262V: Incorporates alterations of 19 December 2017 [R2017/227]

(Replaces version 30 December 2015 corrected on 22 January 2016 [R2015/81])

I CERTIFY under section 161 of the Fair Work (Registered Organisations) Act 2009 that the pages herein numbered 1 to 35 both inclusive contain a true and correct copy of the registered rules of The Master Plumbers' and Mechanical Services Association of Australia

DELEGATE OF THE GENERAL MANAGER

FAIR WORK AUSTRALIA

Rules of the MPMSAA

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THE MASTER PLUMBERS' AND MECHANICAL SERVICES ASSOCIATION OF AUSTRALIA

CONSTITUTION AND RULES

## 1 - NAME

The Association shall be known as "The Master Plumbers' and Mechanical Services Association of Australia".

## 2 - REGISTERED OFFICE

The registered office and place of meeting for the Association shall be at such place as may from time to time be determined by the National Council.

## 3 - INDUSTRY

The industry in connexion with which the Association is formed is the plumbing and mechanical services contracting industry which means and includes any trade, business or undertaking principally concerned with -

(a) Plumbing work, including installation, alteration, renewal or maintenance carried out in connection with -

(i) The supply of hot and cold water (excluding the manufacture or fabrication of any hot water system), mechanical pipefitting and the fixing of ducts, the covering of roofs (excluding non-metallic tiles and slates) and the fixing of roof gutters, flashings and rainwater piping, or

(ii) Heating, cooling and ventilation systems and sanitary systems (excluding work incidental to the manufacture and fabrication of such systems), or

(b) Gas fitting work including the installation of pipes, fittings or apparatus in or on premises for lighting, cooking, domestic hot water supply, heat, industrial uses or motive power by means of coal gas, air gas, oil gas or similar agencies,

Provided that such industry does not include any trade, business or undertaking which is principally concerned with manufacturing or fabricating operations.

## 4 - OBJECTS

The objects for which the Association is formed are -

(a) To further and protect the interests of its members.

(b) To provide mutual assistance and advice on industrial trade and business matters.

(c) To promote unity of action on the part of plumbers and mechanical services contractors.

(d) To work for improvement generally in the status and standards of plumbers and plumbing, and for the observance of a high ethical code.

(e) To promote and develop the plumbing and mechanical contracting industry as a means for the development of the manufacturing and industrial and primary resources of Australia.

(ea)    To promote and invest in training in and for the industry of the Association.

(f) To promote a spirit of friendship among its members.

(g) To maintain and improve the relations of members of the Association with their employees and the organisations or unions of such employees.

(h) To affiliate with, join or enter any alliance with any organisation or association having objects similar to those of the Association or calculated to benefit generally the members of the Association.

(i) To act as an organisation of employers under the laws of Australia or any of its States or territories.

(j) To initiate, defend or bring any industrial dispute or claim relating to industrial matters before the appropriate tribunal or board and to represent the interests of employers in all sections of the industry described in rule 3 before Courts, the Australian Industrial Relations Commission, Wages Boards and other tribunals, committees or bodies and at conferences.

(k) To make agreements with members, employees and/or their representatives, organisations, associations or unions relative to wages and conditions of employment.

(l) To act as arbitrators or mediators in the settlement of, and to deal with, disputes as to trade, business and industrial matters.

(m) To construct, maintain and alter buildings, works, plant and machinery necessary for the purpose of the Association.

(n) To establish branches of the Association in any part of Australia or its Territories.

(o) To do all such other lawful things as may appear to be incidental or conducive to the above objects or any of them.

## 5 - MEMBERSHIP

(1) Subject to sub-rules (2) and (4) hereof any person firm or company who or which is an employer engaged in any section of the plumbing and mechanical services contracting industry (as defined in rule 3 hereof) shall be eligible for membership of the Association provided that -

(a) He or she holds qualifications pursuant to any relevant federal, state or territory legislation for registration and/or licensing as a plumber, gasfitter or drainer and/or is the holder of a licence to contract as a plumbing and/or gasfitting and/or draining contractor; or he or she holds or is eligible to hold a reciprocity certificate recognised under the Australia - New Zealand Reciprocity Agreement on Recognition of the Certification of the Competency of Plumbers, Gasfitters and Drainers; or

(b) Being a firm or company, it carries on business as a plumber and/or gasfitter and/or drainer or plumbing and/or gasfitting and/or draining contractor within the plumbing and mechanical services industry as defined in rule 3 hereof.

(2) No person, firm or company shall be eligible for membership of the Association if such person, firm or company is principally concerned in a manufacturing or fabricating business or undertaking.

(3) No person, firm or company shall be eligible for ordinary membership unless he/she has carried on business within the industry defined in rule 3 hereof for a period of at least twelve (12) months and is, in the opinion of the Executive Board, carrying on business as a master plumber, gasfitter or contractor, but provisional membership may be granted to any person, firm or company eligible to be a member who does not qualify for ordinary membership.

(4) For the purposes of this rule an “employer” shall include a person, firm or company who or which is-

1. usually an employer; or

(b) from time to time an employer.

## 6 - AFFILIATE MEMBERS

(1) Any person, firm, company, body or group not eligible for ordinary membership or not wishing to become an ordinary member may be admitted as an affiliate member providing that:

(a) it can demonstrate it has a relationship with the industry in as much as its business or profession is allied to the plumbing and mechanical services industry; or

(b) It is a person, firm, company, body or group which may wish to become an affiliate member for the purposes of receiving particular services or for representation on its behalf to other bodies and groups being either government, corporate or private and on the basis of a fee for such services rendered or representation made.

(2) Any such person, firm, company, body or group may only be admitted as an affiliate member at the absolute discretion of the Executive Board.

(3) An affiliate member body or group shall have the right to organise and constitute their own structure, subject to the approval of the Executive Board.

(4) Affiliate members shall pay such fees for service as may be determined by the Executive board from time to time

(5) Any person, firm, company, body or group who or which was an Associate as at the date of certification of this rule by the Industrial Registrar shall be deemed to be an affiliate member on and from that date.

## 6A – LIFE MEMBERSHIP

(1) Life membership may be granted by a decision of the Executive Board to:

(a) a person who has had twenty five (25) years or more membership of the Association and who has served on the Executive Board for not less than ten (10) years, or

(b) on and from the date of certification of this rule, to a member who, in the opinion of the Executive Board, has rendered long, significant and exceptional service to the Association.

## 7 - APPLICATION FOR MEMBERSHIP

(1) Every application for membership or affiliate membership shall be made to the Secretary in writing on a form prescribed by the Executive Board and shall contain the correct name and address of the applicant and a description of the nature of the business carried out by the applicant. The Secretary shall circulate to all members particulars of each application. Any member knowing anything to the detriment of an applicant for membership may by notice in writing to the Secretary object to his application. Any objection shall be investigated by a Sub-committee of the Executive Board which shall report its findings to the Executive Board. After a period of not less than 14 days following the notification to members of the particulars of an application or, in the case of an objection after the report of the Sub-committee, the application shall be submitted to a meeting of the Executive Board which may by a two-thirds majority of those members present and voting elect the applicant to membership. Any application which fails to obtain the two-thirds majority shall be deemed to have been rejected. The Executive Board shall have a complete discretion in determining the eligibility of any applicant for any class of membership and of determining whether a provisional member has qualified for full membership. If elected the applicant shall on payment of the appropriate subscription, be entitled to all the relevant privileges of membership. Notification of election shall be sent through the post to a new member when so elected.

(2) The Secretary shall inform applicants for membership, in writing, of:

(a) the financial obligations arising from membership and

(b) the circumstances, and the manner, in which a member may resign from the Association.

## 8 - PRIVILEGES OF MEMBERSHIP

The respective classes of membership shall carry with them the following privileges -

(a) Ordinary membership -

Subject to rule 15 hereof an ordinary member shall have full membership rights including the right to vote at meetings and to hold office in the Association and shall be entitled to all privileges and services attached to membership.

(b) Provisional membership -

A provisional member shall be entitled to vote at meetings and to participate in association affairs, but shall not be entitled, either himself or through his representative to hold office in the Association.

He shall be entitled to such privileges and services as shall from time to time be prescribed by the Executive Board. Any provisional member who considers that he has qualified for ordinary membership may make application to the Secretary who shall refer the application to the Executive Board for decision by an ordinary majority at its next meeting.

(c) Life membership -

A life member shall have all the rights and privileges (including the right to nominate for and hold any office) of membership and shall be entitled to the same services as an ordinary member and shall not be required to pay any subscription to the Association.

(d) Affiliate membership

Affiliate members shall have no right to vote in elections for office in the Association or in matters affecting the affairs of the Association or hold office in the Association, nor to attend meetings of members under Rule 31, but shall be entitled to such privileges and services as may be determined by the Executive Board.

## 9 - REPRESENTATION OF MEMBERS

Every member or applicant for membership which is a firm or is an incorporated body shall on or prior to admission to membership appoint in writing a partner, director, or senior executive officer to represent the member at all meetings for all purposes of the Association. Such representative, other than a representative of an affiliate member, while so acting shall be entitled to hold office in the Association. The member may at any time, by notice in writing to the Secretary revoke the appointment of its representative and substitute another representative therefor.

## 10 - RESIGNATION OF MEMBERS

(1) A member of the Association or an affiliate member may resign from membership by written notice addressed and delivered to the Secretary or Executive Director.

(2) A notice of resignation from membership of the Association takes effect;

(a) where the member ceases to be eligible to become a member of the Association:

(i) on the day on which the notice is received by the Association; or

(ii) on the day specified in the notice, which is a day not earlier than the day when the member ceases to be eligible to become a member;

whichever is later; or

(b) in any other case:

(i) at the end of 14 days after the notice is received by the Association; or

(ii) on the day specified in the notice;

whichever is later.

(3) Any dues payable but not paid by a former member of the Association, in relation to a period before the member's resignation from the Association took effect, may be sued for and recovered in the name of the Association, in a court of competent jurisdiction, as a debt due to the Association.

(4) A notice delivered to the person mentioned in subsection (1) shall be taken to have been received by the Association when it was delivered.

(5) A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with subsection (1).

(6) A resignation from membership of the Association is valid even if it is not effected in accordance with this section if the member is informed in writing by or on behalf of the Association that the resignation has been accepted.

## 11 - TERMINATION OF MEMBERSHIP

(1) If any member shall -

(a) Cease to be eligible for membership; or

(b) Become bankrupt or insolvent or make an assignment for the benefit of his creditors; or

(c) Being a company go into liquidation; or

(d) Have his business placed in the hands of a receiver or a receiver and manager; or

(e) Be declared or certified according to law as an insane or incapable person; or

(f) Be expelled from the Association in accordance with rule 38 hereof;

the Executive Board may by resolution order the name of the member to be removed from the register and thereupon such member shall cease to be a member of the Association. A copy of such resolution shall be forwarded by the Secretary to the member concerned.

(2) A member whose name is ordered to be removed from the register in accordance with sub-rule (1) hereof may within fourteen (14) days of receipt by him of a copy of the Executive Board's resolution appeal against the order to a general meeting by giving notice of appeal to the Secretary. The general meeting may confirm the decision of the Executive Board or order that the member's name be restored to the register from such date as the meeting decides.

(3) On ceasing for any reason to be a member a person shall forfeit all right to any claim upon the Association and its property and funds. Provided however that cessation of membership shall not release any person from his existing liabilities or obligations to the Association.

## 12 - REGISTER OF MEMBERS

(1) The Secretary shall cause to be kept and maintained in one or more books or in a commercial system and in a manner required by law a register of all members of the Association in strict alphabetical order and each individual entry shall show not less than the following particulars :-

(a) The name and postal address of such member.

(b) The date upon which the name of such member was entered in the register as a member.

(c) The name of the authorised representative of such a member.

(d) The date upon which the member ceased to be a member, provided that in this case all similar individual entries may be grouped together in the register.

(2) An entry in the register shall be evidence of membership of the Association.

(3) A separate register of affiliate members shall be kept and maintained in the same manner as is provided for under this rule for the members of the Association.

## 13 - SUBSCRIPTIONS

(1) The annual subscription for each member to the Association for the succeeding financial year shall be fixed by the members at the annual general meeting.

(2) Such subscription shall fall due on the 1st day of July each year.

(3) The subscription rate for a new member joining after 30 July in any financial year shall be calculated on a pro-rata basis of the annual subscription (rounded to the nearest completed month/s of membership for that first year).

(4) Notwithstanding sub rules (2) and (3), a member paying subscriptions by an instalment arrangement approved by the National Council shall be considered to be financial, provided that –

(a) such subscription instalment arrangement is in force, and

(b) the member is not otherwise in arrears.

## 14 - LEVIES

The Executive Board may at any time impose a levy on members for contribution to the Association's funds. Any such levy shall become due and payable immediately after the making thereof.

## 15 - UNFINANCIAL MEMBERS

(1) In the event of a member neglecting to pay his or her subscription or any levy within a period of two (2) months from the time it becomes due such member shall be deemed unfinancial and any servicesto that member**,** and the rights and privileges of membership, shall be discontinued until payment is made.

(2) Sub-rule (1) do not apply to a member that has a subscription instalment arrangement in place under sub-rule 13(4).

(3) For the purposes of sub-rule (1) the “rights and privileges of membership” shall include the right to vote and the right to be a candidate in any election for an office of the Association and its divisions.

(4) If any member remains unfinancial for a period exceeding two (2) months, the member's name is automatically removed from the register of members. Should such a member wish to re-join he or she shall pay up all arrears and make fresh application for membership in accordance with rule 6 hereof.

## 16- REVISED NATIONAL INDUSTRY DIVISIONS

(I) Upon the certification of rule 48 entitled "Restructure of Governing Bodies", this rule shall prevail over anything to the contrary elsewhere in the rules.

(2) For organisational purposes the Association shall be divided into National Industry Divisions (hereafter Divisions) covering the various sections of the industry described in rule 3. National Council or the members in general meeting may, at such time and in such manner as either of those bodies consider necessary and appropriate, establish new Divisions, or rename, merge or abolish any Divisions.

(3) The National Council shall have power from time to time to make by-laws not inconsistent with these rules regulating the management and control of all Divisions so established.

(4) Pending the establishment, renaming, merger or abolition of Divisions under sub-rule (2), the Divisions of the Association shall be -

* Heating, Ventilation and Air Conditioning (HVAC) Division
* Metal Roofing and Cladding Division
* Major Contractors Division
* Plumbing and Gasfitting Division

(5) Each member of the Association (other than affiliate members) shall be allotted to the Division which, in the opinion of the National Council, best reflects the nature of the business conducted by the member.

(6) Each Division shall be governed by a Committee consisting of Chairperson, Vice-Chairperson, and six other members. The Secretary of the Association shall be the Secretary of each Division. The Treasurer of the Association shall be the Treasurer of each Division.

(7) The Chairman of each Division shall take the chair at all meetings. Failing the attendance of the Chairman or the Vice-Chairman the meeting shall elect a Chairman. Failure without reasonable excuse to attend three consecutive meetings of a Committee of which he/she is a member shall constitute a gross neglect of duty.

(8) Subject to the direction and control by the National Council and subject to decision of the members of the Division in general meeting the committee of each Division shall have the management and control of the Division in accordance with powers conferred on it by the National Council.

(9) Subject to the direction and control by the Executive Board, the Committee of a Division may facilitate the grouping or linking of like businesses within the Division for the purposes of providing mutual assistance and advice on industrial, trade and business matters.

(10) Elections for Divisional Committee positions shall be held every 4 years (hereafter Divisional General Elections), provided that the term of any Committee position formed in the intervening period shall be for such period as will synchronise with the next 4 yearly Divisional General Elections.

(11) The applicable rules and procedures for the conduct of Divisional elections shall be under sub-rules 20(1) and 20(2) to (5) inclusive, and rules 24 and 25 with the necessary changes needed as applicable to the Divisions.

(12) In the event of a candidate being nominated for more than one Committee position the provisions of rule 22(7) shall apply and the positions shall rank in the following order:

* + - Chairman
    - Vice-Chairman
    - Other Committee member.

The candidates duly elected shall assume such Committee position at the first general meeting of the Division following the election.

(13) A casual vacancy for any position under sub-rule (12) may be filled in such manner as decided by the National Council.

(14) In the event of the formation of a new Division, or a merger of Divisions under sub-rule (2), the Returning Officer shall, as soon as possible, conduct an election for fill Committee positions in the Division in accordance with the precedes referred to under sub-rule (11). Persons elected as a result of the election shall take up their Committee position immediately upon declaration of the result by the Returning Officer and shall, subject to sub-rules (15) and (16), hold such position until the declaration of the result of the next 4 yearly Divisional General Elections.

(15) Where a new Divisional Committee is to be formed under sub-rule (14) within 6 months of the next Divisional General Elections, the Divisional Committee positions shall be filled by appointment by the National Council.

(16) In the event of the abolition of a Division or a merger of Divisions under sub-rule (2), persons holding positions on such Divisional Committees shall cease to hold such respective positions.

(17) The terms of rule 29 shall apply mutatis mutandis in the event of the vacation of a Divisional position.

## 17 - DUAL OFFICES PROHIBITED

A person shall not hold more than one office of President, Vice-President, Treasurer or Secretary of the Association at the same time.

## 18 - MANAGEMENT

Subject to the general control of the members of the Association in general meeting, the management of the Association shall be vested in

(a) the Executive Board

(b) the National Council.

## 19 - NATIONAL COUNCIL

(1) Until the completion of elections to be held during the calendar year 2012, the National Council shall consist of representatives elected by and from the members of the Divisions. Each Division shall elect to the National Council 2 representatives plus 1 additional representative for every 100 members or part thereof over 200 members, up to a maximum of 7 additional representatives.

(2) From the completion of elections held in 2012, the National Council shall comprise

(a) 20 National Councillors, comprising 4 Representatives elected by each of 5 designated Member Categories of the Association, and

(b) the Secretary of the Association (as a non-voting member).

(3) For the purpose of sub-rule (2), the Transitional provisions governing the restructure of the National Council and related matters are set out in rule 48, entitled "Restructure of Governing Bodies".

(4) Subject to rule 48,

(i) National Council Representatives shall hold office for two years, provided that 2 Representatives of each of the 5 designated Member Categories shall be elected every alternate year pursuant to rule 20, and

(ii) National Council shall, by resolution, prior to the Returning Officer calling for nominations for National Council Representatives every year, determine the 5 designated Member Categories to elect such Representatives.

(iii) In determining the designated Member Categories under subparagraph (4)(ii), the National Council shall, without limiting its considerations, have regard to the numbers of members in each Member Category and the value of the subscriptions of each Member Category.

(5) For the purpose of this rule -

(a) "Member Category'' means a category of members grouped according to the number of operatives, including the principal, of the respective member.

(b) "operatives" includes independent contractors working for members who are engaged to perform services of the kind which they would usually perform as an employee and where the arrangement is primarily to obtain their labour.

(6) A person shall not be eligible for immediate re-election as a National Council Representative (regardless of whether it is as a Representative of the same or a different Member Category) under sub-rule 20(1)(c) where such a person has held continuous office on the National Council for 4 successive terms or 8 continuous years (whatever occurs first in time).

## 20 - ELECTION OF NATIONAL COUNCIL FROM 2012

(1) Elections for the National Council Representatives under sub-rules 19(2)and ( 4) shall be conducted by the Returning Officer in the following manner.

a) Notice calling for nominations shall be sent to all members of the Association at least 8 weeks (56 days) prior to the annual general meeting of the Association, and shall also stipulate the closing date for receipt of nominations which shall be not less than 6 weeks (42 days) before the annual general meeting.

b) Candidates for election shall be nominated only by members of their respective Member Category, and each member or a Member Category may nominate one candidate.

c) Subject to sub-rule 19(6) each retiring Representative shall be eligible for re-election

d) Nomination papers, each signed by the nominator and the candidate, must be forwarded so as to reach the Returning Officer not later than 4.00 pm on the closing date of nominations.

e) Sub-rule 24(5)(a) shall apply to defective nominations for elections under this rule.

f) If the valid nominations do not exceed the number of Representatives to be elected by the respective Member Category the Returning Officer shall notify the Secretary of the Association of the names of the candidates and such candidates shall be declared to be duly elected to the National Council at the annual general meeting of the Association.

g) Should the number of valid nominations received for any Member Category exceed the number of Representatives positions to be filled, an election by secret postal ballot from amongst the members of the respective Member Category shall be held. Pending the declaration of any such election the persons holding office on the National Council shall retain office.

(2) Every ballot for National Council Representative shall be conducted as follows :-

a) Ballot papers, stating the closing date for voting, shall be given by ordinary prepaid post to all members of the Member Category at least 2 weeks (14 clays) before the closing date for voting. For the purpose of this sub-rule the roll of voters shall comprise each member of the relevant Member Category as at the close of business 14 days prior to the date of opening of nominations.

b) Each ballot paper, initialled by the Returning Officer, shall set out-

i. the number of Representatives to be elected;

ii. the names of all candidates for election in alphabetical order;

iii. instructions that the system of voting shall be known as "first past the post" but shall allow for an order of preference to be indicated by the voter so that in the event of the elimination of a candidate(s) an effective vote may still be cast".

iv. the name and address of the Returning Officer to whom the ballot papers shall be returned, the closing date and time for receipt of votes and instructions that the ballot papers shall be returned to the Returning Officer in the sealed envelope provided, on or before the closing date fixed for voting.

(c) The Returning Officer shall make provision for the following in regard to the conduct of any secret postal ballot under this rule:

i. Each member eligible to vote in the ballot(s) shall be forwarded a ballot paper in a sealed envelope addressed to the postal address of the member and posted by prepaid post;

ii. A prepaid outer envelope, conformable with any form prescribed by the Fair Work (Registered Organisations) Regulations 2009, addressed to the Returning Officer shall be included with the ballot paper, together with a "declaration" envelope in the form prescribed by Regulation 5 of the said Regulations.

iii. The non-receipt of a ballot paper by a member entitled to vote, or the non-return of a ballot paper or the return of a ballot paper improperly filled in or not enclosed in a sea led envelope shall not invalidate the ballot.

iv. After the closing elate of the ballot, the Returning Officer shall collect the envelopes containing the ballot papers, open the same and then admit the ballot papers properly marked and count the votes thereon indicated.

v. No voter shall mark their ballot paper so as to vote for a greater or lesser number of candidates than the number directed on the ballot paper and any ballot paper marked contrary to this provision shall be invalid and the votes cast thereon shall be informal

vi. The candidates receiving the smallest number of votes shall be progressively eliminated until the number of remaining candidates equals the number of Representatives to be elected.

vii. If two or more candidates receive an equal number of votes and one or more of them has to be excluded, the Returning Officer shall decide by lot which of them shall be excluded.

viii. The Returning Officer shall advise the result of the ballot to the Secretary of the Association who shall at the annual general meeting of the Association declare the result of the election.

ix. The candidates declared elected shall assume office at the annual general meeting of the Association.

## 21 - EXECUTIVE BOARD MEMBERSHIP

(1) From the completion of elections held in 2012, the Executive Board shall comprise:

(a) 8 persons, being the President, two Vice Presidents, Treasurer, and 4 other Executive Board Members, each elected by and from the National Council,

(b) 2 non-member (non-voting) persons appointed by the National Council, and

(c) the Secretary of the Association (as a non-voting member of the Board).

(2) On and from the Annual General Meeting held in 2016, the Executive Board shall comprise:

(a) 8 persons comprising:

(i) 4 Executive Board Members for a one year term elected by the full National Council from amongst the 10 National Council Representatives that were elected in the 2015 election round (or their replacements to fill vacancies from that election); and

(ii) 4 Executive Board Members for a two year term elected by the full National Council from amongst the 10 National Council Representatives that are required to be elected in the 2016 election round; and

(b) 2 non-member (non-voting) persons appointed by the National Council, and

(c) the Secretary of the Association (as a non-voting member of the Board).

(3) On and from the Annual General Meeting held in 2017, the Executive Board shall comprise:

(a) 8 persons comprising:

(i) 4 Executive Board Members for a two year term required to be elected by the full National Council from amongst the 10 National Council Representatives that are required to be elected in the 2017 election round; and

(ii) 4 Executive Board Members who continue to hold that office pursuant to a two year term of office as elected by the full National Council from amongst the 10 National Council Representatives that are required to be elected in the 2016 election round (or their replacements to fill vacancies from that election); and

(b) 2 non-member (non-voting) persons appointed by the National Council, and

(c) the Secretary of the Association (as a non-voting member of the Board).

(4) On and from the Annual General Meeting held in 2018 and each year thereafter, the Executive Board shall comprise:

(a) 8 persons comprising:

(i) 4 Executive Board Members for a two year term required to be elected by the full National Council from amongst the 10 National Council Representatives that are required to be elected in the 2018 election round and elected in each even year thereafter (or their replacements to fill vacancies from such election); and

(ii) 4 Executive Board Members who continue to hold that office pursuant to a two year term of office as elected by the full National Council from amongst the National Council Representatives that are required to be elected in the 2017 election round and elected in each odd year thereafter (or their replacements to fill vacancies from such election); and

(b) 2 non-member (non-voting) persons appointed by the National Council, and

(c) the Secretary of the Association (as a non-voting member of the Board).

(5) For the purpose of sub-rules (1) and (2), the transitional provisions governing the restructure of the Executive Board and related matters are set out in rule 48, entitled "Restructure of Governing Bodies.

(6) Despite rule 29, a person holding the office of Executive Board Member, President, Vice-President or Treasurer who ceases to hold office as a National Councillor shall ipso facto cease holding the office of Executive Board Member, President, Vice-President or Treasurer, as the case may be.

(7) To avoid doubt, the 8 voting members of the Executive Board shall be inclusive of the President, 2 Vice-Presidents and Treasurer who shall be elected by and from the full Executive Board each year.

## 22 - RETURNING OFFICER TO CONDUCT COLLEGIATE ELECTIONS FOR EXECUTIVE BOARD MEMBERS AND PRESIDENT, VICE-PRESIDENTS AND TREASURER

(1) Commencing in first quarter of calendar year 2016 and every year thereafter (following the result of the election of half of the Representatives of National Council but prior to the Annual General meeting for that year), the Returning Officer shall proceed to conduct -

(a) a collegiate election for Executive Board Members (by the **prospective National Council Representatives**) in accordance with rules 22A and 23; and

(b) a collegiate election for the President, 2 Vice-Presidents and Treasurer (by and from the Executive Board Members elected under sub-paragraph (a)) in accordance with rule 23A.

(2) For the purpose of conducting a secret ballot by collegiate election by the Returning Officer under sub-rule (1), the Secretary shall arrange a meeting of the **prospective National Council Representatives** (hereafter, the “**collegiate election meeting**”) to be held on a date or a time that precedes the forthcoming Annual General Meeting.

(3) For the purpose of sub-rule (2) and these rules generally, “**prospective National Council Representative**” means a person who is either continuing their term of office as a Representative into the second year of their term, or, who has been recently declared elected as a Representative to assume such office at the forthcoming Annual General Meeting.

## 22A - ALTERNATE YEAR ELECTION OF HALF THE EXECUTIVE BOARD VOTING MEMBERS

(1 ) Commencing in the first quarter of calendar year 2016, for the purpose of electing the Executive Board on and from the 2016 Annual General Meeting, the 8 Executive Board Members referred to in sub-rule 21(2)(a) shall be divided into two groups of 4, comprising Executive Member Group L and Executive Member Group M respectively.

(2) The first election for Executive Board Members in 2016 shall call for nominations as follows:

a) 4 Executive Member Group L positions for a one year term; and

b) 4 Executive Member Group M positions for a two year term.

*Qualifications to nominate*

(3) Only a National Councillor Representative from the 2015 election round (or their replacement to fill a vacancy) shall be eligible to nominate or to be a nominee for Executive Member Group L positions; and

(4) Only a National Councillor Representative from the 2016 election round shall be eligible to nominate or to be a nominee for Executive Member Group M positions;

(5) Subsequent elections shall call for nominations for two year terms of office in alternating years as follows:

a) 2017 - 4 Executive Member Group L (eligibility for candidature from 2017 Councillors elect);

b) 2018 - 4 Executive Member Group M (eligibility for candidature from 2018 Councillors elect);

c) 2019 - 4 Executive Member Group L (eligibility for candidature from 2019 Councillors elect)

d) 2020 - 4 Executive Member Group M (eligibility for candidature from 2020 Councillors elect);

e) 2021 - 4 Executive Member Group L (eligibility for candidature from 2021 Councillors elect);

f) 2022 - 4 Executive Member Group M (eligibility for candidature from 2022 Councillors elect);

and shall continue in the same alternate pattern each year thereafter.

(6) The purpose of this rule 22A is to ensure that the two Executive Member Groups L and M (each comprising 4 members which in aggregate are the 8 voting members of the Executive Board) represent through their candidature the respective National Council Representatives as elected each alternate year. Accordingly, this rule is to be construed to reflect its purpose.

## 23 - COLLEGIATE ELECTION ARRANGEMENTS FOR EXECUTIVE BOARD

*Nominations*

(1) The calling of nominations and the closing of nominations for the Executive Board Members may be taken by the Returning Officer either by -

(a) written notice in advance of the **collegiate election meeting**; or

(b) in person at the **collegiate election meeting**;

provided that an opportunity to nominate a candidate or to be a candidate shall be accorded, where practicable, to any eligible National Council Representative who cannot attend the **collegiate election meeting**.

(2) Any secret ballot required to elect the Executive Board Members shall be by an attendance ballot at the **collegiate election meeting**.

(3) The terms of subrules 22A(3) to (5) shall apply to the eligibility to nominate and to be nominated, and the candidate shall consent to his or her nomination.

(4) Upon the closing date and time of nominations the Returning Officer shall determine whether and if so which of such nominations are in order.

(5) If the number of nominations received does not exceed the number of Executive Board Members to be elected, the Returning Officer shall by written notice to the Secretary forthwith declare the person or persons so nominated elected unopposed.

(6) Where less nominations are received for the number of Executive Board Members to be elected, the Returning Officer shall, as soon as practicable, re-call nominations for the balance of the requisite numbers of Executive Board Members from amongst the eligible National Council Representatives. Such re-call of nominations may be done from the floor at the **collegiate election meeting**.

(7) If more valid nominations are received for the number of Executive Board Members to be elected, the Returning Officer shall proceed to conduct a secret ballot of all members of the **prospective National Council** to elect the **prospective Executive Board**.

(8) For the purpose of this rule, and these rules generally, “**prospective National Council**” and “**prospective Executive Board**” means the National Council and the Executive Board, respectively – to assume office on and from the forthcoming Annual General Meeting of the Association.

*Attendance ballot*

(9) Every secret ballot under sub-rule (7) shall be conducted in accordance with the following provisions:

(a) the ballot shall be an attendance ballot at the **collegiate election meeting**;

(b) each ballot paper, initialled by the Returning Officer, shall set out-

i. the number of Executive Board Members to be elected;

ii. the names of all candidates for election in alphabetical order;

iii. instructions that the system of voting shall be known as "first past the post" but shall allow for an order of preference to be indicated by the voter so that in the event of the elimination of a candidate(s) an effective vote may still be cast.

(c) No voter shall mark their ballot paper so as to vote for a greater or lesser number of candidates than the number directed on the ballot paper and any ballot paper marked contrary to this provision shall be invalid and the votes cast thereon shall be informal

(d) The candidates receiving the smallest number of votes shall be progressively eliminated until the number of remaining candidates equals the number of Executive Board Members to be elected.

(e) If two or more candidates receive an equal number of votes and one or more of them has to be excluded, the Returning Officer shall decide by lot which of them shall be excluded.

(10) At the conclusion of the secret ballot for Executive Board Members, the Returning Officer shall declare the result by written notice to the Secretary.

## 23A - ELECTION OF PRESIDENT, 2 VICE-PRESIDENTS AND TREASURER

(1) The calling of nominations and any secret ballot required to elect the President, 2 Vice-Presidents and Treasurer shall be taken at the same **collegiate election meeting to elect Executive Board Members.**

*Nominations*

(2) The Returning Officer shall call for nominations in the following order -

* President
* 2 Vice Presidents
* Treasurer

and any ballot required for such offices shall be conducted in the above sequential order.

(3) Any of the 8 **prospective Executive Board** Members referred to in sub-rules 21(2)(a), (3)(a) and (4)(a), as the case may be, may nominate any other of the said Executive Board Members for any of the offices referred to in sub-rule (2) and the candidate so nominated shall consent to his or her nomination.

(4) Upon the closing of nominations the Returning Officer shall determine whether and if so which of such nominations are in order.

(5) If only one valid nomination is received for President, the Returning Officer shall by written notice to the Secretary forthwith declare the person so nominated elected unopposed.

(6) If only two valid nominations are received for Vice-President, the Returning Officer shall by written notice to the Secretary forthwith declare the persons so nominated elected unopposed.

(7) If only one valid nomination is received for Treasurer, the Returning Officer shall by written notice to the Secretary forthwith declare the person so nominated elected unopposed.

(8) Where insufficient nominations are received for any of the offices referred to in sub-rules (5), (6) or (7) the Returning Officer shall, as soon as practicable, re-call nominations for the putative vacant offices from amongst the 8 persons constituting the **prospective Executive Board**. Such re-call of nominations may be done from the floor at the **collegiate election meeting**.

*Attendance ballot*

(9) If more than one nomination is received for the office of President, the Returning Officer shall proceed to conduct a secret ballot of the 8 persons constituting the **proposed Executive Board**.

(10) If more than two nominations are received for the office of Vice-President, the Returning Officer shall proceed to conduct a secret ballot of the 8 persons constituting **the proposed Executive Board**.

(11) If more than one nomination is received for the office of Treasurer, the Returning Officer shall proceed to conduct a secret ballot of the 8 persons constituting the **proposed Executive Board**.

(12) The provisions of sub-rule 23(9) shall apply to any secret ballot held under sub-rules (9), (10) or (11) of this rule mutatis mutandis.

(13) At the conclusion of the secret ballot for the President, Vice-Presidents and Treasurer, the Returning Officer shall declare the result by written notice to the Secretary.

## 24 - SCRUTINEERS, AND ABSENTEE VOTING AND DEFECTIVE NOMINATIONS

*Scrutineers*

(1) Each candidate at any election under these rules shall have the right, if he or she so desires, to appoint before the close of the ballot, a scrutineer to represent them at the ballot; and shall give notice of any such appointment of a scrutineer in writing to the Returning Officer.

(2) Every scrutineer shall, so tar as is possible having regard to the time of their appointment, have the following rights and duties -

(i) to be present with the Returning Officer when the ballot papers are being forwarded and to watch the interests of the person whom they represent;

(ii) to be present with the Returning Officer when the ballot papers are opened and when the votes are counted and to watch the interests of the person whom they represent;

but no election shall be vitiated by reason of the fact that a scrutineer does not exercise any or all of their rights or duties if they have a reasonable opportunity to do so.

(3) Scrutineers shall have the right to question the inclusion or exclusion of any ballot paper but the decision of the Returning Officer shall , subject to any applicable legislation, be final. Scrutineers may not remove, mark, alter or deface any ballot paper or other documents used in the ballot.

*Absent voting*

(4) The Returning Officer shall make provision for the following in regard to the conduct of any election under this rule:

(a) for secret postal ballots - the use of absentee voting so that any member who expects to be absent from their usual postal address at the time of any ballot shall be entitled to have their ballot paper forwarded to their temporary address upon making written application to the Returning Officer;

(b) for attendance ballots relating to collegiate elections – the use of absentee voting so that any member of the voting college who expects to be absent from the meeting taking the ballot shall be entitled to exercise their secret ballot, where practicable, in such manner as the Returning Officer determines is practicable.

*Defective nominations*

(5) Where the Returning Officer finds any nomination to be defective the Returning Officer shall, before rejecting the nomination, notify the person concerned of the defect, and, where it is practicable to do so, give the person concerned the opportunity of remedying the defect:

(a) in respect of a direct election by postal ballot – within a period of not less than seven days of receipt of that notice;

(b) in respect of a collegiate election – within one hour of the person being notified of the defect.

## 25 - CASUAL VACANCIES

*Executive Board vacancy*

(1) In the event of any casual vacancy amongst the 8 Executive Board Members, the National Council shall, subject to sub-rule (2) proceed as soon as practicable after the occurrence of the vacancy to appoint by resolution one of its members eligible to nominate for such vacant position under sub-rules 22A(3) to (5), to fill such vacancy until the remainder of the term of office.

(2) Where a casual vacancy occurs under sub-rule (1) and the unexpired portion of the term of office exceeds 18 months an election to fill that vacancy shall be held as soon as possible in accordance with rules 22A and 23 with the necessary changes being made. The Returning Officer shall declare the successful candidate duly elected immediately following the completion of the election and the person elected shall hold office for the remainder of the term.

*National Council Representative vacancy*

(3) In the event of any casual vacancy of a National Council Representative, the National Council shall, subject to sub-rule (4), proceed as soon as practicable after the occurrence of the vacancy to appoint by resolution another member of the relevant Member Category to fill the vacancy.

(4) Where a casual vacancy occurs under sub-rule (3) and the unexpired portion of the term of office exceeds 18 months an election to fill that vacancy shall be held as soon as practicable in accordance with rule 20 with the necessary changes being made. The Returning Officer shall declare the successful candidate duly elected immediately following the completion of the election and the person elected shall hold office for the remainder of the term.

*President, Vice-President or Treasurer vacancy*

(5) In the event of a casual vacancy in the office of President, Vice-President or Treasurer, the Executive Board shall proceed as soon as practicable after the occurrence of the vacancy to appoint by resolution one of its members to fill the vacancy for the remainder of the 12 month term of office.

(6) For the purposes this rule the unexpired portion of the term of office is measured from the date the vacancy arises.

## 26 - VOTING RIGHTS

Whenever a ballot of members of the Association is to be taken for the purpose of submitting a matter to a vote of the members of the Association or of a Division of the Association the Secretary shall notify every member concerned of the meeting at which the vote is to take place or the arrangements for any ballot which is to be held by post and shall ensure that every member concerned is given the opportunity of voting at such meeting or ballot.

## 27 - DUTIES OF PRESIDENT, VICE-PRESIDENT AND TREASURER

(1) The President or (in whose absence) a Vice-President shall take the chair at all meetings of the Association, the National Council and the Executive Board, and in the event of the absence of the President and both Vice-Presidents, those present shall elect a Chairman.

(2) The Honorary Treasurer shall have the supervision of all monies of the Association and shall see that all accounts authorised for payment are paid.

(3) The President, Vice-Presidents and Treasurer shall have those powers and duties necessary to give effect to the functions and powers of the committee to which they belong provided that such officers shall not be full-time offices.

## 28 - SECRETARY

(1) The Secretary shall be elected by the members of the Association from persons nominated by members of the National Council and shall hold office for a term of four (4) years unless before the expiration of that term he resigns by giving not less than one (1) month's notice to the President of the National Council or is dismissed from office in accordance with sub-rule (4) hereof.

(2) An election for the office of Secretary shall be conducted by the Returning Officer appointed in accordance with rule 30A and the result of such election shall be declared at a general meeting of the Association following the completion of the election. Nominations for the office may be made by any member of the National Council and shall be in writing signed by the nominator and assented to in writing by the nominee. A nominee for the office of Secretary need not be a member of the Association.

(3) Any secret postal ballot for the office of Secretary shall be by a direct voting system of the members of the Association conducted in accordance with the procedure prescribed for the ballot of Representatives of National Council sub-rule 20 (2) mutandis mutandis.

(4) The terms of sub-rules 29(1)(b) and (c) and (2) shall apply to the dismissal or vacation of office of Secretary.

(5) A casual vacancy in the office of Secretary shall be filled as soon as practicable by appointment of a person by resolution by the National Council, provided that where a casual vacancy occurs in the office and the unexpired portion of the term of office exceeds 3 years a direct election by secret postal ballot for Secretary shall be held as soon as practicable in accordance with these Rules with the necessary changes being made.

(6) The Secretary shall be responsible for the administration and general management of the Association and shall carry out the directions of the National Council and Executive Board. The Secretary shall be entitled to attend all meetings of the Association but shall not be a voting member of any of the Committees of the Association. Without limiting the generality of the foregoing he shall be responsible to that Executive Board for all documents, books, papers and records of the Association, including minutes of all proceedings of all general zones and committee meetings, and shall receive all monies, pay them into such bank as the Association may appoint and shall pay all accounts authorised for payment under the Rules. He shall cause a true account to be kept of all monies, received and expended, shall prepare a report for the President of the Executive Board and the annual general meeting, and shall prepare the yearly balance sheet and such statements as the Association shall direct.

(7) The Secretary may, if the National Council so determines also be employed as the Executive Director of the Association.

## 29 - VACATION OF OFFICE

(1) The office of President or Vice-President or Treasurer or National Council Representative or Executive Board member, shall ipso facto be vacated if he/she:

(a) ceases to be a member of the Association or to be an authorised representative of a member under rule 9 hereof; or

(b) retires or resigns from office; or

(c) if, in the opinion of a three-fourths majority of members present at a general meeting of the Association, the member is found guilty of misappropriation of the funds of the Association, or a substantial breach of the rules of the Association, or of gross misbehaviour, or gross neglect of duty; or

(2) For the purpose of sub-rule (1) the vacation of office shall not be determined until such member has been afforded a reasonable opportunity of being heard in their defence.

(3) For the avoidance of doubt, the failure, without reasonable excuse, to attend three consecutive meetings of a Committee of which he/she is a member, shall constitute a gross neglect of duty under sub-paragraph (1)(c).

(4) In addition to the grounds under subrule (1) the office of President, Vice-President, Treasurer or 8 member Executive Board shall ipso facto be vacant upon that person ceasing to be one of the 8 Executive Board members or a Representative to National Council, as the case may be.

(5) For the purpose of determining the vacation of office under subrules(1)(a) and, (b) and (4) of this rule, the appropriate body shall be the Executive Board.

## 30 - POWERS OF THE NATIONAL COUNCIL

Subject to these Rules and to any resolution of general or special meeting of members the National Council shall have the following powers:

(a) To determine matters of policy concerning the affairs of the Association either of its own volition or if referred to it by the Executive Board.

(b) To repeal, alter, or add to any rule.

(c) To establish committees to investigate and report to the National Council on any matter of policy affecting the Association or its members.

(d) To make, repeal, alter or add to any by-law of the Association.

(e) To hear and determine any charge made against a member including a charge for breach of any of these Rules or any by-law or code made pursuant to these Rules.

## 30A - POWERS OF THE EXECUTIVE BOARD

Subject to these Rules and to the powers conferred on the National Council by these Rules and to any resolution of a general meeting of members or the National Council, the Executive Board shall have the general conduct and control of the business of the Association. Without limiting the generality of the foregoing the powers of the Executive Board shall include but not be limited to the following:

(a) To carry out such specific duties as are delegated to it by a general meeting of members or the National Council.

(b) To authorise or confirm expenditure of such funds allocated for the conduct of the affairs of the Association.

(c) To be responsible for the collection of subscriptions, fees, levies and any other monies lawfully due to it.

(d) To establish general reserve and trust funds as may be deemed by the National Council to be necessary in the interests of the Association and its members.

(e) To purchase, take on lease or licence or otherwise acquire, hold, sell, lease, mortgage, exchange or otherwise own, possess or deal with any real or personal property and renovate, alter, improve or erect buildings on any property with the monies of the Association and to let, hire, lease or sell such property including power to mortgage, charge or encumber same for the purpose of the Association.

(f) In accordance with decisions of the National Council, to establish Divisions in accordance with Rule 16.

(g) To delegate any of its powers to a committee or committees consisting of members of its body, and to establish standing committees and to coordinate the activities of such committees.

(h) To examine and report to the National Council on policy decisions affecting the Association.

(i) To adopt such measures as it from time to time deems expedient for the purpose of giving effect to the objects of the Association or any of them.

(j) To examine and report to the National Council or an annual general meeting on any proposed alterations to these Rules.

(k) To deal with industrial disputes on behalf of the Association and the members.

(l) From time to time appoint a Returning Officer not being the holder of any other office in, and not being an employee of, the Association, or any Division of the Association, to conduct all elections in the Association in accordance with these Rules.

(m) To initiate, examine, alter, amend or otherwise deal with such projects and expenditure as will promote the objects of the Association and to adopt such measures as it from time to time deems expedient for the purpose of giving effect to those objects or any of them.

(n) To form branches of the Association in such places or for such reasons as may from time to time be determined.

(o) To act on behalf of the Association in all matters relative to bankrupts and insolvents, assignments for the benefit of creditors or liquidators.

(p) To put into effect the powers and authorities hereby vested in the Executive Board for regulating the conduct and proceedings of the Association and of the committee meetings, and generally provide for all such matters and things relating to the management of the property of the Association and to the conduct of its business not being inconsistent with or repugnant to these Rules or required to be done by the Association in general meetings.

(q) To determine who shall be appointed or removed from office as a director or directors of any company in respect of which the power of appointment or removal of directors is vested in the Association.

(r) To hear and determine any charge made against a member, including a charge for breach of any of these Rules or any by-law or code made pursuant to these Rules.

## 31 - MEETINGS OF MEMBERS AND COMMITTEES

(1) An annual general meeting of members of the Association shall be held during the first four months of the calendar year (unless otherwise specifically agreed by the National Council) at such place as the National Council shall determine. At such meeting a report on the affairs of the Association during the preceding year shall be submitted by the National Council together with a financial report and balance sheet duly audited, and where applicable the results of the elections of Representatives to National Council, Executive Board Members, President, 2 Vice-Presidents and Treasurer together with any other elected position shall be declared, and such newly elected persons shall assume office. At least fourteen (14) days notice of the annual general meeting shall be given by written circular to all members of the Association.

(2) An annual meeting of each Division shall be held in each year prior to the annual general meeting of the Association. At such meeting a report shall be made by the Committee of the Division. Not less than fourteen (14) days notice of such annual meeting shall be given to all members of the Division.

(3) Special General Meetings -

The National Council or Executive Board on its own initiative may, or on the request in writing signed by ten (10) or five percent (5%) (whichever is the lesser) members shall, call a special general meeting of the Association. Such meeting shall be called by written circular giving fourteen (14) days clear notice of the meeting and stating the business to be discussed.

(4) The Committee of any Division may, or on the request in writing of the National Council or Executive Board of the Association or on a requisition signed by ten (10) members of the Division shall, call a special general meeting of the Division. Such meeting shall be called by written circular giving fourteen (14) days clear notice of the meeting and stating the business to be discussed.

(5) National Council Meetings

The National Council shall meet at least once a year. Subject to rule 45(1) the National Council may also meet more frequently at the discretion of the President and where the President gives 7 days notice by phone, mail, facsimile or in person.

(6) Divisional Committee Meetings

The business of a Division Committee may be transacted and decisions of the Committee may be taken when members of the Division attend at two or more locations and all such locations are interconnected by electronic communication means so that members of the Committee attending at one location can hear what is said by members of the Committee attending at all other locations. The attendance of members of a Division Committee at two or more locations in accordance with this sub-rule shall be deemed to be a meeting of the committee for the purposes of these Rules.

(7) Executive Board Meetings

Executive Board meetings shall be held monthly at least eight times in any calendar year. The Executive Board may also meet on additional occasions at the direction of the President and where the President gives 2 days notice by phone, mail, facsimile or in person, provided that no such notice shall be required if all members of the Board agree that no such notice is required.

(8) Proceedings of the National Council and Executive Board

(a) The business of the National Council or Executive Board, as the case may be, may be transacted and decisions of the National Council or Executive Board may be taken when members of the Council or Board, as the case may be, attend at two or more locations and all such locations are interconnected by electronic communication means so that members of the Council or Board attending at one location can hear what is said by members of the Council or Board attending at all other locations. The attendance of members of the Council or Board at two or more locations in accordance with this sub-rule shall be deemed to be a meeting of the National Council or Executive Board, as the case may be, for the purposes of these Rules.

(b) If the Secretary, prior to or during a meeting of the National Council or Executive Board, has sent the terms of a proposed resolution to a member of the National Council or Executive Board, as the case may be, by electronic communication (including but not limited to E Mail, telephonic or audio or video conferencing) or by post that member may record a vote in respect of that resolution without attending the meeting, by electronic communication (including but not limited to E Mail, telephonic or audio or video conferencing) or by post addressed or directed to the Chairman of the meeting and received by the Chairman before the close of the meeting. When a member of the National Council or Executive Board records a vote on any question in the manner provided in this paragraph, they shall be counted for the purpose of ascertaining a quorum of the Council or Board in respect of that question, and for the purpose of ascertaining a majority of votes in respect of that question.

(d) A resolution in writing signed by or approved in writing by all the members of the National Council or Executive Board, as the case may be, shall be as valid and effectual as a resolution passed at a duly convened meeting of the National Council or Executive Board, as the case may be.

## 32 - QUORUMS

At Annual or Special General Meetings of the Association twenty (20) members shall form a quorum. At Annual or Special General Meetings of a Division six (6) members shall form a quorum, except that, where a division has fewer than 20 members, three (3) members shall form a quorum. At a National Council meeting twelve (12) members shall form a quorum. At an Executive Board meeting four (4) members shall form a quorum. At a Division Committee meeting three (3) members shall form a quorum.

## 33 - VOTING AT GENERAL MEETING

(1) Every question submitted at any general meeting shall be decided in the first instance by a vote of the members present, in which case every member present shall have one (1) vote and in the case of an equality of votes the Chairman shall both on a show of hands and at a poll or ballot have a casting vote in addition to the vote to which he may be entitled as a member. At any general meeting, unless a poll or ballot is demanded by twenty-five per centum of the members present, a declaration by the Chairman that a resolution has been carried or carried by a particular majority and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact.

(2) If a poll or ballot is demanded as aforesaid it shall be taken in such manner and at such time and place as the meeting shall declare or in default of such declaration as the President shall appoint either at once or after an interval or adjournment or otherwise and the result of the poll or ballot shall be deemed to be the resolution of the meeting at which the poll or ballot was demanded. The demand for a poll or ballot may be withdrawn.

(3) When a poll or ballot is held each member shall be entitled to one (1) vote.

## 34 - FINANCE

(1) All membership subscriptions shall be paid to the Association funds.

(2) Working expenses of the Association and of Divisions shall be paid from Association funds.

(3) An amount - to be agreed on at each annual general meeting - shall be placed at the disposal of each Division. It shall be administered by the Committee of the Division which shall present a statement as to its expenditure at each annual general meeting of the Association.

(4) Each member of a Division may be required to pay an annual additional subscription of an amount to be fixed by the Executive Board of the Association. Such additional subscription shall be an amount over and above the sum payable to the Association in accordance with rule 13 hereof, and shall be paid to the Division Committee which shall at each annual general meeting of the Association present a statement of acquittal of such expenditure.

## 35 - FUNDS OF THE ASSOCIATION

(1) The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in these rules and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the members of the Association provided that nothing hereunder shall prevent the payment in good faith of remuneration of any officer or servant of the Association or of any member of the Association in return for any services actually rendered to the Association or the payment of interest not exceeding current bank interest rate on sums loaned by members of the Association.

(2) All disbursements made on behalf of the Association shall be made by such means used in contemporary business practice and approved by the Executive Board.

## 35A - LOANS, GRANTS AND DONATIONS

A loan, grant or donation of an amount exceeding $1,000 shall not be made by the Association unless the National Council -

(a) has satisfied itself -

(i) that the making of the loan, grant or donation would be in accordance with the other rules of the Association; and

(ii) in relation to a loan - that, in the circumstances, the security proposed to be given for the repayment of the loan is adequate and the proposed arrangements for the repayment of the loan are satisfactory; and

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

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## 36 - INVESTMENTS

(1) The Executive Board may invest any money from time to time in their hands in the name of the Association -

(a) In any investment for the time being authorised by law as an investment of trust money.

(b) In any of the stock or securities of the Commonwealth or any of the States thereof or of any municipal corporation or power gas electric light harbour or local authority or any public undertaking or government instrumentality in the Commonwealth or any State or Territory thereof.

(c) Upon the security of real property in any part of the Commonwealth.

(d) In the bonds, mortgages, debentures, stock preferences or ordinary stock or share bills notes or unit trust of any company listed for quotation upon the Stock Exchange of any of the Capital Cities in the Commonwealth but no money shall be invested under the provisions of this sub-clause in any stocks, funds, bonds, shares, securities or notes to bearer or transferable by mere delivery or delivery and endorsement though coming within the general description of investments hereinbefore authorised.

(e) In such other manner (whether or not within the range of trustee investments authorised by law) in such part of the world as may from time to time be authorised by a general meeting of the Association.

(2) The Executive Board shall have power at its discretion to vary or transpose any investments into or for any other or others of any nature hereinbefore authorised to vary the terms of or property comprised in any security.

(3) The Executive Board shall not incur any responsibility (except for wilful default or dishonesty) by investing in securities not authorised by law as trust securities.

## 37 - AUDIT

(1) One or more properly qualified auditor or auditors shall be appointed by the Association at the annual general meeting at which their remuneration shall be approved.

(2) The auditor or auditors shall, for audit purposes only, have power at any time to call for the production of all books, accounts and other documents relating to the financial affairs of the Association.

(3) The auditor or auditors shall audit the yearly accounts, for the twelve month July/June financial year, of the Association previous to their being submitted to the annual general meeting, and, if correct, the auditor or auditors shall certify accordingly.

(4) The auditor or auditors, shall hold office from the time of his or their appointment until the next annual general meeting of the Association, unless he or they have died or retired, and any casual vacancy occurring in the office of auditors may be filled by resolution of the Executive Board.

(5) A retiring auditor shall be eligible for re-appointment.

## 38 - DISCIPLINARY POWERS

(1) The Secretary may, and shall, if so directed by the National Council or Executive Board, charge any member with an offence against these rules. Such charge shall be sent to the member so charged by post addressed to him at his address on the register of members.

(2) If any member be charged with a breach of these rules or failure to observe a resolution of the National Council or Executive Board of which he shall have notice he shall within fourteen (14) days of the time when a copy of the charges shall have been posted or delivered to him, answer such charge in writing. The Secretary shall thereupon proceed to make such investigations as he may think fit, and the member charged shall produce to the Secretary all documents and records in his possession or under his control relating to the subject matter of the charge and shall afford the Secretary all facilities for such investigation.

(3) If, upon any charge aforesaid, a member be held by the National Council or Executive Board to have committed any breach of these rules, or to have failed to observe a resolution of the National Council or Executive Board of which he has had notice he may by resolution of the National Council or Executive Board -

(i) be reprimanded; or

(ii) be fined a sum not exceeding $200; or

(iii) be expelled from the Association.

(4) Any member who shall be expelled from the Association or struck off the roll of membership shall forfeit any interest in or right to any of the assets or property of the Association.

## 39 - FAULTY WORKMANSHIP

Where a complaint as to faulty workmanship on the part of a member is reported to the Association, the Executive Board or the President shall have power to appoint an inspector to investigate the complaint and to submit a report to the Executive Board. Any wilful or reckless act of faulty workmanship by a member shall be deemed to be a breach of these rules, for which the member may be charged in accordance with the provisions of rule 38 hereof.

## 40 - BREACH OF RULES

The following conduct shall be deemed to be in breach of these rules and to render the member concerned liable to disciplinary action in accordance with

rule 38:-

(a) The regular practice of engaging in labour only contracts.

(b) Continuing in business in the industry set out in rule 3 hereof during such time as the member is unable to meet his financial commitments to trade creditors. This offence shall be deemed to continue until such time as all creditors are fully paid.

## 41 - SEAL

The seal of the Association shall be kept in the custody of the Secretary at the registered office and shall not be affixed to any instrument except by the authority of a resolution of the Executive Board and in the presence of the Secretary and a member of the Executive Board, and that member and the secretary shall sign any instrument to which the seal is so affixed in his presence.

## 42 - INDUSTRIAL AGREEMENTS

Subject to rule 41 industrial agreements and other documents may be entered into and executed by and on behalf of the Association by the President or a Vice-President and the Secretary or one other member of the Executive Board acting under the authority of a resolution of the Executive Board.

## 43 - NOTICES

A notice may be given by the Association to any member either personally or by telephone or by post, or by email, to the address supplied by him to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting the letter containing the notice and to have been effected at the time which the letter would be delivered in the ordinary course of post.

## 44 – INDEMNIFICATION

Every member of the National Council or Executive Board and the Secretary or other servant of the Association shall be indemnified out of the funds of the Association against and it shall be the duty of the National Council or Executive Board out of the funds of the Association to pay all costs, losses and expenses which any such Committeeman or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such Committeeman or servant or in any way in discharging his duty, including travelling expenses.

## 45 - ALTERATION TO RULES

(1) These rules may be altered from time to time by resolution passed by the National Council; Provided that notice in writing of the substance of the proposed alterations has been duly given to all members of the National Council not less than twenty-one (21) days prior to the meeting of the National Council held under rule 31.

(2) Notwithstanding the foregoing paragraph and sub-rule 30(b), the Executive Board shall have power to repeal, alter or add to any rule for the purpose only of obtaining the consent of the Fair Work Commission to an alteration to the rules pursuant to the *Fair Work (Registered Organisations) Act 2009* or to remove a ground of objection taken by an objector or by the Commission under the said Act or where such repeal, alteration or addition is required as a result of an amendment to the Act.

## 46 - DISSOLUTION

The Association may be dissolved by a resolution carried by a three-fourths majority of the members present at a general meeting specifically called for the purpose, of which fourteen (14) days notice in writing, setting forth in detail the objects of the meeting shall have been given to all members. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rule 35 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the foregoing provisions then to some charitable object.’

## 47 – CODE OF ETHICS

(1) Pursuant to the objects of the Association and its powers under rule 30, the National Council may, upon recommendation by the Executive Board, adopt a Code of Ethics as a by-law of the Association.

(2) Any Code of Ethics made and amended from time to time under subrule (1) shall be consistent with the following principle -

“Members of The Master Plumbers and Mechanical Services Association of Australia (MPMSAA) believe that the interests of the public at large can best be served through the observation of a Code of Ethics which recognises that public confidence in the MPMSAA and the plumbing and mechanical services industry is enhanced by fair treatment, courtesy and efficient service.

## 48 - RESTRUCTURE OF GOVERNING BODIES

(l) This rule, including its heading and its subheadings, shall -

a) operate from the date of its certification for the entirety of the transitional period, and

b) have application despite anything to the contrary elsewhere provided in these rules, and

c) prevail to the extent of any inconsistency or incongruity elsewhere provided in these rules.

(2) Transitional period

The 'transitional period ' shall commence on and from the commencement of this rule and shall end upon the assumption of office of the office holders elected in 2015.

(3) Transition to restructured National Council

a) During the calendar year 2012 there shall be established a restructured National Council to be directly elected by the members of the Association in accordance with the terms of this rule.

b) The National Council shall comprise 4 Representatives elected by each of the 5 designated Member Categories of the Association.

c) The 5 designated Member Categories referred to in subparagraph (b) are Categories B, C, D, E and F respectively.

d) For the purpose of electing Representatives to National Council, Category A members (being life members not assigned to any other category) are to be treated as members of Category B.

e) To avoid doubt, the Secretary of the Association shall be a non-voting member of National Council.

First election for restructured National Council

f) The first election for the Representatives of each designated Member Category to National Council shall be in 2012, as follows -

(i) two Representatives to National Council for a two year term , and

(ii) two Representatives to National Council for a one year term.

Subsequent elections for National Council

g) In 2013 , and in each year thereafter, the five designated Member Categories shall each elect two Representatives for two year terms of office respectively.

Election rules for National Council

h) The provisions rule 20 shall apply to the conduct of elections for Representatives to National Council under this sub-rule.

(4) Transition to restructured Executive Board

a) Upon the composition of the National Council being established under subparagraph (3)(g), there shall be an election by and from the National Council Representatives for the President, two Vice Presidents, honorary Treasurer and four Executive Board Members.

b) The provisions of rule 22 shall govern the election of the President, two Vice Presidents, honorary Treasurer and four Executive Board Members.

c) Upon the declaration of the result of the election under subparagraph (4)(b), the National Council may, by resolution, appoint two persons, not being members of the Association, as non-voting members of the Executive Board. Such persons shall hold office for 12 months and be eligible for annual re-appointment.

d) The Executive Board shall comprise

(i) the 8 persons elected by and from the Council under subparagraph (4)(a), and

(ii) the Secretary of the Association as a non-voting member of the Board, and

(iii) if applicable, the 2 persons appointed under subparagraph 4(c).

e) During the transitional period, there shall be annual elections conducted pursuant to rule 22 for the positions referred to in subparagraph (4)(a).

f) To avoid doubt, life members are eligible to hold office on the Council and or the Board.

(5) (a) Despite sub-rule (4) the provisions of rules 21, 22, 22A, 23 and 23A as altered to take effect within the period referred to in subparagraph (b) of this sub-rule, shall apply to the composition of and the election for the Executive Board and the election of the President, Vice-Presidents and Treasurer.

(b) The period under subparagraph (a) shall commence on the date of certification of this subrule and end on the date of the 2016 annual general meeting.

## 49 - SPECIAL DISCLOSURE PROVISIONS

The disclosure obligations imposed upon the Association by Part 2A of Chapter 9 of the Fair Work (Registered Organisations) Act 2009 are regulated by that Act.

## 50 - ASSOCIATION POLICIES AND PROCEDURES

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

## 51 - FINANCIAL MANAGEMENT TRAINING

(a) The approved financial training obligations imposed upon the Association by Division 4 of Part 2A of Chapter 9 of the Fair Work (Registered Organisations) Act 2009 are regulated by that Act.

(b) The relevant provisions of the Act provide broadly that, unless exempted under section 293M of the Act, newly elected or appointed officers whose duties include duties that relate to the financial management of the Association must complete the approved training within 6 months of assuming office.

(c) In this rule, "officer" means a member of the Association who is an "officer" as defined in the Fair Work (Registered Organisations) Act 2009."

## 52 - DELETED

## 53 - DELETED

## 54 - DELETED

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