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**Clubs Australia - Industrial**

I CERTIFY under section 161 of the Fair Work (Registered Organisations) Act 2009 that the pages herein numbered 1 to 19 both inclusive contain a true and correct copy of the registered rules of Clubs Australia - Industrial

DELEGATE OF THE GENERAL MANAGER

 FAIR WORK COMMISSION

Rules of Clubs Australia - Industrial

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RULES OF CLUBS AUSTRALIA - INDUSTRIAL

## 1 - NAME AND INDUSTRY

The name of the Association shall be Clubs Australia - Industrial, hereinafter referred to as "The Association".

The industry for which the Association is formed is that embraced by the conduct of Registered and/or Licensed Clubs which are situated anywhere within the Commonwealth of Australia and its territories.

## 2 - REGISTERED OFFICE

The registered office of the Association shall be at such place as the Council may from time to time determine.

## 3 - OBJECTS

The Association’s objects is to promote, preserve and service the industrial and employment interests and standing of Registered and/or Licensed Clubs throughout the Commonwealth of Australia and its Territories, and to do all acts or things incidental or conducive to the attainment of this object.

## 4 - CONSTITUTION

The Association shall consist of an unlimited number of registered and/or licensed clubs which are or usually are as such employers.

## 5 - MEMBERSHIP

(a) Members must be a registered and/or licensed club.

 Each applicant for membership shall be informed in writing of:-

 (i) the financial obligations arising from membership, and

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

(b) Every applicant for admission to membership shall sign an application for membership in such form as may from time to time be approved by the Council and shall forward or hand same to the Executive Director of the Association.

(c) If such applicant is approved by the Council the applicant shall be and be deemed to be accepted as a member as from the date of such approval.

(d) The application for admission to membership shall be signed by the Secretary of the Club on whose behalf he is acting in seeking such membership of the Association.

(e) Upon acceptance as a member of the Association each Club shall by majority decision of its Board of Directors or, where a member does not have a Board of Directors, the Committee of Management, decide upon and advise to the Association the name of an individual who shall be its representative at all Meetings of the Association and who may vote on behalf of such member.

(f) A member may from time to time by notice to the Association change its representative but such new representative shall not unless elected thereto in the manner herein provided for the election to that office be entitled to hold any office of his predecessor in the Association at the time of them ceasing to be a representative of such member.

## 6 - TERMINATION OF MEMBERSHIP

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

(2) A notice of resignation 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 two weeks 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 Executive Director 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 sub-rule 1.

(6) 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.

## 7 - SUBSCRIPTIONS

Subscriptions of an amount as may be decided from time to time by the Council shall be due and payable to the Association in advance each year.

Notification of all such subscriptions being due shall be forwarded to each member by the Executive Director.

If Council so resolves payment of annual subscription may be in four or less regular instalments payable in advance.

## 8 - UNFINANCIAL MEMBERS AND RECOVERY OF FUNDS

A member owing fees, fines, levies or dues for a period of three months after the same first became due and payable by the member shall be deemed unfinancial and shall not be entitled to any of the rights or privileges of membership or to participate in any ballot of members of the Association or to vote or to speak at any meeting of the Association or to be a candidate for any office or to nominate a candidate thereto.

It shall not be necessary to give any unfinancial member notice of meetings.

If an unfinancial member on being served with a written demand for payment of their arrears forwarded to their address on the Register of Members fails within a period of thirty days thereafter to comply with such demand the Executive Director may be instructed by the Council to sue for recovery of such arrears on behalf of the Association which proceedings the Executive Director is hereby authorised to take in the name of and on behalf of the Association.

The Council may in its discretion upon hearing any reason or explanation given by a member as to why they have not paid the fees, fines, levies or dues payable by them extend the time for payment for such period as it deems fit.

## 9 - MISCONDUCT OF MEMBERS

If any member of the Association be charged by another member of the Association (which charge must be in writing and be delivered to the Executive Director), with:

(a) Refusing to obey any of the Association Rules.

(b) Refusing to abide by a resolution carried at any Meeting of the Association after becoming aware of such Resolution.

(c) Defrauding or attempting to defraud the funds of the Association.

(d) Making a false charge against a fellow member.

(e) Violating the terms of any industrial Award, Agreement or Order of a legally constituted industrial authority; if the representative of a member fails in this regard they may be summoned to a Meeting of the Council where the representative of a member shall be allowed to give an explanation of the alleged conduct. If the member fails to attend the Meeting the matter may be dealt with notwithstanding their absence.

 A member so summoned who fails to attend or to give a satisfactory explanation concerning the charge to such Meeting may be cautioned or fined a sum not exceeding one thousand dollars or be expelled from the Association. A decision to fine or expel a member must be agreed upon by a vote of not less than two-thirds of the members present at such Meeting of the Council.

 The intention of the Council to consider a charge of alleged misconduct against a member shall be stated in the Notice convening the Meeting and the member charged shall be given 14 days' notice of the Meeting at which the charge is to be considered and of the charge made against them; and the representative of a member shall be entitled to attend and be heard at such Meeting.

## 10 - NO RIGHTS ON TERMINATION

Any member who withdraws from membership, or whose membership is otherwise terminated pursuant to these Rules, shall cease to have any claim or interest of any nature whatsoever in the Association, or its funds and/or assets.

## 11 - MEMBERS NOT PARTNERS

The members of the Association are not partners.

## 12 - EXECUTIVE DIRECTOR

There shall be elected by the financial members of the Association an Executive Director. In the event of more than one (1) nomination a secret ballot shall be held in accordance with these rules.

The Executive Director shall be elected for a term of four years.

The Executive Director of the Association shall be its Chief Executive without the right to vote at Meetings.

In addition to carrying out the duties not otherwise specifically provided for by these Rules, the Executive Director shall be responsible, inter alia -

(a) To conduct the affairs of the Association in accordance with the decisions of meetings of members of the Association or of the Council of the Association, including:

* act generally on behalf of the Association in all matters relating to the administration and operations of the Association;
* take all necessary steps to promote the interests of the Association and its members;
* receive all money on account of the Association and keep correct accounts and books showing the financial position of the Association;
* prepare or cause to be prepared and submitted to the Executive regular statements showing the financial position of the Association together with any other information relating to the financial affairs of the Association as the Executive may require;
* prepare annually and submit to the Auditor accounts, statements, books and records showing the financial position of the Association to enable an audit of the accounts of the Association to be carried out;
* keep a proper record of the business transacted at all meetings of the Association, the Executive or any committees thereof; and
* keep custody of all the records of the Association, all minute books and the names and addresses of all Officers of the Association.

(b) To attend Meetings of the Association.

(c) To give effect to the provisions of these Rules.

(d) To represent the Association's interests in all proceedings before industrial tribunals and courts.

(e) To provide a service to all members of the Association by issuing such advice and information as may from time to time be necessary together with instruction and information of an industrial character as may be of benefit and service to members.

(f) To do all things necessary to be done by an organisation registered under the Commonwealth Fair Work (Registered Organisations) Act.

(g) And to carry out any or all such other acts as may be necessary and consistent with the objects of this Association.

Upon election the Executive Director shall continue to hold office, subject to the provisions of Rule 37 hereof.

## 13 - LEVIES

The Council of the Association can impose a levy upon members of an amount equivalent to the annual membership subscription in that year.

Any such levy shall become due and payable by all members within one month from the date of the passing of the resolution imposing same.

## 14 - SPECIAL MEETINGS

The Executive Director shall upon the instructions of the Chairman or in his absence the Deputy Chairman or upon a requisition made in writing signed by any four or more members, convene a Special Meeting.

In the event of a Meeting being requested by requisition, such requisition shall state the reason for which such meeting is desired to be called and the matters proposed to be considered by the meeting. The form of requisition shall be left at the registered office of the Association.

Upon receipt of such requisition, the Executive Director shall forthwith proceed to convene a Special Meeting of Members.

If the Executive Director does not or is unable to proceed to convene the same within twenty-one days from the date of the requisition, the requisitionists may themselves convene a Meeting.

At any Special Meeting convened on the requisition of members, only such business as is specified in the requisition shall be transacted at such Meeting.

## 15 - ANNUAL MEETING

There shall be an Annual Meeting of the Association.

The business of such Meeting shall include consideration of a report of the affairs of the Association during the preceding year which shall be submitted by the Executive Director together with a financial report and balance sheet, duly audited, covering the immediately preceding financial year.

In addition the Annual Meeting may consider and deal with any further matters of which not less than seven days' notification shall have been given to all members.

## 16 - MEETINGS

Meetings of the Council shall be convened as frequently as circumstances may require, on such day or days as the Chairman or in their absence the Deputy Chairman, shall from time to time determine for the despatch of business and may adjourn and otherwise regulate all Meetings and proceedings.

In respect of all Annual, Council or Special Meetings, a minimum of seven days' notice thereof shall be given in writing to all members entitled to be in attendance.

At all meetings of the Association the Chairman or in their absence the Deputy Chairman shall preside. In the event of the absence of the Chairman and Deputy Chairman those present shall elect a Chairman for the particular Meeting.

## 17 - APPOINTMENT OF RETURNING OFFICER

The Association shall at its first General Meeting and at each subsequent Annual Meeting appoint a Returning Officer who need not be a member of the Association but shall not be the holder of any office in the Association and shall not be an employee of the Association.

If the Returning Officer is unable, unwilling or becomes ineligible to act the Council may appoint another Returning Officer who shall hold office until the next Annual Meeting.

## 18 - POWERS OF RETURNING OFFICER

In addition to the powers contained or implied in these Rules a Returning Officer shall take such action and give such directions as are reasonably necessary to ensure that no irregularities occur in or in connection with any election or to remedy any procedural defects and no person shall refuse or fail to comply with any such direction or obstruct or hinder the Returning Officer or any other person in the conduct of the election or the taking of any such action or compliance with any such direction.

In the event of a nomination being defective the Returning Officer shall, before rejecting the nomination, notify the person concerned of the defect giving him the opportunity to remedy such defect/s and where practicable, the Returning Officer shall notify the person concerned of any defect/s not less than two (2) days after the Returning Officer receives the nomination and, where practicable, allow them not less than seven (7) days to remedy the defect/s.

## 19 - COUNCIL

There shall be a Council of the Association which shall comprise of not more than one representative of a Club which nominates from each of the following:

* New South Wales
* Victoria
* Queensland
* Western Australia
* South Australia
* Tasmania
* The Australian Capital Territory; and
* The Northern Territory.

From these representatives will be elected a Chairman and Deputy Chairman whom shall hold office for a term of four (4) years.

The Council shall have power of administration to control the funds and property of the Association and do all such things for which these Rules provide, but subject always to such instructions and directions as may be decided at any Annual or Special Meeting of the Association.

The Council shall have the power to authorise and approve a loan, grant or donation provided that if the amount of such loan, grant or donation exceeds

$1,000.00, the Council shall satisfy itself that:-

(i) 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.

## 20 - ELECTION OF COUNCIL MEMBERS

Nominations for office of Council Member shall be as provided for by these Rules.

Persons eligible to be nominated as a Council Member shall be the representative of a member as provided for in Rule 5 hereof.

A Council Member for a State or Territory can only be elected by members of Clubs Australia - Industrial located in that State or Territory.

## 21 - ELECTION OF CHAIRMAN, DEPUTY CHAIRMAN

Nominations for the offices of Chairman and Deputy Chairman shall be as provided for by these Rules.

Persons eligible for such nominations shall be the Members of the Council of the Association and shall be elected by Members of the Council of the Association.

Nominations shall clearly indicate the particular office to which the nomination is made.

If only the required number of nominations are received the Returning Officer shall at the Annual Meeting in the year which an election is required declare the person or persons so nominated elected unopposed.

If more than the number of nominations required to fill any office are received, an election shall be taken by a secret ballot as provided for in these Rules.

## 22 - REPRESENTATION OF ASSOCIATION

In any matters in which the interests of the Association or its members may be involved which require representation of the Association, the Council may appoint a person or persons as its representatives to act in such manner as they may be instructed.

## 23 - REMOVAL OF MEMBERS' REPRESENTATIVES AND OFFICERS

Should any representative of a member or Officer of the Association be charged in accordance with these rules or misappropriation of funds of the Association, or a substantial breach of the rules of the Association, or gross misbehaviour or gross neglect of duty, or has ceased in accordance with the Rules of the Association to be eligible to hold office, a charge shall be made in writing and signed on behalf of the member making same.

The representative of a Member or Officer against whom the charge is made shall be given at least fourteen days' notice in writing of a Meeting of the council called to deal with such charge together with particulars of the charge.

The person charged shall be entitled to attend such Meeting and be heard in his own defence.

If the majority of the Council members present and voting resolve that the charge has been proved the offender may by resolution of the Council be removed from any or all of the offices held in the Association.

If the person against whom Council resolves that the charge has been proved is the representative of a member as provided for in Rule 5 hereof, such member may be required to appoint a new representative to the Association.

The person charged shall not be permitted to exercise their vote, if any, on the question of their removal from office or on the question of whether or not the charge is proved.

## 24 - CASUAL VACANCIES

A casual vacancy (howsoever occurring) in the office of Executive Director, Councillor, Chairman or Deputy Chairman, shall be filled in the following manner:

(i) where the unexpired portion of the term of office in which the vacancy occurs does not exceed three years, the Council may fill such vacancy by appointment of any person qualified pursuant to these rules to be elected to such office;

(ii) where the unexpired portion of the term of the office in which the vacancy occurs exceeds three years, the Council may fill such vacancy by appointment of any person qualified pursuant to these rules to be elected to such office until an election is held, provided that no person so appointed shall hold office for a period exceeding six months.

Any person so elected or appointed, shall take office from the date of appointment by the Council or from the date of the declaration of his election and shall hold office until the expiration of the term of the person he replaces or until a successor thereto is elected and takes office.

Any election held as required by this rule shall be conducted by the Returning Officer in accordance with the provisions of these rules applicable to the conduct of elections.

## 25 - REMOVAL OF MEMBER

The Council is able by resolution of the majority of its members to terminate the membership of any member, which becomes bankrupt or insolvent or makes an assignment for the benefit of, or compromises with its creditors.

Any member against whom action is proposed to be taken as provided for in this Rule shall be given at least fourteen days' notice in writing of the date of the Meeting at which such default as referred to in this Rule will be considered together with particulars of the charge.

Such member may submit in writing any particulars relating to the alleged default for consideration by the council at the time of such matter being dealt with or may cause its representative as referred to in Rule 5 hereof, to attend such meeting to offer information relating to such alleged default.

## 26 - ACCOUNTS

The Executive Director shall keep or cause to be kept proper accounts with respect to -

(a) All sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place.

(b) All sales and purchases of goods by the Association.

(c) The assets, credits and liabilities of the Association.

(d) Such accounts shall be kept at such place as the Council may direct and shall always be open to the inspection of the Council.

## 26A - FINANCIAL REQUIREMENTS

**(1) Definitions**

For the purpose of rule 26A:

‘board’ means a group of persons who supervise, govern or otherwise have oversight of a corporation, organisation, association or other like body including a Board of Directors.

‘disclosure period’ means the financial year unless a shorter period is specified.

A person is a ‘declared person or body’ if:

(i) an officer of the Association has disclosed a material personal interest under sub-rule 4(A); and

(ii) the interest relates to, or is in, the person or body; and

(iii) the officer has not notified the Association that the officer no longer has the interest.

‘financial duties’ includes duties that relate to the financial management of the Association.

‘General Manager’ means the General Manager of Fair Work Commission.

‘non-cash benefit’ means property or services in any form other than money, but does not include a computer, mobile phone or other electronic device that is used only or mainly for work purposes.

‘peak council’ has the same meaning as defined by section 12 of the *Fair Work Act 2009.*

‘office’ has the same meaning as defined by section 9 of the *Fair Work (Registered Organisations) Act.*

‘officer’ has the same meaning as defined by section 6 of the *Fair Work (Registered Organisations) Act 2009.*

‘related party’ has the same meaning as defined by section 9B of the *Fair Work (Registered Organisations) Act 2009*.

‘relative’ in relation to a person, means:

(i) parent, step parent, child, stepchild, grandparent, grandchild, brother or sister of the person; or

(ii) the spouse of the first mentioned person.

‘relevant remuneration’ in relation to an officer of the Association for a disclosure period is the sum of the following:

(i) any remuneration disclosed to the Association by the officer under sub-rule 3(A) during the disclosure period;

(ii) any remuneration paid during the disclosure period, to the officer of the Association*.*

‘relevant non-cash benefits’ in relation to an officer of the Association for a disclosure period means the non-cash benefits provided to the officer, at any time during the disclosure period, in connection with the performance of the officer’s duties as an officer, by the Association or by a related party of the Association.

‘remuneration’:

(i) includes pay, wages, salary, fees, allowances, leave, benefits or other entitlements; but

(ii) does not include a non-cash benefit; and

(iii) does not include the reimbursement or payment of reasonable expenses for the costs incurred in the course of the officer carrying out his or her duties.

**(2) The Association shall develop and implement policies and procedures relating to the expenditure of the Association.**

**(3) Disclosure of officer’s relevant remuneration and non-cash benefits**

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

a) because the officer is a member of a board, if:

i. the officer is a member of the board only because the officer is an officer of the organisation; or

ii. the officer was nominated for the position as a member of the board by the Association, a branch of the Association, or a peak council; or

b) by any related party of the Association in connection with the performance of the officers’ duties as an officer.

B. The disclosure required by sub-rule (A) shall be made to the Association:

a) as soon as practicable after the remuneration is paid to the officer; and

b) in writing.

C. An Association shall disclose to the members of the Association:

a) the identity of the officers who are the five highest paid in terms of relevant remuneration for the disclosure period, and

b) for those officers:

i. the actual amount of the officers’ relevant remuneration for the disclosure period; and

ii. either the value of the officers’ relevant non-cash benefits, or the form of the officers’ relevant non-cash benefits, for the disclosure period.

D. For the purposes of sub-rule (C), the disclosure shall be made:

a) in relation to each financial year;

b) within six months after the end of the financial year; and

c) in writing.

**(4) Disclosure of officer’s material personal interests**

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

a) the officer has or acquires; or

b) a relative of the officer has or acquires;

that relates to the affairs of the Association.

B. The disclosure required by sub-rule (A) shall be made to the Association:

a) as soon as practicable after the interest is acquired; and

b) in writing.

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

D. For the purposes of sub-rule (C), the disclosures shall be made:

a) in relation to each financial year;

b) within six months after the end of the financial year; and

c) in writing.

**(5) Disclosure by Association of payments**

A. The Association shall disclose to the members of the Association either:

a) each payment made by the Association, during the disclosure period:

i. to a related party of the Association; or

ii. to a declared person or body of the Association; or

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

i. to each related party of the Association; or

ii. to each declared person or body of the Association.

B. Sub-rule (A) does not apply to a payment made to a related party if the payment consists of amounts deducted by the Association from remuneration payable to officers or employees of the Association.

C. For the purposes of sub-rule (A), the disclosures shall be made:

a) in relation to each financial year;

b) within six months after the end of the financial year; and

c) in writing.

**(6) Financial management training**

Within six months after an officer begins to hold an office, each officer of the Association whose duties include financial duties must complete training that:

(i) has been approved by the General Manager under section 154C of the *Fair Work (Registered Organisations) Act 2009*; and

(ii) that covers each of the officer’s financial duties.

## 27 - APPOINTMENT OF AUDITOR

The Council shall each year appoint as Auditor or Auditors a person who:

(i) is a member of CPA Australia, The Institute of Charted Accountants in Australia or the National Institute of Accountants; and

(ii) holds a current Public Practice Certificate.

The Auditor or Auditors shall not be members of the Association and shall conduct an audit of the Association's accounts as provided for in these Rules.

Such Auditor or Auditors shall be paid fees as may be approved by the Council.

The annual appointment or re-appointment of Auditors shall be made at the first Meeting of Council to be held after each Annual Meeting.

In the event of the Auditor or Auditors being unable to act or refusing to act, Council may appoint an Auditor or Auditors to the vacancy.

For the purpose of complying with this Rule the Auditor or Auditors shall have access to and may examine all books, papers, deeds, documents, records and accounts of the Association and may examine any office-bearer or officer of the Association with regard to the accounts and any such person shall give the Auditor such assistance and information as they may reasonably require.

In order to comply with the foregoing the Auditor shall cause to be prepared each year a Balance Sheet and Income and Expenditure Account made up to the end of the financial year, which shall, together with a report of the Executive Director, and the Auditor's report, be laid before the Annual General Meeting of the Association.

All cheques, negotiable instruments and moneys belonging to the Association shall forthwith upon receipt thereof be paid to the credit of the Association at such bank as may be decided by Council.

## 28 - ALTERATION OF RULES

No new Rule shall be made, nor shall any part of the Rules herein contained or hereafter to be made be altered or rescinded, unless by resolution of a two-thirds decision of members present in person or voting by proxy at a Special Meeting called for that purpose and of which notice in writing in accordance with Rule 30 hereof shall have been given to all members containing full particulars of all proposed amendments and the time, date and place of such Meeting.

## 29 - INDEMNIFICATION

Every office-bearer and member of the Association, Officer or servant of the Association shall be indemnified out of the funds of the Association, and it shall be the duty of the Council out of the funds of the Association to pay all costs, losses and expenses which any such member or persons may incur or become liable to by reason of any contact entered into or act or thing done by them as such Office-Bearer, Member, Officer or Servant in any way in discharging their duty while acting under and in accordance with the instructions of the Association and/or Council, except when same shall happen by or through their own wilful default.

## 30 - NOTICES

Notices may be given to any member by sending notification by pre-paid post to the representative of such member at the address in the Register of Members or by email to the representative of such member.

Notices of Meetings of the Council shall be sent direct to the persons for the time being comprising the Council.

## 31 - QUORUMS

Quorums for Meetings except as otherwise provided for in these Rules shall be one-quarter (either present in person or represented by proxy) of the number entitled to be in attendance at any such Meetings.

If the quorum results in a fraction, the fraction shall be disregarded for the purpose of this Rule.

The quorums for Annual and General Meetings shall be a minimum of fifteen (15) persons or persons representing 15% of members (whichever is the lesser) present in person or represented by proxy.

## 32 - PROXIES

Voting by proxy is permitted at any Meeting.

Every instrument of proxy shall be in writing signed by an authorised person on behalf of the member and which shall be given to the Chairman prior to the commencement of the meeting to which such proxy relates.

## 33 - ELECTIONS

Where in accordance with these Rules it is necessary for an election to take place, such shall be conducted by a Returning Officer in the manner provided for in these Rules.

In all instances of elections and/or voting by members, each member of the Association shall have one vote which shall be cast by the representative of a member as referred to in Rule 5 (d) and (e) hereof, or by a proxy vote on behalf of such member.

The roll of voters for any ballot for any direct voting system election required under these rules is to be closed (seven (7) days before the day on which nominations for the election open.

## 34 - TRANSFER OF BUSINESS

Each member shall within 14 days after;

(a) the business, or part of the business, of a member of the Association is assigned or transferred to a person who is not a member of the Association; or

(b) such a person succeeds to the business, or part of the business, of a member of the Association;

notify the Association in writing of the assignment, transfer or succession.

## 35 - DUTIES OF CHAIRMAN

The Chairman shall be responsible for the following functions in addition to any other requirements which shall arise and not in conflict with these Rules -

(a) Preside at all Meetings of the Association and/or Council at which they are present and preserve order in order that business may be conducted in due form and with proprietary and in conformity with these Rules and the Rules of debate.

(b) Upon confirmation of the Minutes, sign them in the presence of the Meeting.

(c) Instruct the Executive Director to call all Meetings of the Association and council as and when necessary or requisite in accordance with these Rules.

(d) Sign all documents requiring the Chairman’s signature as Chief Officer of the Association.

(e) Attest the affixing of the official seal of the Association to any documents when so authorised.

## 36 - DUTIES OF DEPUTY CHAIRMAN

The Deputy Chairman shall assist the Chairman in the conduct of the business of the Association and shall in the absence or incapacity of the Chairman, act in the Chairman’s place and whilst so acting, shall have the duties and the powers of the Chairman.

## 37 - REMOVAL OF EXECUTIVE DIRECTOR

The removal of the Executive Director from office, if necessary, shall be in accordance with Rule 24 hereof and the terms of employment of the Executive Director may be as agreed upon between the Council and the Executive Director.

## 38 - SEAL

The Association shall have an official Seal which shall be kept in the custody of the Executive Director.

The Seal shall be affixed to all documents and instruments required to be under Seal but shall only be so affixed by authority of a resolution of Council.

The affixing of the Seal shall be by the Chairman or Deputy Chairman and the Executive Director.

## 39 - ABSENCE OF OFFICERS

Leave of absence may be granted to any officer of the Association upon application to the Council.

If an officer of the Association being Chairman, Deputy Chairman or a member of Council, fails to attend three successive meetings unless leave of absence has firstly been obtained, such person shall if so resolved by Council, cease to hold the office which shall then be deemed to be vacant and to which a successor may be appointed in accordance with these Rules.

## 40 - REGISTER OF MEMBERS

A register of Members shall be maintained by the Executive Director which shall contain the name, address, and representative of each Club which is a member. Such Register shall be retained at the office of the Association.

## 41 - PURGING OF REGISTER

The Executive Director shall from time to time as and when directed by Council, strike off the register of members the names of members owing fees, fines, levies, or other sums due and payable to the Association in accordance with these Rules for a period of more than three months, but such members so struck off shall be free from liability for arrears due at the date of being struck off and as from the date of removal from the Register of Members, they shall cease to be members of the Association.

Any member whose name is so struck off shall not be re-admitted to membership unless and until such member pays all moneys due by the member to the Association at the date of so being struck off and any fees, fines, levies or sums which would have been payable in accordance with these Rules, had they not been so struck off.

## 42 - SCRUTINEERS

In the election of an officer of the Association any duly nominated candidate may appoint by writing any other representative of a member of the Association who is not a candidate for that election to act as scrutineer on their behalf at that election and such candidate may appoint any other representative of a member of the Association in substitution for or in place of that person.

All scrutineers shall, so far as possible, having regard to the time of their appointment be entitled to observe the posting of nomination forms and the consideration thereof on return and be entitled to inspect the nomination forms and observe the form and distribution of ballot papers, the collection of ballot papers on their return, the checking of votes, the admission and counting of votes, the conduct of the determination of the election by lot and the declaration of the ballot.

In every case it shall be the right and duty of the scrutineer to observe any act performed or directed by the Returning Officer which may affect the result of the election and the Returning Officer shall take all reasonable steps by notification or otherwise to enable each scrutineer to exercise this right, but no election shall be vitiated by reason of the fact that a scrutineer does not, in fact, exercise all or any of such rights if he has had a reasonable opportunity so to do.

A scrutineer shall direct the attention of the Returning Officer to any irregularity they may detect whether in the nomination forms, the form or distribution of ballot papers, the admission of the right of any person to vote, the admission or counting of ballot papers or in respect of any other matter to be observed or done under these Rules in connection with elections.

A scrutineer shall do all things necessary so that the conduct of an election shall conform to these Rules and so that the secrecy of the ballot shall be preserved and that no irregularity can occur in connection with the election.

## 43 - BALLOT FOR ELECTION

When an election for an office of the Association is to take place as required by these Rules the Returning Officer shall -

(a) Immediately forward by prepaid post to each member entitled to vote at the address appearing in the register of members a nomination form for each election which is to be held and on which shall appear a notification -

 (i) of the closing date for the receipt of nominations which shall not be less than 14 days nor more than 30 days after the Returning Officer so posts the last of the nomination forms to a member after which closing date nomination forms will not be accepted;

 (ii) that a nomination will not be valid unless a written consent signed by the nominee is received by the Returning Officer prior to the closing date; and

 (iii) of the address at which nomination forms and acceptances of nominations may be handed or posted to the Returning Officer.

 A candidate for election to an office of the Association may be nominated by a financial member of the Association. Such nomination shall be signed by the Chairman or Secretary of such member.

 If only the number of accepted nomination forms required to fill any office or offices is received by such closing date the Returning Officer shall declare the person or persons so nominated elected unopposed and advise members of such declaration.

 If more than the number of accepted nominations required to fill any office or offices is received by such closing date the Returning Officer shall -

(b) Permit any duly nominated candidate to appoint by notice in writing signed by them any representative of a member as their scrutineer to represent them at the election.

(c) Prepare or cause to be prepared such number of ballot papers as are necessary and upon which ballot papers the names of the duly nominated candidates appear in alphabetical order. One ballot paper may contain provision for voting in respect of more than one election.

(d) Direct the member to strike out on the ballot paper the name of each candidate for whom they do not desire to vote and thereafter to so fold the ballot paper that the marking thereon is not visible until the ballot paper is unfolded.

(e) Within 14 days of the close of nominations forward by prepaid post to each member at its address appearing in the said Register a ballot paper which they shall have initialled for each such election together with a declaration envelope and a prepaid envelope, both in the form prescribed by the Fair Work (Registered Organisations) Regulations 2009, that may be posted without expense addressed to the Returning Officer at the address arranged by the Returning Officer for the return of ballot papers as hereinafter provided. Provided that where any member eligible to vote has lodged with the Returning Officer prior to the distribution of ballot papers, a written request for an absentee vote, together with an address at which they can receive communications, a ballot paper shall be directed to the address so specified.

(f) With each such ballot paper forwarded to each member a notification -

 (i) of the closing date for the receipt by them of returned ballot Papers (which shall be in not less than 7 days and not more than 14 days after the posting of the last of such ballot papers) and -

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

(g) Hire or otherwise arrange for a post office box or other receptacle to which ballot papers may be forwarded to the Returning Officer and arrange as far as possible that such box or receptacle shall not be available to be opened by anyone but the Returning Officer.

(h) After the closing date collect the envelope containing the ballot papers and check the same to ensure that no votes are cast except by members entitled to vote and that no such member casts more than the correct number of votes, and having so done, mix the envelopes containing the ballot papers so that identification becomes impossible and then open same.

(i) Admit properly marked ballot papers and count the votes thereon indicated.

(j) If only one candidate is to be elected and two or more have an equal number of votes and more than any other candidate, determine by lot between the equal candidates which shall be elected and declare such candidate elected.

(k) If more than one candidate is to be elected and more than two have an equal number of votes and more than any other candidate, or more than any other candidate but one, determine by lot between the equal candidates the candidate or candidates as the case may be which shall be elected and declare one or more of the candidates duly elected.

(l) If there be one candidate nominated from not more than one Club in:

* New South Wales
* Victoria
* Queensland
* Western Australia
* South Australia
* Tasmania
* The Australian Capital Territory;
* The Northern Territory

apart from the Chairman and Deputy Chairman such persons shall be declared elected. If there be less than five candidates elected further nominations shall be called for as provided for by Rule (a) hereof from each of the above Australian States or Territories which a candidate was not nominated after which a further election to fill the remaining vacancies in those States and Territories shall be carried out as provided for in this Rule.

(m) Declare the candidate or candidates as the case may be receiving the majority of votes or elected by lot or otherwise duly elected and advise such members of such declaration.

## 44 - VOTING

No representative of a member shall mark a ballot paper or the envelope containing the same with their name or otherwise publish or disclose their identity thereon or therein except to sign their name on the outside of the external envelope containing the envelope within which is the ballot paper.

A representative of a member shall indicate his preference by striking out the name of the candidate or candidates for whom he does not desire to vote.

## 45 - INDUSTRIAL AWARDS AND AGREEMENTS

It shall be competent for the Association to be represented before any industrial authorities, either Commonwealth or State in any matters in which its members may be interested and to become a party to be bound by any such decisions which may apply to its members.

Industrial Agreements and other instruments may be made by or on behalf of the Association as follows -

An Industrial Agreement and any instrument not required by Law to be under Seal may be executed by the Chairman, or Deputy Chairman and the Executive Director.

Any instrument required by Law to be under Seal shall be executed under the Seal of the Association and shall be signed by the Chairman or the Deputy Chairman and the Executive Director.

Decisions relating to any of the matters referred to in this Rule may be resolved by a majority vote of the Council as provided for in these Rules.

## 46 - DISSOLUTION OF THE ASSOCIATION

For the dissolution of the Association the affirmative vote of two-thirds of the members shall be requisite, such vote to be taken by ballot at a Special Meeting of which at least fourteen days' notice in writing shall have been given by the Executive Director stating the objects for which such Meeting is being called.

## 47 - DISBURSEMENT OF FUNDS

Upon the dissolution of the Association, or should it become defunct, the remaining funds and assets, after payment of all debts then due, shall be transferred to Clubs Australia.

## 48 - TRANSITIONAL PROVISIONS

Notwithstanding the foregoing, existing office holders as at 24 January 2011 may continue to hold office until the next Annual Meeting of the Association following the General Manager of Fair Work Australia certifying alteration of the rules of the Association (other than to the name and eligibility rule) decided upon by the membership of the Association at the Special Meeting held on 24 January 2011.

Nothing in this rule shall prevent an office holder resigning their office or casual vacancies being filled prior to that Anuual Meeting.

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