

[031N: Incorporates alterations of 4/5/2004] [R2004/237]

## **Australian Entertainment Industry Association**

I CERTIFY under section 161 of Schedule 1B of the Workplace Relations Act 1996 that the pages herein numbered 1 to 16 both inclusive contain a true and correct copy of the registered rules of the Australian Entertainment Industry Association

DEPUTY INDUSTRIAL REGISTRAR

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# Rules of the Australian Entertainment Industry Association

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RULES OF  
AUSTRALIAN ENTERTAINMENT INDUSTRY ASSOCIATION

**1 - NAME**

The name of the Association shall be Australian Entertainment Industry Association, hereinafter known as "the Association".

**2 - REGISTERED OFFICE**

The registered office of the Association shall be situated in Melbourne in the State of Victoria or at such other place as the Executive Council shall from time to time determine.

**3 - OBJECTS**

The objects for which the Association is established are:

- (a) To promote and further the interests of the Australian entertainment industry, and the Association's members.
- (b) To devise and promote means for the peaceful settlement of labour disputes in every branch of the business of its members.
- (c) To secure for its members the benefit of the Workplace Relations Act 1996 or any Act or Acts amending the same or in substitution relating to industrial matters or in any way affecting the interest of members, with the support and co-operation of members.
- (d) To prevent or settle strikes, bans, limitations or restrictions upon the performance of work by employees of members.
- (e) To enter into agreements with trade unions or employees.
- (f) To obtain registration, if thought desirable, under any State industrial laws.
- (g) To submit any industrial dispute to the Australian Industrial Relations Commission or any other industrial tribunal or body constituted under Federal or State legislation.
- (h) To represent the interests of members before any courts, commissions, boards or other tribunals or bodies and at conferences with trade unions and other bodies of employees or employers in connection with industrial disputes or matters.
- (i) To purchase take on lease, hold, sell, lease, mortgage, exchange and otherwise own, possess and deal with any real or personal property.
- (j) To raise funds by means of subscriptions, levies and contributions for the purpose of carrying on the affairs of the Association.
- (k) To initiate and carry into effect in any way considered necessary or advisable by the Executive Council any laws or by-laws, measures or schemes conducive to the more efficient or convenient carrying on and protecting of the interests, rights and privileges of members.
- (l) To promote, support, or oppose legislative or other measures affecting the businesses or undertakings of any of the members.

## 5 - MEMBERSHIP BY ORGANISATIONS

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- (m) To provide mutual help, legal opinions and advice to members.
- (n) To obtain for any members any trade or business concession, privilege, recognition or right.
- (o) To obtain information on topics of practical interest to its members and to inform members by means of meetings, correspondence, periodicals and annual reports.
- (p) To promote co-operation amongst members in all matters affecting their common interests and to afford opportunities for such co-operation by means of meetings and conferences.
- (q) To purchase goods, stores and accessories of all kinds on behalf of members if so desired.
- (r) Generally to co-operate with kindred bodies throughout the world.
- (s) To employ and remunerate employees and to engage and pay solicitors, counsel, agents and consultants for the carrying out of work associated with the objects.
- (t) To borrow money either without security or secured by debenture, mortgage or other security charged on the undertaking or on all or any of the assets of the Association.
- (u) To invest moneys of the Association in such manner as the Executive Council shall think fit.
- (v) To establish Branches of the Association.
- (w) To do all such other things as are incidental or conducive to the attainment of the above objects.

## 4 - MEMBERSHIP

Membership of the Association shall be limited to any person approved by the Executive Council who:

- a) is the proprietor of a theatre or other place designed for or capable of being used for any public entertainment or assembly;
- b) carries on business as an entrepreneur and/or producer and/or venue of entertainments open to the general public, whether live entertainments or entertainments and events recorded on film or by any other means and whether such entertainments take place or are intended to take place in theatre halls, restaurants, music bowls, arenas, stadiums, entertainment centres, convention and exhibition centres, cinemas, casinos or other places or by means of television or radio transmissions;
- c) carries on business providing goods and services for a member or members of the Association such as, but not limited to, costumes and millinery, scenery, stage properties, lighting, sound, publicity material, programmes, tickets and ticket sales and other materials and/or services required by such member or members; or
- d) carries on business in any form of entertainment including, but not limited to arts, leisure, amusements or sporting activities.

## 5 - MEMBERSHIP BY ORGANISATIONS

- a) In Rules 4, 6, 14 and 37, "person" shall include corporations, partnerships, sole traders and individuals. Corporations and partnerships shall vote by a duly appointed nominee whose appointment shall be notified in writing to the Chief Executive. Such nominee shall be eligible for election to be an officer of the Association and/or to the Executive Council.

- b) Where the word "member" appears in these Rules it shall be construed to include any individual duly elected to the Association or the nominee or nominees of any corporation or partnership duly elected thereto.

### **6 - APPLICATION FOR MEMBERSHIP**

- a) Any person who wishes to become a member of the Association may apply for admission. On being approved for membership by the Executive Council and paying to the Association any subscription, levies and contributions prescribed by the Executive Council, that person shall be entitled to all the rights and privileges and shall undertake all the liabilities of membership.
- b) An applicant for membership of the Association shall be informed in writing by the Chief Executive of:
  - (i) the financial obligations arising from membership; and
  - (ii) the circumstances, and the manner, in which a member may resign from the Association.

### **7 - LIFE AND HONORARY MEMBERSHIP**

- a) As a mark of appreciation for services rendered to the Association or other sufficient cause, the members at an Annual General Meeting shall be empowered to create Life and Honorary Members of the Association.
- b) Where a person upon whom the title Life Member or Honorary Member has been bestowed is otherwise eligible for membership of the Association pursuant to Rule 4(a) - (d), that person shall:
  - (i) retain the rights and privileges conferred upon members in accordance with these Rules, including entitlement to vote; and
  - (ii) not be required to pay any subscription, levies and contributions to the Association.
- c) Where a person upon whom the title Life Member or Honorary Member has been bestowed is not otherwise eligible for membership of the Association pursuant to Rule 4(a) - (d), that person shall:
  - (i) not hold office in the Association;
  - (ii) may, if invited to do so (whether generally or specifically) attend as an observer at meetings of the Executive Council, any Committee established by the Executive Council or the Membership of the Association but shall otherwise be disqualified from taking part in any proceeding of the Association;
  - (iii) not be entitled to vote in elections; and
  - (iv) not be required to pay any subscription, levies and contributions to the Association.

### **8 - SUBSCRIPTION**

Every member shall pay to the Association such subscription, levies and contributions as shall be fixed by the Executive Council from time to time.

### 9 - RETIREMENT AND EXPULSION OF MEMBERS

- a) A member may resign from membership of the Association by written notice addressed and delivered to the Chief Executive.
- b) A notice of resignation from membership shall take effect:
  - (i) where a member ceases to be eligible to become a member of the Association:
    - (1) on the day on which the notice is received by the Association; or
    - (2) 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
  - (ii) in any other case:
    - (1) at the end of two weeks after the notice is received by the Association; or
    - (2) on the day specified in the notice;whichever is later.
- c) Any dues payable but not paid by a former member in relation to a period before such resignation takes 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.
- d) A notice delivered to the Chief Executive in accordance with subsection (a) of this Rule shall be taken to have been received by the Association when it was delivered.
- e) 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 (a) of this Rule.
- f) A resignation from membership of the Association is valid even if it is not effected in accordance with this Rule if the member is informed in writing by or on behalf of the Association that the resignation has been accepted.

### 10 - REMOVAL OF MEMBER BY THE EXECUTIVE COUNCIL

- a) The Executive Council may order the name of any member to be removed from the Register of members if, in their opinion, that member:
  - (i) becomes bankrupt or insolvent or suspends payment or compounds with his or her creditors or a receiving order is made in respect of his or her estate or if the member being a company shall enter into liquidation whether compulsory or voluntary (except for amalgamation or restructuring);
  - (ii) is found to be a lunatic or become of unsound mind;
  - (iii) ceases to be qualified for membership under Rules 4 and 5 hereof;
  - (iv) acts contrary to or in disregard of these Rules or of any resolution duly passed at a meeting of the Association; or

- (v) fails to pay within 30 days any subscription levy or contribution due or owing by him or her.
- b) Before making an order pursuant to subrule 10(a), the Executive Council shall:
  - (i) Inform the member of the offence against these Rules in writing;
  - (ii) Allow 14 days from the date the notice of the offence was posted to the member, for the member to respond to the offence in writing with reasons why such an order should not be made;
  - (iii) Request the Chief Executive to submit a report to the Executive Council detailing all relevant facts about the offence, including any written response from the member, for consideration by the Executive Council;
  - (iv) Provide a copy of the Chief Executive's report to the member at least 7 days prior to the Executive Council meeting at which the Chief Executive's report is to be considered;
  - (v) Provide the member with at least 7 days notice of the Executive Council meeting at which the Chief Executive's report is to be considered;
  - (vi) Allow the member and/or the member's representative to appear at the Executive Council meeting to answer the charge with reasons why such an order should not be made;
- c) If a member's name is removed pursuant to this Rule he or she shall remain liable to the Association for any subscription, levy or contribution due by him or her before the date of such removal.
- d) A member who is removed pursuant to this Rule, may, within 21 days of receiving the notice of removal, appeal to a General Meeting of the Association. Such appeal should be forwarded in writing to the Chief Executive.
- e) The General Meeting shall receive a report from the Executive Council, and hear representations from the member and/or member's representative, and then determine whether the appeal should be allowed or dismissed.

## **11 - THE EXECUTIVE COUNCIL**

- (a) The management of the Association shall be vested in an Executive Council which shall have full power to act in the name of the Association and shall have control of the property and investment of the funds of the Association subject to the provisions of Rule 34.
- (b) The Executive Council shall consist of not less than six nor more than eighteen members inclusive of a President and two Vice-Presidents.
- (c) The Association in General Meeting may determine what representation (if any) the proprietors of various types of theatres and other places of entertainment and the entrepreneurs and/or producers of various types of entertainments (as referred to in Rule 4 hereof) shall be entitled to have on the Executive Council.
- (d) The Executive Council shall be elected for a term of two years in accordance with Rules 13 -17. They shall hold office from the conclusion of the Annual General Meeting at which they assume office until the conclusion of the next Annual General Meeting at which the two year term of office will have expired.

## **12 - DUTIES OF THE PRESIDENT AND VICE-PRESIDENTS**

- a) Duties of the President:
- (i) Attend and chair General Meetings and meetings of the Executive Council.
  - (ii) Shall have a deliberative and casting vote.
  - (iii) On confirmation of the minutes shall sign them.
  - (iv) Instruct the Chief Executive to call such Executive Council Meetings and Special General Meetings as needed.
  - (v) Sign all documents requiring his/her signature as President.
  - (iv) Shall be the registered officer of the Association for the purposes of the Act herein referred to.
- b) Duties of the Vice-Presidents:
- (i) In the absence of the President, one of the Vice-Presidents will preside at all meetings at which the President would normally preside were he/she present and while so presiding, shall have all the powers and duties of the President.
  - (ii) Should there occur a vacancy in the office of President between elections for office, then a Vice-President shall assume the office of President until the office of President is filled under the casual vacancy provision in Rule 18.
- c) Should there be any dispute about which particular Vice-President is to fulfill a duty in a particular case, then the dispute will be resolved by the Chief Executive.

## **13 - ELECTION OF THE EXECUTIVE COUNCIL AND OFFICERS**

The Executive Council shall consist of such number of members as shall be determined in accordance with the provisions contained in Rule 11. The Executive Council and all other officers of the Association shall be elected for a term of two years.

## **14 - ELIGIBILITY TO NOMINATE AS CANDIDATE FOR ELECTION AND HOLD OFFICE**

Unfinancial members and persons who are not members or nominees of members of the Association shall not be eligible to nominate for or to hold office in the Association.

## **15 - APPOINTMENT OF RETURNING OFFICER AND SCRUTINEERS**

- (a) The Executive Council shall appoint a Returning Officer, not being the holder of any other office in, and not being an employee of, the Association, for the conduct of all elections (including the acceptance or rejection of nominations) within the Association during the twelve months immediately following his or her appointment.
- (b) Each candidate for election may appoint a scrutineer to represent him or her at the ballot. Scrutineers shall be entitled to be present at all stages of the ballot and they shall be able to challenge the right of any person to vote and to raise objection to the inclusion, or non-inclusion, of any vote or votes cast, subject to the decision of the Returning Officer.
- (c) The Returning Officer and scrutineers shall ensure as far as practicable that irregularities do not occur.

## **16 - NOMINATION OF CANDIDATES**

Nominations for the offices of President, Vice-President or member of the Executive Council shall be made in the following manner:

- (a) The Returning Officer shall send a notice to each financial member eligible to vote (at his or her last recorded address) forty-two days before the Annual General Meeting of the Association specifying the offices to be filled.
- (b) Nominations, signed by two members, and bearing the written consent of the nominee, for the positions of President, Vice-President and member of the Executive Council, elected for a term of two years, shall be forwarded to the Returning Officer so as to reach him or her not later than twenty eight days before the Annual General Meeting of the Association.
- (c) The same person may be nominated for the positions of President, Vice- President and member of the Executive Council but he or she may not hold more than one such position at the same time.
- (d) Upon receipt of nominations the Returning Officer shall check that they comply with the requirements of the Rules of the Association.
- (e) If the Returning Officer conducting such an election 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 him or her the opportunity of remedying the defect within seven days after his or her being so notified.
- (f) For the purposes of this Rule., 'eligible to vote' means those members who are financial members of the Association 63 days prior to the Annual General Meeting.

## **16A - CANDIDATE'S PERSONAL STATEMENT**

- (1) A candidate may lodge a personal statement for inclusion in the postal ballot envelope.
- (2) A candidate's personal statement must be no longer than 250 words and must be signed by the nominee and forwarded to the Returning Officer with the candidate's nomination.
- (3) A candidate cannot in his or her personal statement refer to another duly nominated candidate without the written consent of that other candidate.
- (4) Written consent as required under sub-clause (3) must be lodged together with the candidate's personal statement.
- (5) The Returning Officer must only print the first 250 words of a candidate's personal statement.
- (6) The Returning Officer may -
  - (a) liaise with any candidate with respect to the content or form of his or her personal statement;
  - (b) amend a candidate's personal statement in accordance with the written authorisation of the candidate or a person duly authorised by a candidate until the day that the candidate's personal statement is printed.
- (7) The Returning Officer must keep a record of all amendments made to a candidate's personal statement

- (8) The Returning Officer must reject a candidate's personal statement if it contains a reference to any other duly nominated candidate without the written consent of that other candidate.
- (9) The Returning Officer may reject a candidate's personal statement if in the opinion of the Returning Officer it contains offensive or obscene material or is likely to mislead or deceive a voter in the casting of the vote of the voter.
- (10) A candidate who lodges a personal statement is responsible for the accuracy and integrity of all statements contained in it.

### 17 - PROCEDURE FOR ELECTIONS

- (a) If the number of candidates duly nominated in respect of an office or position does not exceed the number required for election, the nominee shall be declared duly elected; but if the number so nominated exceeds the number required for election then a secret postal ballot shall be taken.
- (b) Such elections as may be necessary shall be arranged by the Returning Officer appointed under the provisions of Rule 15.
- (c) The Returning Officer shall prepare a ballot paper in the form of a list of the duly nominated candidates in alphabetical order for each position being contested (where the number of eligible nominations received exceeds the vacancies to be filled).
- (d) The ballot paper shall include directions that the member is to vote by marking sequential numbers on the ballot paper, commencing with the number one (1), in the squares opposite the names of the candidates so as to indicate the order of preference for each candidate.
- (e) The Returning Officer shall issue the ballot papers under sealed cover by prepaid post together with -
  - (i) a pre-paid addressed envelope for its return to the Returning Officer and;
  - (ii) any candidates' personal statements accepted by the Returning Officer; and
  - (iii) a declaration envelope that fits inside the pre-paid envelope without needing to be folded. The declaration envelope must contain on it a removable flap or label with the following details printed on it:
    - a. the name and postal address of the voter;
    - b. a declaration that the voter is the person named on the envelope; has voted on the ballot paper contained in the envelope; and has not voted before in this ballot; and
    - c. a place for the signature of the voter.
- (f) The Returning Officer shall send ballot papers to each financial member eligible to vote at the member's last recorded address or if the member is to be absent from his or her usual address during a ballot at such address as he or she notifies to the Returning Officer. Such notification must be received by the Returning Officer within seven days of the notice of conduct of the ballot.
- (g) A member shall be entitled to have the same number of votes that the member would be entitled to on the taking of a poll as provided in Rule 30(a). The Returning Officer shall send to each financial member ballot papers that will be counted as being equivalent in value to the number of votes that the member is entitled to.
- (h) The Returning Officer shall stipulate a closing time and date for the ballot. Such closing date shall not be earlier than ten days after the date of posting to the members of the said ballot papers.
- (i) Upon receipt by the Returning Officer of the returned ballot papers he or she shall immediately place them in a sealed ballot box.

## **19 - POWERS AND DUTIES OF THE EXECUTIVE COUNCIL**

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- (j) At the close of the ballot the Returning Officer, in the presence of the scrutineers (if any) shall open the ballot box, count the votes cast, rejecting any votes that do not comply with the directions indicated on the ballot. Upon any objections or protest being passed by a scrutineer, the Returning Officer shall give a decision thereon which subject to the Workplace Relations Act 1996 shall be final. Scrutineers shall obey any lawful directions of the Returning Officer.
- (k) The preferences marked to the number of vacancies to be filled shall be termed "primary" votes and shall have equal value and shall be credited to the candidates for whom they are cast.
- (l) Subject to Rule 17(n), the Returning Officer will record votes from each formal ballot paper for only the number of candidates required to be elected. Candidates receiving a majority of primary votes will be declared elected.
- (m) If any person nominated for, and is successful for more than one office he or she shall be declared elected to the higher or highest of such offices. For the purposes of this sub-rule the order of precedence of offices shall be President, Vice-President and member of the Executive Council.
- (n) If a candidate elected to a higher office is in a ballot for a lower office, and is successful for that lower office, the Returning Officer shall disregard any primary vote cast for that candidate for the lower office. He or she shall transfer, according to the order expressed by the voter, each ballot paper on which the candidate received a primary vote on that ballot paper and not already elected to a higher office. A vote so transferred will be counted as a primary vote for the candidate who receives it
- (o) If the intention of a voter is clear to the Returning Officer, a ballot paper not marked in accordance with this Rule shall not be informal if a member has indicated a preference in sequential order commencing from the number 1 for fewer than the number to be elected, or has used a mark other than a numeral to indicate each of the member's preferences up to the number required to be elected.
- (p) In the case two or more candidates receiving an equal number of votes, the Returning Officer shall determine which candidate shall be elected by lot.

## **18 - CASUAL VACANCY ON THE EXECUTIVE COUNCIL**

In the event of a vacancy occurring during the course of the term of office of the President, Vice-President or among the members of the Executive Council, the casual vacancy shall be filled in the following way:

- a) if the unexpired portion of the term of office exceeds three-quarters of the term of the office, then the position shall be filled by election in accordance with Rule 16 and 17 and the member elected shall hold office for the unexpired portion of his or her predecessor's term of office; or
- (b) if the unexpired portion of the term of the office is three-quarters or less than three-quarters of the term of the office, then the Executive Council, at a meeting of which not less than seven days notice shall be given, may appoint another member to the position and that member will hold office for the unexpired portion of his or her predecessor's term of office.

## **19 - POWERS AND DUTIES OF THE EXECUTIVE COUNCIL**

The powers and duties of the Executive Council shall in addition to the other powers conferred upon it by these Rules be:

- (a) To fix annual and/or other subscriptions, levies and contributions payable by members from time to time with such variations as between different classes of members as it shall think expedient.
- (b) To remit and/or reduce the subscription fees due or payable by members as it, in its discretion, shall think fit.

- (c) To make any reductions or increases in the subscription fees payable by all members.
- (d) To consider matters in which the Association is interested and to report to the Association in General Meeting assembled.
- (e) To carry into effect all resolutions passed by meetings of the Association.
- (f) To initiate, manage and control all actions, proceedings and submissions of industrial disputes and to appoint counsel, agents, solicitors or other representatives to represent the Association or any of its members at any Court or proceeding, legal or otherwise.
- (g) To suspend, remove or appoint any employee or servant of the Association.
- (h) To submit any industrial disputes to the Australian Industrial Relations Commission.
- (i) To enter into and make any industrial agreements on behalf of the Association and its members, subject to Rule 23.
- (j) To appoint from time to time such Special or Sub-Committees as it may deem necessary. Such Special or Sub-Committees shall act as advisory bodies only.
- (k) To entrust to, and confer upon, any member of the Executive Council, Sub- committee of the Executive Council or officer of the Association such of the powers exercisable by the Executive Council under these Rules as it may think fit and from time to time revoke, withdraw, alter or vary all or any powers so entrusted or conferred.
- (l) Generally to manage the affairs of the Association subject to the direction of the members passed in General Meetings .

## **20 - MEETINGS OF THE EXECUTIVE COUNCIL**

- (a) Meetings of the Executive Council shall be called by the Chief Executive on the requisition of the President or any three members of the Executive Council or of any six members of the Association on giving at least three business days' notice in writing and stating the business to be brought before the meeting. In cases of urgency this period of three business days' notice may be reduced if such action is confirmed at the meeting so called.
- (b) At all meetings of the Executive Council a quorum shall consist of not less than one-third of its members.

## **21 - ADOPTION OF RESOLUTIONS BY CORRESPONDENCE**

- (a) For convenience of members of the Executive Council a motion may be submitted in writing to the Chief Executive who shall thereupon cause a copy of same to be forwarded to each member of the Executive Council who shall return same to the Chief Executive with a notification in writing whether he or she is in favour of the motion or not.
- (b) The certificate in writing by the Chief Executive shall be conclusive evidence that such motion was put to the Executive Council and was carried or lost as the case may be, and on the signing of such certificate the motion shall thereupon become a resolution of the Executive Council as if same had been passed at a duly constituted meeting.

## **22 - REMOVAL OF MEMBERS OF THE EXECUTIVE COUNCIL AND OF OFFICERS**

- (a) An elected office-bearer of the Association shall not be dismissed from office, by the Executive Council, unless he or she:

**23 - THE MODE IN WHICH INDUSTRIAL AGREEMENTS AND OTHER DOCUMENTS MAY BE EXECUTED BY OR ON BEHALF OF THE ASSOCIATION**

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- (i) has been found guilty, in accordance with the Rules of the Association, of misappropriation of the funds of the Association, a substantial breach of the Rules of the Association or of gross misbehaviour or gross neglect of duty; or
  - (ii) has ceased, according to the rules of the Association, to be eligible to hold the office.
- (b) No elected office-bearer shall be dismissed pursuant to subrule 22(a), unless the Executive Council:
- (i) Informs the office-bearer of the offence against these Rules in writing;
  - (ii) Allows 14 days from the date the notice of the offence was posted to the office-bearer, for the office-bearer to respond to the offence in writing with reasons why such an order should not be made;
  - (iii) Requests the Chief Executive to submit a report to the Executive Council detailing all relevant facts about the offence, including any written response from the office-bearer, for consideration by the Executive Council;
  - (iv) Provides a copy of the Chief Executive's report to the office-bearer at least 7 days prior to the Executive Council meeting at which the Chief Executive's report is to be considered;
  - (v) Provides the office-bearer with at least 7 days notice of the Executive Council meeting at which the Chief Executive's report is to be considered;
  - (vi) Allow the office-bearer and/or the office-bearer's representative to appear at the Executive Council meeting to answer the charge with reasons why such an order should not be made;
- (c) An office-bearer who is dismissed pursuant to this Rule, may, within 21 days of receiving the notice of dismissal, appeal to a General Meeting of the Association. Such appeal should be forwarded in writing to the Chief Executive.
- (d) The General Meeting shall receive a report from the Executive Council, and hear representations from the office-bearer and/or office-bearer's representative, and then determine whether the appeal should be allowed or dismissed.
- (e) Any member of the Executive Council who is absent without leave of the Executive Council for two or more consecutive meetings of the Executive Council may thereby become ineligible to hold office as a member of the Executive Council. In the event of an officer being absent, the Executive Council shall give the officer not less than seven days' written notice of its intention to declare the office vacant. Such officer shall be entitled to attend the meeting of the Executive Council at which the vacancy is considered and to be heard in relation to the matter. If the Executive Council is not satisfied with the officer's explanation it may declare the office vacant and fill the vacancy in accordance with Rule 18.

**23 - THE MODE IN WHICH INDUSTRIAL AGREEMENTS AND OTHER DOCUMENTS MAY BE EXECUTED BY OR ON BEHALF OF THE ASSOCIATION**

Industrial agreements and other documents affecting conditions of employment and all other agreements which the Association may enter into may be entered into and executed and may be altered modified and cancelled from time to time by or on behalf of the Association as follows:

- (a) Industrial agreements or any agreement not required by law to be under seal may be executed by the Chief Executive .

- (b) An instrument required by law to be under the Seal of the Association shall be attested by two members of the Executive Council and the Chief Executive PROVIDED ALWAYS that no such documents shall be executed as aforesaid unless a resolution is passed by a majority of the Executive Council that any such agreement or document be entered into by the Association.

#### **24 - THE POWER OF BRINGING INDUSTRIAL DISPUTES BEFORE THE COMMISSION**

- (a) An industrial dispute may be submitted to the Australian Industrial Relations Commission ('Commission') upon a resolution in favour of such submission being carried by a majority of the Executive Council.
- (b) If such a resolution is carried, the Executive Council shall do such acts as are necessary to make such submission effective. The Executive Council may, without limiting in any direction the generality of its powers in this respect, appoint any member or members of the Association or of any other organisation to represent the Association before the Commission including the preparation and filing of documents relating to Commission proceedings.

#### **25 - CHIEF EXECUTIVE**

The Chief Executive shall be appointed by the Executive Council for a term fixed by the Executive Council. His or her salary and other emoluments and conditions of employment shall be as determined from time to time by the Executive Council through the President. He or she shall be under the direction of the Executive Council and shall call all meetings, conduct all correspondence, keep full and correct minutes of all proceedings and meetings, have the custody of all documents belonging to the Association, and perform such other duties as the Executive Council may from time to time appoint or require. He or she need not be a member of the Association.

#### **26 - CHIEF EXECUTIVE'S ACCOUNTING OBLIGATION**

The Chief Executive shall keep the accounts of the Association and shall make up the Annual Statement of Accounts and Balance Sheet of the Association to the last day of June in each year, and shall have these audited as provided in Rule 31. He or she shall receive all entrance fees, subscriptions, and other moneys belonging to the Association, and shall deposit same without undue delay to the credit of the Association in some Bank to be nominated by the Executive Council.

#### **27 - VACANCY IN CHIEF EXECUTIVE'S POSITION**

If the Chief Executive dies, resigns, retires, or is dismissed or the position for any reason becomes vacant during the course of their term, the vacancy may be filled by the Executive Council in accordance with Rule 25.

#### **28 - DUTIES OF CHAIRMAN**

The President, or in his or her absence one of the Vice-Presidents, or in their absence a member of the Executive Council, shall take the chair at all General Meetings or meetings of the Executive Council, superintend the discussions of questions tabled for consideration, preserve order so that business may be conducted in due form and with propriety, and upon the Minutes being confirmed shall sign the same. Such Chairman shall have a deliberative vote and a casting vote.

#### **29 - GENERAL MEETINGS**

- (a) The Annual General Meeting of the Association shall be called by an order of the Executive Council signed by the Chief Executive.

- (b) The Annual General Meeting of the Association shall be held as soon as may conveniently be arranged after the first day of August in each year.
- (c) Notice of the Annual General Meeting shall be posted to each member at the address on the list of members twenty-one clear days at least prior to the meeting.
- (d) At this meeting the Executive Council shall present a report of the affairs of the Association, together with a duly audited statement of accounts prepared by the Chief Executive, and, should an election have been held in that year, the announcement of the election of officers and members of the Executive Council.
- (e) Twenty-five per centum of the members, including members present by proxy, shall constitute a quorum at the Annual General Meeting.
- (f) All business of the Annual General meeting shall be deemed special except the announcement of the Executive Council as elected, the consideration of the accounts balance sheets and ordinary reports of the Association and the appointment of the Auditor.
- (g) Special General Meetings shall be called by the Chief Executive on the direction of the President or the Executive Council or on the written request of not less than six members of the Association. Notice of such Special General Meeting (clearly setting out the matter to be dealt with at such meeting) shall be sent to each member of the Association addressed to him or her at the address on the list of members at least 14 days before the date fixed for the meeting. No other business shall be transacted at such meeting. Twenty-five per centum of the members, including members present by proxy, shall form a quorum at any such meeting.
- (h) The Chairman with the consent of the meeting may adjourn any General Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (i) A member entitled to attend and vote is entitled to appoint a proxy. The proxy need not be a member. To be effective, proxy forms (duly completed) must reach the Chief Executive not less than 48 hours prior to the meeting. The proxy may be in the following form:

I.....of.....  
being a financial member of.....(' the Association')  
hereby appoint..... as my proxy  
to vote and act for me and on my behalf at the.....meeting  
of the Association to be held on the day of ....., and at any  
adjournment thereof.

**30 - VOTING AND POLLS**

- (a) At all meetings of the Association the voting shall be by show of hands unless a poll is required as provided by this Rule. On a show of hands each member present either in person or by proxy shall have one vote. On a poll each member shall have one vote for each \$100 paid by such member by way of subscription levies and contributions for the then current subscription period, any fraction of \$100 in such subscription levies and contributions being disregarded. Those Life and Honorary Members who have an entitlement to vote under Rule 7(b) shall have a minimum of one vote notwithstanding anything in this Rule.
- (b) At any General Meeting unless a poll is demanded by at least four members a declaration by the Chairman that the resolution has been carried and an entry to that effect in the Minute Book of the Association shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- (c) If a poll is demanded by four or more members it shall be taken at such time and in such manner as the Chairman directs and the result of such poll shall be deemed to be the resolution of the Association in General Meeting.

### **31 - THE YEARLY OR OTHER MORE FREQUENT AUDIT OF ACCOUNTS**

- (a) The Annual General Meeting of the Association shall appoint and fix the remuneration of an Auditor or Auditors who shall continue in office until the next Annual General Meeting unless he or she or they shall be previously removed by a majority vote of members of the Association present at any Special Meeting called for that purpose. Any Auditor retiring from office shall be eligible for re-appointment.
- (b) Once at least in every year the accounts of the Association shall be examined and the correctness of the Statement of Income and Expenditure and Balance Sheet ascertained by the Auditor for the time being of the Association.
- (c) The Auditor shall at all reasonable times have access to the books and accounts of the Association and may in relation examine any members of the Executive Council and other officers of the Association.
- (d) Every account of the Association when audited and approved by the General Meeting shall be conclusive except as regards an error discovered within three months after the approval. Whenever any such error is discovered within that period the accounts shall be forthwith corrected and thenceforth shall be conclusive.

### **32 - REGISTER OF MEMBERS**

- (a) The Chief Executive shall keep a register of members in which shall be entered the names and addresses of all members of the Association.
- (b) The register of members and the books of account of the Association shall be open to the inspection of every member of the Association at all reasonable times.

### **33 - ALTERATION OF RULES**

No new Rules shall be made nor any of the existing Rules altered or rescinded unless at a General Meeting specially called for that purpose at least two-thirds of the members present, including those members present by proxy, vote in favour of the proposed addition alteration or repeal.

### **34 - THE MODE IN WHICH THE PROPERTY IS TO BE CONTROLLED AND FUNDS INVESTED**

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

### **35 - THE CONDITIONS UNDER WHICH FUNDS MAY BE DISBURSED**

- (a) No moneys shall be withdrawn from any account of the Association except in such a manner as shall be prescribed by the Executive Council.
- (b) The Chief Executive may be supplied with an amount for the purpose of paying small current expenses, as the Executive Council shall decide.

- (c) A loan, grant or donation of an amount exceeding \$1,000 shall not be made by this Association unless the Executive Council of the Association:
- (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 arrangement for the repayment of the loan are satisfactory; and
  - (b) has approved the making of the loan, grant or donation.

### **36 - LIABILITY**

The members of the Association are not partners nor in any way liable for the acts or defaults of each other.

### **37 - ARREARS**

Legal proceedings for the recovery of an amount payable, by any members or person who has become a member in relation to the person's membership, maybe commenced within 12 months starting on the day on which the amount became payable in the name of the Association by the Chief Executive whether or not the said person is then a member of the Association or not. Any unfinancial member shall not be entitled to attend any meeting of the Association or have a vote at any ballot or poll taken in pursuance of the Rules. A member shall be deemed unfinancial when his or her subscription remains unpaid for 30 days after it becomes due whether demanded or not.

### **38 - SEAL**

The Seal of the Association shall be in the custody of the Chief Executive and shall never be used except by the authority of the Executive Council, previously given in manner provided by these Rules, and in the presence of two members of the Executive Council and the Chief Executive who shall sign every instrument to which the Seal is affixed.

### **39 - DISSOLUTION**

- a) The Association may be dissolved whenever the Association has passed a resolution in favour of dissolution by a majority of not less than two- thirds of the members present personally or by proxy at a General Meeting specially called for that purpose of which seven days' notice has been duly given.
- b) Upon the dissolution of the Association, the property of the Association, not consisting of money, shall be sold.
- c) The proceeds from the sale of property referred to in Rule 39(b), together with any money held by the Association, shall be applied in satisfaction of the debts and liabilities of the Association.
- d) Any money remaining after the satisfaction of the debts and liabilities of the Association shall be distributed amongst members existing at the date of the resolution for dissolution. The money shall be distributed according to the amount of subscription, levies and contributions respectively paid by such members during the whole period of membership.

- e) If the funds of the Association on dissolution shall prove insufficient to meet its liabilities, including the expense of winding up, the deficiency shall be contributed by all members of the Association at the date of the resolution passed in favour of dissolution equally.

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