and documents required by the Act from time to time to be done by the Organisaion or an Officeholder; and.

(e) perform all responsibilities and duties required of an Officeholder under the Act in relation to certifying, verifying or making any declaration in respect of:

(i) financial reports of the Organisation (but not a Branch); and

(ii) other records of the Organisation, such as registers of members and Officeholders.

22.7. Subject to Rule 57.2, any personnel employed or otherwise engaged by the Organisation to supervise, manage or control the routine work of the Organisation will be appointed, have the terms of such role approved, and may in accordance with applicable laws be removed, by the National Executive (or persons authorised by the National Executive).

## 23. COUNTERPART ARRANGEMENTS WITH STATE BODIES

23.1. The Organisation may enter into an arrangement with an associated state body, provided that:

(a) The membership of the state body is comprised of substantially the same members as the counterpart Branch;

(b) The state body has officers who are substantially the same as the Officeholders of the Branch; and

(c) The Branch has consented to the counterpart arrangement.

23.2. Where a counterpart arrangement is in place:

(a) Admission to membership of the state body will be treated as admission to membership of the Branch of the Organisation without separate payment of fees;

(b) Financial members of the state body will be treated as financial members of the Branch of the Organisation for all purposes under these Rules; and

(c) Any arrangement between a counterpart Branch and a state body in place, or purportedly in place, prior to the commencement of this rule shall be treated as being an arrangement under this rule providing the prior arrangements were carried out in good faith and the criteria set out in this rule were substantially complied with.

## 24. NATIONAL AND BRANCH COUNCIL AND EXECUTIVE MEETINGS

24.1. The National and Branch Councils and Executives will meet as often as determined by the relevant National or Branch Council (as the case may be) provided that:

(a) The National Council will meet at least twice each year;

(b) The National Executive will meet at least once every two months;

(c) The Branch Council will meet:

(i) for a Branch with a Branch Executive, at least twice per year; and

(ii) for a Branch without a Branch Executive, at least six times per year;

(d) If applicable, the Branch Executive will meet at least six times per year; and

(e) Additional meetings may be convened at the request of the National or Branch Nominee (as the case may be).

24.2. Any request for a meeting to be convened will be sent to the National Nominee, or relevant Branch Nominee who will notify the relevant Council or Executive of the request. The relevant Council or Executive will determine whether or not to meet and if so when.

24.3. The National Nominee or Branch Nominee (as the case may be) will ensure that the meeting is convened by issuing or having their nominee issue a notice of meeting to all members of the Council or Executive (as the case may be), either:

(a) At least 7 days before the proposed meeting date; or

(b) Such shorter period as may be approved by the Council or Executive (as the case may be).

24.4. At National and Branch Council meetings, half of the Council members present in person or by their proxy will form a quorum.

24.5. At meetings of the National Executive and Branch Executive (if applicable), three members (including by their proxy) plus the National Nominee or Branch Nominee or their proxy (as the case may be) will form a quorum.

24.6. Meetings of the National or Branch Council or Executive may be held in person or by any electronic means (including without limitation by telephone, or any web based communication service) or any combination of any such methods, as the National or Branch Council may approve from time to time provided that the members are able to communicate with one another at the meeting.

24.7. The National Nominee or Branch Nominee (as the case may be) will cause an accurate record to be kept of all business conducted at Council or Executive meetings, including the votes on proposed resolutions.

24.8 For the purpose of this rule, "proxy" is a reference to another member of the respective governing body.

## 25. VOTING AT NATIONAL OR BRANCH EXECUTIVE OR COUNCIL MEETINGS

25.1. At all meetings of the National or Branch Executive, the vote will be on the basis of one vote per person, except for:

(a) the Chair who is not entitled to vote unless there is a tied vote, in which case the Chair has the casting vote; and

(b) the National and Branch Secretary (if applicable) who are not entitled to vote.

25.2. Subject to Rule 25.3, at any meeting of the National or Branch Council, all resolutions put to the vote shall be determined by a show of hands or if submitted electronically, by identification of the Officeholder and by submission of their vote electronically in writing, verbally or by a voting button. A vote is approved by a simple majority of the Council members entitled to vote on the matter who are present at the meeting.

25.3 The Branch Secretary (if applicable) is not entitled to vote on any matter at any meeting of the Branch Council.

25.4. A resolution in writing approved by a simple majority of the National or Branch Officeholders entitled to vote on the matter will have the same effect as if it were submitted to and approved by a properly convened meeting of the relevant Council and shall be resolved on the date the last Officeholder has approved the resolution.

25.5. At all meetings of the National Council, each Branch represented at the meeting will have the following number of votes based on the financial membership of the Branch:

|  |  |
| --- | --- |
| **Branch Financial Membership** | **Number of votes** |
| Less than 250 members | 2 |
| 250-499 members | 3 |
| 500-749 members | 4 |
| 750-999 members | 5 |
| 1000 or more members | 6 |

## 26. SUB-COMMITTEES AND WORK GROUPS

26.1. The National or Branch Council or Executive may establish a Sub-committee to examine and report on any matters referred to the Sub-Committee. Each Sub-committee:

(a) Will consist of members appointed by the Council or Executive including one member of the Council who will act as convenor of the Committee;

(b) Will implement the policy and decisions of the Council or Executive (as the case may be); and

(c) Will be reviewed by the Council or Executive at the first meeting each year after its election is completed.

26.2. The National or Branch Council or Executive may establish a working group to perform work in accordance with directions issued by the relevant Council or Executive from time to time, provided such directions are consistent with these Rules. The members of working group will be drawn from the employees, members or Officeholders as determined by the relevant Council or Executive from time to time.

## 27. ADVISORS

27.1. The National and Branch Council may appoint an Advisor to attend Council meetings and/or provide advice on any matter before the National or Branch Council, provided that the Advisor is not entitled to participate on matters other than the matter in respect of which their advice has been sought and may not vote or be counted in a quorum.

27.2. An Advisor is not an Officeholder under these Rules or an officer under the Act and has no power in relation to the management of the Organisation or Branch, determination of policy making, or any other matters under these Rules.

27.3. The National and Branch Council may terminate the appointment of the Advisor at any time.

# **PART E: OFFICEHOLDERS TERMS OF OFFICE AND APPOINTMENT**

## 28. OFFICEHOLDERS

28.1. The Officeholders of the Organisation are:

(a) in the case of a Branch, the members of the Branch Council, the Branch Office-bearers and the Branch Secretary (if applicable); and

(b) in the case of the Organisation, the members of the National Council, National Office Bearers and the National Secretary (if applicable).

28.2. An Officeholder must be qualified to be an Officeholder under the Act and these Rules. If an Officeholder becomes disqualified from being an Officeholder, he or she will immediately retire and cease to be an Officeholder with any of the powers or rights or privileges of an officer of the Organisation as set out in these Rules or in the Act.

28.3. In order to be eligible to be nominated for or to be an Officeholder (other than any National or Branch Secretary (if applicable)), a person must be:

(a) An individual person who is a member;

(b) An individual person who is a partner in a partnership which is a member; or

(c) An officer, authorised representative (under the Corporations Act) or an appointed Representative (appointed in writing by the member under these Rules) of a body corporate or corporate trustee member.

28.4. A person will not be eligible to:

(a) hold more than one office of a Branch Office-bearer; or

(b) hold more than one office of a National Office-bearer,

at the same time (however, for the avoidance of doubt, this rule does not prevent the National President from being the National Nominee or the Branch President from being the Branch Nominee).

28.5. A person ceases to be eligible to be nominated or to be an Officeholder if he or she (or if applicable the member they represent):

(a) becomes, or is, bankrupt or insolvent or makes an assignment for the benefit of their creditors or enters into any arrangement or agreement with their creditors or is subject to ExternalAdministration;

(b) is or becomes of unsound mind;

(c) has been or is convicted of any fraud or crime;

(d) (other than any National or Branch Secretary (if applicable)) ceases to be eligible to be an Employer Member under these Rules or the Act; or

(e) is disqualified from holding office or ceases to be eligible to hold office under these Rules or the Act.

28.6. Where a person who is an Officeholder under these Rules is also an employee of the Organisation or a Branch, that person’s employment is subject to and regulated by their terms and conditions of employment and applicable legislation. Subject to applicable law:

(a) nothing in these Rules or Act concerning the Officeholder’s office constitute terms and conditions of employment; and

(b) nothing in the terms and conditions of employment constitute or affect the terms of office under these Rules.

## 29. OFFICEHOLDER TERM OF OFFICE

29.1. Subject to Rule 30:

(a) all National Officeholders will hold office for a term of one year, commencing on 1 October in each year; and

(b) all Branch Officeholders will hold office for the term set out in Rule 55, commencing from the date of the first meeting of the Branch Council after the date of their election.

29.2. Despite anything else in these Rules but subject to Rule 30:

(a) Officeholders shall hold office until their successors commence in office in accordance with these Rules; and

(b) Should the nominal commencement date of the scheduled elections for National and Branch Officeholders be suspended or deferred for any reason outside the control of the Organisation (including but not limited to government directives or recommendations to deal with public health or safety measures, such as a pandemic) any affected terms of office shall be adjusted as necessary to ensure that the commencement date of the next scheduled election cycle for National and Branch Officeholders is maintained as far as is practicable; and

(c) For the avoidance of doubt, Rule 29.2(b) includes retrospective application to the extent necessary in respect of the 2020 scheduled elections for National and Branch Officeholders.

## 30. VACANCY OF OFFICE

30.1. The office of an Officeholder will become vacant in any of the following circumstances:

(a) Where the Officeholder resigns in writing;

(b) Where the Officeholder ceases to be eligible to be or to remain in the office under these Rules or the Act; and

(c) When the National or Branch Council, by resolution of a majority of its members present, declares vacant the office of any National or Branch Officeholder, where a majority of the National or Branch Council (as the case may be) is satisfied that the person is guilty of:

(i) misappropriation of the funds of the Organisation, or

(ii) a substantial breach of these Rules, or

(iii) gross misbehaviour or gross neglect of duty,

provided that:

(iv) the person was notified of the charges against him or her;

(v) the person was given an opportunity to be heard by the relevant Council before the charge was determined.

(d) If the charge relates to a person who is a member of the relevant Council, the member will not be permitted to vote in respect of any resolution concerning the charge or the vacancy.

30.2. If an office is vacated in accordance with Rule 30.1(b) or 30.1(c), any other offices held by the Officeholder is immediately also vacated.

## 31. TEMPORARY APPOINTMENT FOLLOWING A VACANCY

31.1. Any vacancy in the National or Branch Officeholders (other than the National Secretary or Branch Secretary (if applicable)) may be filled by resolution of the relevant Council and any person chosen to fill such vacancy will hold that office until the office is filled by an election held in accordance with the procedures set out in these Rules (such election to be held by 12 months from the date that the vacancy arose or three quarters of the term, whichever is the greater).

31.2. In the event that the vacancy arises in the office of the National Secretary or Branch Secretary (which does not include any cessation of the office of National Secretary or Branch Secretary under Rules 37.1 or 37.7),, an election must be held within three months of the date the vacancy arose.

31.3. The person appointed to the vacant office must be eligible to be elected as an Officeholder under these Rules and the Act.

## 32. FINANCIAL MANAGEMENT AND OTHER REQUIRED TRAINING

32.1. Each of the persons whose duties under these Rules include financial management for the Organisation or Branch must undertake training approved from time to time under the Act. The training obligations imposed by the Act are regulated by the Act. This training must:

(a) Meet any requirements under the Act; and

(b) Subject to the Act, be approved by the relevant National or Branch Council or Executive.

32.2. Any other person who considers that he or she requires training to complete their duties under these Rules or the Act should identify what training they consider to be required.

32.3. Each person who undertakes training in accordance with this Rule must declare to the National Nominee or Branch Nominee (as applicable) in writing the approved training he or she has undertaken and the date of completion of such training. The National or Branch Nominee will cause the declaration to be recorded in the statutory records of the Organisation or Branch.

## 33. REPRESENTATIVES OF THE ORGANISATION TO OTHER BODIES

33.1. All Organisation delegates or representatives will be appointed by the National or Branch Council at the first meeting after its election (save for any delegates elected for specific purposes).

33.2. All delegates and representatives will observe the lawful directions issued by the relevant Council.

33.3. The relevant Council may terminate the appointment of a delegate or representative at any time.

# **PART F: OFFICEHOLDER ELECTIONS AND APPOINTMENTS**

## 34. APPOINTMENT OF A RETURNING OFFICER

34.1. The National Executive will have the power to appoint or terminate the appointment of a National Returning Officer to conduct any elections for the Organisation, provided that the Returning Officer is not an employee or Officeholder of the Organisation or any Branch.

34.2. The Branch Council will have the power to appoint or terminate the appointment of a Branch Returning Officer to conduct any elections for the Branch, provided that the Returning Officer is not an employee or Officeholder of the Organisation or any Branch.

## 35. TIMING OF NOMINATIONS AND ELECTION

35.1. Subject to the Act and in respect of National Secretary and Branch Secretary subject to Rules 37.1 and 37.7, elections for Officeholders under these Rules must be conducted in accordance with the following timeframes.

|  |  |  |  |
| --- | --- | --- | --- |
| **Office(s) to be elected** | **When nominations open** | **When nominations close** | **When election to be completed** |
| Branch Councillors - *DVS election* | from whole of Branch members on or before 1 May in each year | not later than 14 to 28 days after nominations open | not later than 15 July each year |
| Branch Office-Bearers, National Councillors and National Executive Member - *by and from Branch Councillors* | at first meeting of Branch Council following Branch Council election, such meeting to be held on or before 15 July each year | at meeting when nominations called | at meeting when nominations called |
| National Office-Bearers - *collegiate election by National Councillors from those Councillors who are National Executive Members* | upon completion of election of National councillors | not later than 30 Aug each year | not later than 15 Sept each year |
| National Secretary - *DVS election* | every year or upon vacancy arising | between 7 to 28 days | not later than 56 days after nominations open |
| Branch Secretary - *DVS election* | every year or upon vacancy arising | between 7 to 28 days | not later than 56 days after nominations open |

## 36. NATIONAL OFFICE-BEARERS

36.1. Each nominee shall be a member of the National Executive, elected for the ensuing year and shall be proposed and seconded in writing by two members of the Council elected for the ensuing year. The candidate shall also sign the nomination form.

36.2. Completed nomination forms shall be provided to the National Returning Officer not later than 30 August in the current year. The Returning Officer shall close the roll of voters for the election of the National Office-Bearers 10 working days prior to calling for such nominations.

36.3. If the Returning Officer finds a nomination to be defective he or she shall before rejecting the nomination notify the person concerned of the defect and where it is practicable to do so give that person the opportunity of remedying the defect within not less than seven days of being so notified.

36.4. If only the required number of nominations to fill any office or offices is received, the Returning Officer shall within seven days of lodging of nominations declare in writing to the National Nominee that the person or persons so nominated are elected. If no nomination is received for any of the offices, the Returning Officer shall advise each member of the National Executive of that fact and shall invite them again to nominate for such office and shall conduct an election therefore in the same manner as provided in this Rule.

36.5. If more than the number of nominations required to fill any office is received an election shall be taken by secret ballot of all Councillors. The election shall be conducted by the Returning Officer who shall forward ballot papers to all Councillors so as to reach them not later than 6 September in the current year, together with a notification of the closing date for the receipt of returned ballot papers which shall be not later than 15 September in the current year.

36.6. In relation to any election the Returning Officer shall:

(a) prepare or cause to be prepared such number of ballot papers as there are Councillors, upon which ballot papers the names of the nominated candidates shall appear and

(b) forward by prepaid post to each member of the Council one ballot paper which the Returning Officer shall have previously initialled for each such election together with a declaration envelope in the form prescribed by the Act suitable for containing ballot papers and not disclosing otherwise any identification and supply therewith to each member an envelope addressed to the Returning Officer at the address arranged for the return of ballot papers as provided in Rule 36.6(d) hereof being an envelope that may be posted without expense to the voter;

(c) With each ballot paper forward to each member of the Council a notification:

(i) of the closing date for the receipt of returned ballot papers which shall be not later than 15 September in the current year, and

(ii) that the voting is to be conducted by striking out the name of each candidate for whom the member does not desire to vote;

(d) hire or otherwise arrange for a post office box or other post office receptacle to which ballot papers may be forwarded to him or her and arrange as far as possible that such box or receptacle shall not be available to be opened nor be opened by any persons other than the Returning Officer;

(e) after the closing date, collect the envelopes containing the ballot papers and remove the sealed envelopes containing the ballot papers and remove the declaration attached thereon before opening the same, and mix the ballot papers so that they cannot be identified;

(f) admit the ballot papers properly marked and count the votes thereon indicated;

(g) in the case of a tie between candidates, draw lots;

(h) immediately following the conclusion of the count advise the National Nominee by letter of the names of the persons declared by the Returning Officer to be elected.

36.7. A Council member who is entitled to vote, who will be absent during the period of the election may apply for an absent vote by lodging with the Returning Officer prior to the distribution of ballot papers, a written request for an absent vote together with an address at which the member can receive communications. The Returning Officer shall forward a ballot paper to the address so specified and shall notify the member of the closing date for an absentee vote to be lodged.

36.8. A candidate for election may appoint a member of the Organisation as scrutineer. The appointment shall be in writing and shall be signed by the candidate and lodged with the Returning Officer not less than 7 days prior to the last day for the return of the ballot papers.

36.9. All scrutineers shall be entitled to observe the form and distribution of ballot papers, the collection of ballot papers on their return, the admission and counting of votes, the conduct of the determination of the election by lot (if any) and the declaration of the ballot. In every case it shall be the right and the duty of the scrutineers to observe any act performed or directed by the Returning Officer which may affect the result of the election and the Returning Officer shall take all reasonable steps by notification or otherwise to enable each scrutineer to exercise this right but no election shall be invalidated by reason of the fact that a scrutineer does not, in fact, exercise all or any of such rights if the scrutineer has had a reasonable opportunity to do so. A scrutineer shall direct the attention of the Returning Officer to any irregularity the scrutineer may detect whether in the nomination forms, the form of distribution of ballot papers or in respect of any other matter to be observed or done under these Rules in connection with the election. A scrutineer shall do all things necessary so that the conduct of an election shall conform to these Rules and so that the secrecy of the ballot shall be observed.

## 37. NATIONAL SECRETARY AND BRANCH SECRETARY

37.1 Subject to Rule 37.2, the National Council may, from time to time, determine that the Organisation will:

(a) cease to have the office of a National Secretary; or

(b) re-instate the office of National Secretary.

37.2 The effective date of a determination by the National Council under Rule 37.1(a) will be:

(a) in circumstances where nominations for election to the office of National Secretary have been sent to members under Rule 37.5, the date after the individual that is elected to the office of National Secretary ceases to hold the office of National Secretary in accordance with Rule 37.4;

(b) in circumstances where the office of National Secretary is held by an individual and no nominations for election to the office of National Secretary have been sent to members under Rule 37.5, the date after that individual ceases to hold the office of National Secretary in accordance with Rule 37.4; and

(c) in all other circumstances, on the date of the National Council’s determination.

37.3 The following Rules 37.4 to 37.6 only apply in circumstances where:

(a) the National Council has never made a determination under Rule 37.1; or

(b) the most recent determination by the National Council under Rule 37.1 was to re-instate the office of National Secretary under Rule 37.1(b).

37.4. The National Secretary shall be elected by members of the Organisation and shall be eligible for re-election. He or she shall hold office until:

(a) a successor is elected; or

(b) he or she resigns or is removed from office; or

(c) in circumstances where the National Council has made a determination to cease having the office of National Secretary under Rule 37.1(a), on the expiry of his or her term of office in accordance with Rule 29.1(a).

37.5. An election for the office of National Secretary shall be conducted by the National Returning Officer who shall deliver or post to each member of the National Council nomination forms for the office of National Secretary. Each nomination form shall be accompanied by a notification specifying the closing date for nominations which shall not be less than seven nor more than twenty eight days from the date of delivery or posting of the nomination forms.

37.6. Nominations shall be in writing signed by the nominator and assented to by the candidate and shall be endorsed by two members of the National Council. If only one nomination to fill the office is received the person so nominated shall be declared elected unopposed by the Returning Officer, by notice given to or posted to the President. If more than one nomination is received an election by secret postal ballot of members of the Organisation shall be conducted. Ballot papers shall be forwarded to each financial member of the Organisation within 14 days of the close of nominations and closing date for the receipt of returned ballot papers shall be not later than 28 days after the date of the closing of nominations. Subject to the foregoing provisions of this Rule the provisions of the sub-rules 36.3, 36.6, 36.7, 36.8 and 36.9 shall mutatis mutandis apply to the election of the National Secretary. Declaration of the person elected shall be made by the Returning Officer by letter to the President. The Returning Officer shall close the roll of voters for the election of the National Secretary 10 working days prior to calling for such nominations.

37.7 Subject to Rule 37.8, each Branch Council may, from time to time, determine that the Branch will:

(a) cease to have the office of a Branch Secretary; or

(b) re-instate the office of Branch Secretary.

37.8 The effective date of a determination by the Branch Council under Rule 37.7(a) will be:

(a) in circumstances where nominations for election to the office of Branch Secretary have been sent to members under Rule 37.11, the date after the individual that is elected to the office of Branch Secretary ceases to hold the office of Branch Secretary in accordance with Rule 37.10;

(b) in circumstances where the office of Branch Secretary is held by an individual and no nominations for election to the office of Branch Secretary have been sent to members under Rule 37.11, the date after that individual ceases to hold the office of Branch Secretary in accordance with Rule 37.10; and

(c) in all other circumstances, on the date of the Branch Council’s determination.

37.9 The following Rules 37.10 to 37.13 only apply to a Branch in circumstances where:

(a) the Branch Council has never made a determination under Rule 37.7; or

(b) the most recent determination by the Branch Council under Rule 37.7 was to re-instate the office of Branch Secretary under Rule 37.7(b).

37.10. The Branch Secretary shall be elected by members of the Branch and shall be eligible for re-election. He or she shall hold office until:.

(a) a successor is elected;

(b) he or she resigns or is removed from office; or

(c) in circumstances where the Branch Council has made a determination to cease having the office of Branch Secretary under Rule 37.7(a), on the expiry of his or her term of office in accordance with Rule 56.6.

37.11. An election for the office of Branch Secretary shall be conducted by the Branch Returning Officer who shall deliver or post to each member of the Branch Council nomination forms for the office of Branch Secretary. Each nomination form shall be accompanied by a notification specifying the closing date for nominations which shall not be less than seven nor more than twenty eight days from the date of delivery or posting of the nomination forms.

37.12. Nominations shall be in writing signed by the nominator and assented to by the candidate and shall be endorsed by one member of the Branch Council.

37.13. Subject to sub-rules 37.10, 37.11 and 37.12, the provisions of sub-rules 37.6 and 38.4 to 38.12 inclusive shall mutatis mutandis apply to the election of Branch Secretary.

## 38. BRANCH COUNCIL

38.1. Before the 1st day of May in each year each Branch Returning Officer shall cause a notice to be given to each member of that Branch calling for nominations for the Branch Council and shall advise members of the closing date of nominations which shall be not earlier than 14 days after the date of giving the notice and of the number of persons to be elected to the Council. Each Branch Returning Officer shall close the roll of voters for the election of the Branch Councils 10 working days prior to calling for such nominations. Each Branch Nominee will cause a copy of the Register of Members as at the close of this roll to be kept for a period of 7 years.

38.2. Nominations for the office of a member of a Branch Council shall be made in the form prescribed by the Branch Council.

38.3. Each nomination shall be made by a financial member of the Branch and shall be signed by the nominator and the candidate and shall be provided to the Branch Returning Officer not later than the closing date.

38.4. After close of nominations each Branch Returning Officer shall inspect the nomination and satisfy himself or herself that they are regular and valid.

38.5. If the Branch Returning Officer finds a nomination to be defective he or she shall before rejecting such nomination notify the person concerned of the defect and, where it is practicable to do so, give that person the opportunity of remedying the defect within not less than seven days of it being so notified.

38.6. In the event that there are insufficient nominations in respect of any election being conducted under this rule, any persons who have nominated shall be declared elected and nominations for any remaining unfilled positions shall be recalled by the Branch Returning Officer, who shall, in exercising any of his or her powers under this subrule, conduct the election in accordance with the relevant rules of the Organisation provided that the Branch Returning Officer may make such modifications to the rules as are reasonably necessary to permit the election to be undertaken without delay.

38.7. If only the required number of nominations or less to fill the number of members on the Branch Council are received, the Branch Returning Officer shall by letter addressed to the Branch Nominee declare the persons nominated to be elected unopposed.

38.8. If more than the number of nominations required to the Branch Council are received elections shall be conducted by the Branch Returning Officer by a secret postal ballot to determine which of the candidates shall fill the offices.

38.9. In relation to any election the Branch Returning Officer shall:-

(a) prepare or caused to be prepared such number of ballot papers as there are members, upon which ballot papers the names of the nominated candidates shall appear and in respect of the ballot papers:

(i) each validly nominated candidate standing for election will be entitled to submit to the Returning Officer a statement of up to 200 words (which can include a photograph of the candidate); and

(ii) provided the Returning Officer is satisfied there is nothing defamatory, offensive or otherwise objectionable about the statement, the Returning Officer will arrange for the statement to be printed or converted to electronic format and issued together with the ballot paper;

(b) not later than 31 May in the current year forward by prepaid post to each financial member of the Branch (other than a service member) one ballot paper which the Returning Officer shall have previously initialled for such election together with a declaration envelope in the form prescribed by the Act suitable for containing ballot papers and not disclosing otherwise any identification and supply therewith to each such member an envelope addressed to the Branch Returning Officer at the address arranged for the return of the ballot papers as provided in Rule 39.9(d) hereof being an envelope that may be posted without expense to the voter;

(c) with each such ballot paper forward to each member a notification –

(i) of the closing date for the receipt of returned ballot papers which shall be not earlier than 14 days after the forwarding of the ballot paper and not later than 15 June in the current year,

(ii) that the voting is to be conducted by striking out the name of each candidate for whom the member does not desire to vote,

(d) hire or otherwise arrange for a post office box or other post office receptacle to which ballot papers may be forwarded to the Returning Officer and arrange as far as possible that such box or receptacle shall not be available to be opened nor be opened by any person other than the Returning Officer;

(e) after the closing date collect the envelopes containing the ballot papers and remove the sealed envelopes containing the ballot papers and remove the declaration attached thereon before opening the same, and mix the ballot papers so that they cannot be identified;

(f) admit the ballot papers properly marked and count the votes thereon indicated;

(g) in the case of a tie between candidates draw lots;

(h) immediately following the conclusion of the count advise the Branch Nominee by letter of he names of the persons declared by the Returning Officer to be elected.

38.10. A member who is entitled to vote, who will be absent during the period of the election may apply for an absent vote by lodging with the Returning Officer prior to the distribution of the ballot papers, a written request for an absent vote together with an address at which the member can receive communications. The Returning Officer shall forward a ballot paper to the address so specified and shall notify the member of the closing date for an absentee vote to be lodged.

38.11. A candidate for election may appoint a member of the Organisation as scrutineer. The appointment shall be in writing and shall be signed by the candidate and lodged with the Branch Returning Officer not less than seven days prior to the last day for the return of ballot papers.

38.12. All scrutineers shall be entitled to observe the form and distribution of ballot papers, the collection of ballot papers on their return, the admission and counting of votes, the conduct of the determination of the election by lot (if any) and the declaration of the result of the ballot. In every case it shall be the right and the duty of the scrutineers to observe any act performed or directed by the Branch Returning Officer which may affect the result of the election and the Branch Returning Officer shall

take all reasonable steps by notification or otherwise to enable each scrutineer to exercise this right; but no election shall be invalidated by reason of the fact that the scrutineer does not, in fact, exercise all or any of such rights if the scrutineer has had a reasonable opportunity to do so. A scrutineer shall direct the attention of the Branch Returning Officer to any irregularity the scrutineer may detect whether in the nomination forms, the form of distribution of ballot papers or in respect of any other matter to be observed or done under these rules in connection with the election. A scrutineer shall do all things necessary so that the conduct of an election shall conform to these Rules and so that the secrecy of the ballots shall be observed.

## 39. BRANCH OFFICE-BEARERS AND BRANCH REPRESENTATIVES ON THE NATIONAL COUNCIL AND NATIONAL EXECUTIVE

39.1. At the first meeting of each Branch Council to be held after the Branch Council election the members present shall elect by collegiate voting the Branch Office-bearers, the National Councillors and the National Executive member representing the Branch for the ensuing year in accordance with this Part. The National Executive member shall be elected from amongst the National Councillors elected at that meeting.

39.2. The Returning Officer shall call for nominations from those present at the meeting for all of the offices to be filled.

39.3. Each nominee shall be a member of the Branch Council and shall be proposed and seconded by two members of the Branch Council. A nomination shall only be valid after the candidate has signified his acceptance of the nomination.

39.4. If the Branch Returning Officer finds a nomination to be defective he or she shall, before rejecting the nomination notify the person concerned of the effect and, where it is practicable to do so, give that person an opportunity of remedying the defect within the period of one half hour or such other period as the Returning Officer deems to be reasonable.

39.5. If only the required number of nominations to fill any office or offices is received the Branch Returning Officer shall declare the person or persons so nominated elected. If no nomination is received for any of the offices referred to in Rule 38.1 the Returning Officer shall advise each member of the Branch Council of that fact and shall invite them again to nominate for such office and shall conduct an election therefore in the same manner as provided in this Rule.

39.6. If more than the number of nominations required to fill in any office is received an election shall be taken by a secret ballot of all members of the Branch Council then present and shall be conducted as provided in 38.8.

39.7. A member of the Branch Council who is entitled to vote, and who will be absent during the period of the election may apply for an absent vote by lodging with the Branch Returning Officer prior to the distribution of the ballot papers, a written request for an absent vote together with an address at which the member can receive communications. The Branch Returning Officer shall forward the ballot paper to the address so specified and shall notify the member of the closing date for an absentee vote to be lodged.

39.8. The Returning Officer shall –

(a) permit any duly nominated candidate to appoint any member of the Organisation a scrutineer to represent the candidate at the election. The conduct and duties of a scrutineer shall be the same as those prescribed by Rules 36 and 38 for a scrutineer at an election for members of a Branch Council;

(b) satisfy themselves so far as he or she reasonably can that the nominations of candidates are regular and valid;

(c) prepare or cause to be prepared such number of ballot papers as there are Council members present upon which ballot papers the names of the duly nominated candidates shall appear in alphabetical order;

(d) supply to each Council member present one ballot paper which the Returning Officer shall have previously initialled;

(e) direct each Council member present to strike out on the ballot paper the name of each candidate for whom the member does not desire to vote and thereafter to so fold the ballot paper so that the marking thereon is not visible until unfolded and to deposit the same in a receptacle which the Returning Officer shall have procured;

(f) remove the folded ballot papers from the receptacle;

(g) admit the ballot papers properly marked and count the votes thereon indicated;

(h) in the case of a tie between candidates draw lots;

(i) at the conclusion of the count, including the counting of any absentee votes, declare the candidate or candidates as the case may be receiving the majority of votes elected.

# **PART G: REMUNERATION AND DISCLOSURES**

## 40. REMUNERATION DISCLOSURE REQUIREMENTS

40.1. Each National and Branch Officeholder disclosures to the Organisation or Branch must comply with the requirements in the Act and any other requirements imposed in other legislation (including any rules or guidelines issued by the Agency from time to time).

40.2. All disclosures made under this Rule must be recorded in the relevant minutes of meeting (either the meeting in which the disclosure was made or in the minutes of the first meeting after the disclosure was made).

40.3. Each National and Branch Officeholder must disclose the following in writing to the National Executive as soon as practicable:

(a) the details of remuneration or any other benefits provided to the Officeholder because the Officeholder is a member of a Board, if:

(i) he or she holds that position because of their position with the Organisation; or

(ii) he or she was nominated for that position by the Organisation or a peak council; and

(b) the details of remuneration paid to the Officeholder by a related party of the Organisation in connection with the performance of the Officeholder’s duties; and

(c) the details of remuneration paid to a related party or a relative of the Officeholder which, had it been paid to the Officeholder, would have required disclosure under this Rule.

## 41. DISCLOSURE OF MATERIAL PERSONAL INTEREST

41.1. Each National and Branch Officeholder must disclose the following in writing to the National Executive or Branch Council (as the case may be) as soon as practicable:

(a) the details of any material personal interest that the Officeholder has in any matter that relates to the affairs of the Organisation; and

(b) the details of any material personal interest that the Officeholder’s relatives have in any matter that relates to the affairs of the Organisation.

41.2. An Officeholder who has made a disclosure under this Rule may only be present during any deliberation on the matter or take part in a decision of the Organisation (or Branch, as the case may be) with respect to that matter if the Act and the relevant Council permit this to occur.

## 42. DISCLOSURE TO MEMBERS

42.1. The Organisation and Branch must for a financial year, disclose to members of the Organisation or Branch (as the case may be), the details required by the Act (including in respect of relevant remuneration and payments made to related parties and declared persons or bodies).

42.2. The Organisation must disclose to members of the Organisation and Branches must disclose to members of its Branches the following matters each financial year, within 6 months after the end of the financial year:

(a) The identity of the Officeholders who are the five highest paid for the financial year and the actual amount of remuneration for each of the five highest paid Officeholders in that financial year;

(b) Any material personal interests that have been disclosed under Rule 40; and

(c) The total payments made by the Organisation during the financial year to each related party of the Organisation or Branch and to each declared person or body of the Organisation or Branch, other than:

(i) Deduction from remuneration paid to Officeholders or employees of the Organisation; or

(ii) Payments to related parties, if the payment is reimbursement for expenses reasonably incurred by the Officeholder or employee in performing the person’s duties as an Officeholder or employee.

## 43. ADDITIONAL REQUIREMENTS

43.1. The Organisation must as soon as practicable after the end of each financial year cause an Officer and Related Party Disclosure Statement ("the Disclosure Statement") as required by the Act.

43.2. The Organisation must make any other disclosures that are required by the Act or other relevant laws, subordinate legislation, rules or guidelines published by the Agency from time to time.

# **PART H: GENERAL MEETINGS**

## 44. ANNUAL GENERAL MEETING

44.1. A National Annual General Meeting of the Organisation and a Branch Annual General Meeting of each Branch will be held once in every year at a time and place decided by the National Executive or Branch Council on or before 30 November in each year.

44.2. Notice of the Annual General Meeting will be given by causing a written notice to be sent to the registered address for each member of the Organisation or Branch (as the case may be) (as shown in the Register of Members) in accordance with Rule 60. The Notice of the Annual General Meeting:

(a) Must be provided at least 21 days’ before the date of the Annual General Meeting;

(b) Must include the date, time and place of the meeting;

(c) Must include the full or concise report to be provided in accordance with section 265 of the Act (unless the report has been separately published in a journal in accordance with section 265(7) of the Act);

(d) In the event of any proposed changes to these Rules, must include the proposal for the Rule change; and

(e) Must be sent by or under the authority of the National Nominee or Branch Nominee (as applicable). If for any reason the National Nominee of Branch Nominee (as applicable) fails to do so, the National Council or Branch Council (as applicable) may appoint a suitable person to issue the Notice within the relevant time period.

44.3. At the Annual General Meeting:

(a) unless (c) applies, the National Executive or Branch Executive (or, for any Branch that does not have an Executive, the Branch Nominee) (as the case may be) will present an operating report for the previous financial year;

(b) unless (c) applies, the National Executive or Branch Executive (or, for any Branch that does not have an Executive, the Branch Nominee) (as the case may be) will present a duly audited General Purpose Financial report in accordance with relevant accounting standards and the requirements of the Act for the previous financial year;

(c) the full duly audited General Purpose Financial report may instead be presented to a meeting of the National or Branch Council (as the case may be) that is held within the period of 6 months starting at the end of the financial year, unless 1% of members call for a General Meeting for the purpose of considering the auditor’s report, the General Purpose Financial report and the operating report; and

(d) the financial report must meet any requirements of the Act which apply (although such requirements are not incorporated into these Rules).

44.4. Subject to the Act, the National Annual General Meeting will have the power to make, repeal, amend and/or add to the Rules provided that the procedure set out in Rule 47 has been followed.

## 45. SPECIAL GENERAL MEETINGS

45.1. Special General Meetings of the Organisation or Branch may be convened as set out in this Rule.

45.2. The National Nominee must convene, or cause the convening of, a National Special General meeting in the following circumstances:

(a) Where the National Council or National Executive passes a resolution calling for a Special General Meeting to be convened; or

(b) Where 10 or more financial members of more than one Branch make a written request to the National Nominee. Any written request under this Rule must set out the reasons for the request,

in which case the Special General Meeting must be held within 28 days of the resolution or written request being received (as the case may be).

45.3. The Branch Nominee must convene, or cause the convening of a Branch Special General Meeting in the following circumstances:

(a) Where the Branch Council or Executive passes a resolution calling for a Special General Meeting to be convened; or

(b) Where five or more financial members of the Branch make a written request to the Branch Nominee. Any written request under this Rule must set out the reasons for the request,

in which case the Branch Special General Meeting must be held within 28 days of the resolution or written request being received (as the case may be).

45.4. The time and place of the Special General Meeting will be determined by the National or Branch Council (as applicable).

45.5. Notice of the Special General Meeting is to be issued in accordance with the requirements for notice of the Annual General Meeting set out in Rule 43.2.

45.6. If for any reason the National or Branch Nominee fails to convene or cause the convening of the Special General Meeting as required by these Rules, the National or Branch Council may appoint a suitable person to do so.

45.7. At the Special General Meeting, the meeting will be conducted as if it was an Annual General Meeting under Rule 45.

## 46. CONDUCT OF GENERAL MEETINGS, QUORUM AND VOTING

46.1. At the General Meeting:

(a) The conduct of the meeting will be under the control of the Chair;

(b) The National General Meeting while in session will govern, manage and conduct the affairs of the Organisation;

(c) The Branch General Meeting while in session will govern, manage and conduct the affairs of the Branch;

(d) Subject to these Rules, the Act, and any other applicable laws, all acts and decisions are binding on all members and Officeholders;

(e) Subject to the Act and the Rules, the General Meeting will have the power to:

(i) determine any matter referred to it by the National or Branch Council or Executive; and

(ii) do all things which the Organisation or Branch is empowered to do under the Act and these Rules.

46.2. At all General Meetings, 15 members present in person or by their representatives will be a quorum.

46.3. Every question or resolution submitted to the General Meeting will be decided in the first instance by a show of hands.

46.4. Every financial member present at a General Meeting either in person or via a representative or proxy is entitled to have one vote, save for the Chair (who has no entitlement to vote save for in the case of a tied vote, in which case the Chair has the casting vote).

46.5. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minute book, is conclusive evidence of the fact unless three members or more demand a poll or ballot. If a poll or ballot is demanded:

(a) The demand for a poll or ballot may be withdrawn at any time;

(b) In any poll or ballot, each financial member (or their representative) will be entitled to one vote;

(c) The poll or ballot will be taken at a place, time and manner as declared by the General Meeting or (if default of such declaration) as determined by the National President; and

(d) The result of the poll or ballot will be deemed to be the resolution of the General Meeting at which the poll or ballot was demanded.

46.6. Voting by proxy is permitted at any General Meeting, provided that:

(a) The instrument of proxy is in writing in the form determined by the National or Branch Council from time to time;

(b) The instrument is signed by the member and the member’s representative (including by way of electronic signature);

(c) The instrument of proxy is sent to the National or Branch Nominee and has been received at least 24 hours before the meeting; and

(d) Any proxy must be a member or a representative of a member of the Organisation who is eligible to vote under these Rules and the Act.

# **PART I: ALTERING THESE RULES**

## 47. ALTERATION BY THE NATIONAL COUNCIL

47.1. These Rules may be added to, amended or repealed by the National Council where:

(a) a written notice of motion to add to, amend, or repeal the Rules is given to the National Nominee and the National Council 21 clear days before the date of the National Council meeting;

(b) the National Nominee (or their nominee) refers the notice of motion to the National Executive for review;

(c) the National Executive prepares a report and presents it to the meeting at which the notice of motion is to be considered; and

(d) a majority of two thirds of all members of the National Council vote in favour of the amendment (for the avoidance of doubt, votes will be assessed applying Rule 25.5).

47.2. The alteration does not take effect until the altered Rules have been approved by the Agency.

## 48. ALTERATION BY THE NATIONAL GENERAL MEETING

48.1. These Rules may be added to, amended or repealed by the National General Meeting where:

(a) a written notice of motion to add to, amend, or repeal the Rules is given to the National Nominee at least 22 clear days before the date of the National General Meeting;

(b) notice must also be given in accordance with 43.2(d);

(c) the National Nominee (or their nominee) refers the notice of motion to the National Executive for review;

(d) the National Executive prepares a report and presents it to the meeting at which the notice of motion is to be considered; and

(e) a majority of two thirds of all members of the General Meeting vote in favour of the amendment.

48.2. The alteration does not take effect until the altered Rules have been approved by the Agency.

## PART J: FINANCIAL

## 49. PROPERTY OF THE ORGANISATION

49.1. The property and funds of the Organisation consist of the National funds and the Branch funds.

## 50. NATIONAL FUNDS

50.1. The National funds will be banked with the bank of the Organisation and transactions on the bank account must be authorised by:

(a) at least two of the National Office-Bearers and the National Nominee; or

(b) a delegate appointed in writing by the National Council, or jointly by at least two of the National Office-Bearers and the National Nominee,

provided that there are at all times two signatories authorising transactions on the bank account.

50.2. The National funds consist of:

(a) Any real or personal property of which the National Council has or is entitled to have custody, control or management;

(b) Subject to Rule 23 – Counterpart arrangements with state bodies, amounts paid by Branch Nominees or otherwise on behalf of a Branch) to the Organisation at the direction of the National Council by way of proportions of entrance fees received from new members of the Branch and of fees received from members of the Branch (the method of calculating these contributions will be fixed by the National Council after consultation with each Branch Council;

(c) Any interest, rent, dividends or other income derived from the investment or use of the National funds;

(d) Any property acquired wholly or mainly by expenditure from the National funds or derived from investment or use of the National funds;

(e) The proceeds of any disposal of any of the National funds.

## 51. BRANCH FUNDS

51.1. Subject to Rule 23 – Counterpart arrangements with state bodies, each Branch will have a Branch fund that is managed and controlled by the Branch Council and Branch Executive.

51.2. The Branch funds consist of:

(a) Any real or personal property of which the Branch Council has or is entitled to have custody, control or management;

(b) Any fees, fines, levies or other money or assets received by the Branch (less the amount payable by the Branch to the National Council in accordance with these Rules);

(c) Any interest, rent, dividends or other income derived from the investment or use of the Branch funds;

(d) Any property acquired wholly or mainly by expenditure from the Branch funds or derived from investment or use of the Branch funds; and

(e) The proceeds of any disposal of any of the Branch funds.

## 52. LOANS, GRANTS, DONATIONS AND EXPENDITURE POLICIES

52.1. A loan, grant or donation of an amount exceeding $1,000 must not be made by the National Organisation or a Branch unless the National or Branch Council (as applicable):

(a) has satisfied itself that the making of the loan, grant or donation would be in accordance with these Rules; and

(b) in the case of a loan – has satisfied itself that in the circumstances the security proposed to be given for the repayment of the loan is adequate and the proposed arrangements for repayment of the loan are satisfactory; and

(c) has approved the making of the loan, grant or donation,

save that this does not apply to payment by way of provision for, or reimbursement of, appropriately authorised out-of-pocket expenses incurred by persons for the benefit of the Organisation.

52.2. The Organisation will develop and implement policies relating to expenditure at National and Branch level, including reviewing and amending such policies from time to time as appropriate.

## PART K: DISSOLUTION OF THE ORGANISATION

## 53. DISSOLUTION

53.1. The Organisation may be dissolved or wound up by a resolution carried by three fourths majority of the members present at a General Meeting specifically called for the purpose provided that:

(a) No less than 21 days’ written notice has been provided of the meeting; and

(b) The written notice of the meeting set out the object of the meeting.

53.2. If after the satisfaction of all its audits debts and liabilities, any property remaining may by special resolution be:

(a) Transferred to some other association, corporation or institution; or

(b) Sold with the proceeds donated to an institute,

having objects wholly or in part similar to the objects of the Organisation.

53.3. No part of the property of the Organisation will be transferred to any member.

53.4. If any grounds for the dissolution or de-registration of the Organisation under the Act applies to the Organisation, and the Agency approves the dissolution or de-registration on the application of any person who was a National Office-bearer at the time, the Organisation will be de-registered or cancelled or otherwise wound up in accordance with the Act.

## PART L: BRANCHES

## 54. BRANCH MANAGEMENT

54.1. Each Branch will be managed by a Branch Council. Subject to these Rules and to the direction of the National Council or the National Executive in all matters excluding matters affecting the members of the Branch only and subject to any resolution of a general meeting of members of the Branch, the Branch Council shall have the general conduct and control of the Branch.

54.2. The powers of the Branch Council are:

(a) To have the general conduct and control of the Branch;

(b) To act on behalf of the Organisation in respect of any matters that affect the members of that Branch only;

(c) To exercise all powers that may be exercised by the Branch;

(d) To determine applications for and/or terminations of membership of the Branch in accordance with these Rules;

(e) To exercise any power or duty delegated to the Branch Council by the National Council or Executive;

(f) To appoint any sub-committees to discuss and make recommendations on matters of Branch interest or of interest to sectors or parts of the Branch membership;

(g) To make decisions about hiring, termination and terms of employment for all employees of the Branch;

(h) To strengthen and grow the membership of the Branch and the Organisation;

(i) To advocate and representing the interests of the Branch membership and assisting Branch members in all matters relevant to the Branch; and

(j) To delegate any of its powers to a Branch Executive or any relevant sub committee.

54.3. Each Branch Council may (but is not required to) establish a Branch Executive comprising the Branch Office-bearers and Branch Nominee.

## 55. BRANCH REGISTERED OFFICE

55.1. The registered office of each Branch will be determined by the Branch Council from time to time.

## 56. BRANCH COUNCILS

56.1. The management of the Branch will be vested in the Branch Council.

56.2. The Branch Council will consist of the following number of Councillors: no fewer than 4 members and no more than 10 members plus the Branch Nominee, as determined by the Branch Council from time to time. All Councillors will be elected by and from the members of the Branch in accordance with Rule 37.

56.3. Each Branch Council may determine that the relevant state or territory members may be grouped into Groups by reference to the geographic location of the members and/or parts of the Industry in the Branch and/or other qualifications determined by the Branch Council. In that case:

(a) The members of the Branch Council must include at least one representative from each Group where there is a member who is suitably qualified and willing to serve on the Council; and

(b) If there is any Group where there is no suitably qualified and willing member to serve on the Branch Council, that place on the Council may be taken by a member who is not from that Group.

56.4 Subject to Rule 56.6, the Councillors of the Branch Council will hold office for a term of one, two or three years from the date of their election, under any of the following standing arrangements (as determined by the Branch Council from time to time):

(a) Where a Branch Council determines that all of its Councillors will hold office for one year each Councillor will be subject to an election each year; or

(b) Where a Branch Council determines that its Councillors will hold office for two years provided that each year half (rounded up or down as necessary) of the Councillors shall retire such that each year one half of the Councillors (rounded up or down as necessary) will be subject to an election each year; or

(c) Where a Branch Council determines that its Councillors will hold office for three years it must have 6 or 9 Councillors, provided that each year one-third (as the case may be) of the Councillors shall retire and will be subject to an election each year.

56.5 Where a Branch Council decides to vary its standing arrangements as between the available options under Rule 55.4 such that it becomes necessary to activate the initial division of which Councillors shall hold the longer or shorter terms of office, at the first scheduled election for any Councillors following such Branch Council decision all Councillors shall retire and be subject to election, provided that:

(a) Half (rounded up or down as applicable) or one-third (as the case may be) of the members of the Branch Council who received the highest number of votes are elected for no fewer than two and no more than three years (as the case may be) or in the event of no votes or equal votes being cast, such division of who holds longer and shorter terms of office will be determined by the Returning Officer drawing lots; and

(b) The remainder of the members of the Branch Council are elected for a term of no fewer than one and no more than two years (as the case may be).

56.6 The Branch Secretary (if applicable) will hold office for a term of one year from the date of their election.

56.7 Retiring members of the Branch Council are eligible for re-election after their term.

56.8. Vacancy of any Branch Officeholder office and temporary filling of any vacancies will be in accordance with Rules 30 and 31.

## 57. BRANCH OFFICE-BEARERS AND BRANCH NOMINEE

57.1. The Branch Office-bearers are the President, Vice President and Treasurer. In addition to the other powers and duties conferred in these Rules, the Office-bearers and Branch Secretary (if applicable) have the additional powers and duties set out in Rules 22.5 and 22.6, save that:

(a) every reference to a National Office-bearer, the Organisation, National Council or the National Nominee in those Rules are taken to be a reference to the equivalent Branch or Branch role; and

(b) every reference to a National meeting is taken to be a reference to the equivalent Branch meeting; and

(c) any reference to excluding matters concerning a Branch are to be disregarded.

57.2 Any personnel employed or otherwise engaged by a Branch to supervise, manage or control the routine work of the Branch will be appointed, have the terms of such role approved, and may in accordance with applicable laws be removed, by the relevant Branch Council (or persons authorised by the Branch Council).

## 58. DETERMINATION OF FEES

58.1. The Branch Council will determine the fees to be paid by members from time to time in accordance with Rule 14 and will determine the annual basis for the payment of fees by reference to any or either of the following:

(a) the financial year commencing on 1 July each year; or

(b) the calendar year commencing on 1 January each year, or

(c) the anniversary date of the member's commencement of membership. .

58.2. The Branch Nominee or their Nominee will inform the National Council of any changes in the fees under this Rule from time to time.

58.3. The Branch Nominee is responsible for making (or causing) contributions to National Council as required under Rules 50.2(b) and 51.2(b).

## 59. ADDITIONAL BRANCH GUIDELINES, BY-LAWS, DIRECTIONS OR ORDERS

59.1. Each Branch Council may adopt, vary, amend or revoke Branch Guidelines, By-Laws, Directions or Orders which provide additional details about Branch business and procedure and/or are considered to be conducive to the good management and effective working of the Branch, provided that:

(a) The Branch Guidelines, By-Laws, Directions or Orders deal with matters that are relevant to that Branch only;

(b) The Branch Guidelines, By-Laws, Directions or Orders are consistent with these Rules and do not amend or detract from these Rules; and

(c) Any decision to adopt, vary, amend or revoke the Branch Guidelines, By-Laws, Directions or Orders must be notified in writing to the National Council and will operate subject to any contrary determination of the National Council.

## PART M: NOTICES

## 60. NOTICES

60.1. Any notice to members required to be issued under these Rules will be sent:

(a) By pre-paid post, to the postal address for service of notices as shown in the Register of Members, in which case the notice will be taken to be received on the second Business Day after posting; or

(b) By electronic transmission, to the email address for service of notices as shown in the Register of Members, in which case the notice is taken to be received on the first Business Day immediately after the date on which the notice was transmitted.

60.2. Any notice to the Organisation or Branch must be sent to the National Nominee or Branch Nominee (as the case may be), either by prepaid post c/o the registered office address or to the email address notified by the National Nominee or Branch Nominee from time to time.

## PART N: DEFINITIONS

## 61. DEFINITIONS

61.1. Unless a contrary intention is expressed in these Rules, the following definitions apply:

|  |  |
| --- | --- |
| **Defined term** | **Definition** |
| Act | means the *Fair Work (Registered Organisations) Act 2009* and its regulations as amended from time to time including all amendments thereto and any former or successor legislation and regulations. |
| Admission notice | has the meaning in Rule 11.2. |
| Agency | means a Commonwealth Authority that has the powers and functions to regulate, administer, advise on, assist or enforce the role and activities of registered organisations of employers or employees under the provisions of the Act from time to time. |
| Annual Fee | has the meaning in Rule 14.1 |
| Application Fee | has the meaning in Rule 14.1 |
| Associate Member | has the meaning in Rule 8.6. |
| Board | means a group of persons who supervises, governs or otherwise has oversight of a corporation, organisation, association or other like body including a Board of Directors. |
| Branch Council | means the Council of a Branch of the Organisation. |
| Branch Executive | means the Executive for the Branch in accordance with Rule 53.3. |
| Branch Nominee | means:  (a) if at any time a Branch has an office of Branch Secretary in accordance with Rule 37, the Branch Secretary; and  (b) if at any time a Branch does not have an office of Branch Secretary in accordance with Rule 37, the Branch President. |
| Branch Office-bearer | has the meaning in Rule 57.1. |
| Branch Officeholder | has the meaning in Rule 28. |
| Breach | means a breach of the Act, these Rules, or any resolution or decision of the National or Branch Council or Executive or General Meeting of which the person had been notified. |
| Business Day | means a day other than a Saturday, Sunday or public holiday. |
| Council | means the National Council or Branch Council, or both, as the context provides. |
| Corporations Act | means the *Corporations Act 2001* as amended from time to time. |
| Employer Member | has the meaning in Rule 8.3. |
| Executive | means the National Executive or Branch Executive, or both, as the context provides. |
| External Administration | where the person enters into a deed of arrangement with its creditors or has an administrator or receiver or receiver and manager or liquidator appointed to its assets and affairs. |
| financial member | means a member who has paid all membership fees payable to his or her Branch and, if a fee is currently payable, it has been payable but unpaid for less than three months from the invoice date. |
| General Meeting | means a meeting of members convened as either a Special General Meeting or an Annual General Meeting under these Rules. |
| Honorary Member | has the meaning in Rule 8.5. |
| Industry | has the meaning in Rule 1. |
| Life Member | has the meaning in Rule 8.4. |
| National Council | means the Council of National Council members elected under Rule 38.1. |
| National Executive | means the members elected to the National Executive in accordance with Rule 38.1. |
| National Office-Bearers | has the meaning in Rule 21.5. |
| National Officeholders | has the meaning in Rule 28.1(b). |
| National Nominee | means:  (a) if at any time the Organisation has an office of National Secretary in accordance with Rule 37, the National Secretary; and  (b) if at any time the Organisation does not have an office of National Secretary in accordance with Rule 37, the National President. |
| Officeholder | has the meaning in Rule 28. |
| Officeholder Member | has the meaning Rule 8.3. |
| Organisation | means the National Electrical and Communications Association. |
| person | other than in Rule 8.1, includes an individual, partnership, incorporated association, body corporate, company, sole trader, and statutory authority. |
| Register of Members | means the register of members kept in accordance with the Act and these Rules. |
| related party | has the same meaning as defined in section 9B of the Act. |
| relative | means parent, step parent, child, stepchild, grandparent, grandchild, brother, sister or spouse of the person. |
| remuneration | includes pay, wages, salary, fees, allowances, leave, benefits or other entitlements, but does not include a non-cash benefit or reimbursement or payment of reasonable expenses. |
| representative | means a person who has legal capacity to act for and authority to bind a member under these Rules. |
| subsidiary | has the meaning in section 46 of the Corporations Act. |
| Transition Date | means the date determined in accordance with Rule 63.1. |
| Transitional Term | Means the term of office determined in accordance with Rule 63.3. |
| Unfinancial Member | Means a member who has not paid all membership fees payable to his or her Branch and has a fee that is payable but unpaid for a period of three months from the invoice date. |

## 62. INTERPRETATION

62.1 In these Rules, unless the contrary intention appears:

(a) Words importing the singular number include the plural number, and vice versa;

(b) words importing the masculine gender include feminine gender;

(c) headings to Rules are for convenience only and terms or expressions defined in the Act and which are not defined in these Rules will have the same meanings given to them in the Act when used in these Rules; and

(d) specifying anything in this agreement after the words ‘include’ or ‘for example’ or similar expressions does not limit what else is included.

## PART O: TRANSITIONAL PROVISIONS

## 63. OFFICEHOLDERS

63.1. Rules 1 to 63 inclusive will take effect on the date that the Agency certifies the alteration to the Rules, or such later date as may be nominated by the Agency as the effective date (the Transition Date).

63.2. The Rules that applied to the Organisation and its Branches prior to the Transition Date will cease to operate on the Transition Date.

63.3. The Officeholders of the Organisation and of each Branch who were in office at the Transition Date will continue to hold office after the Transition Date for the term of office provided for in the Rules that were in effect prior to the Transition Date (the Transitional Term), subject to the following:

(a) During the Transitional Term, these Rules apply to the Officeholder, save that any reference in these Rules to the term of office will be read as if it was a reference to the Transitional Term;

(b) During the Transitional Term, the Officeholder can resign or be removed from office in accordance with these Rules:

(c) In the event of a casual vacancy arising, the vacancy will be filled in accordance with these Rules; and

(d) At the conclusion of that Transitional Term, the office held by each Officeholder will be filled by election or appointment in accordance with these Rules.

63.4. All Officeholders who are declared appointed or elected after the Transition Date will hold office in accordance with these Rules.

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