115N: Incorporates alterations of 24 November 2021 [R2021/150]

(replaces rulebook dated 11 December 2020 [R2020/74])

I CERTIFY under section 161 of the Fair Work (Registered Organisations) Act

2009 that the pages herein numbered 1 to 23 both inclusive contain a true and

correct copy of the registered rules of the Accommodation Association of Australia.

DELEGATE OF THE GENERAL MANAGER

FAIR WORK COMMISSION

[IMPORTANT: Enquiries about these rules or other rules relating to this organisation which are currently in force may be directed to any office of the Fair Work Commission]

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RULES OF ACCOMMODATION ASSOCIATION OF AUSTRALIA

## 1 - NAME

The name of the Association is the Accommodation Association of Australia.

## 2 - DEFINITIONS

In the interpretation of these Rules, unless the context otherwise requires, the following words and expressions shall have the meanings hereinafter:

“**Act**”,means the *Fair Work (Registered Organisations) Act 2009*, as amended from time to time, and includes regulations made under that Act.

"**Association**", means the association of employers named in Rule 1.

## 3 - INDUSTRY

The Industry for which the Association is formed is that situated within the Commonwealth of Australia and its Territories in or in connection with the conduct of -

A. Motor inns and or motels and without limiting the generality of the foregoing.

B. Unlicensed private hotels, serviced apartments, time share facilities, health or recreational farms, guest houses, ski lodges (except in the State of Victoria), holiday flats/units, holiday ranches or farms, condominiums, and establishments of a like nature to any of the foregoing whilst primarily providing short term accommodation.

C. Restaurants, function centres, convention centres or like facilities, ancilliary to or part of any of the above.

Provided that B and C shall not include - registered or licensed clubs providing accommodation to members and/or members guests on club premises or at premises owned and operated by such a club solely for the use and enjoyment of members and/or their guests which are not available to the general public.

D. Accommodation parks, including:

1. caravan parks (land, including camping ground, on which caravans, or caravans and other moveable dwellings, have been or are to be placed, installed or erected) or
2. manufactured home estates (land on which manufactured homes have been, are,

or are to be placed).

## 4 – CONSTITUTION

The Association shall consist of an unlimited number of employers engaged in the industry.

## 5 - REGISTERED OFFICE

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

## 6 - OBJECTS

(1) The objects for which the Association is established are:

(a) To keep business open and competitive.

(b) To effect a thorough organisation of interests embraced by members with a view to improving the conditions of the industry in every proper and lawful manner.

(c) To promote the interests of the members in the Association throughout the Commonwealth of Australia and its territories and/or abroad.

(d) To improve within Australia and/or abroad the relations of members of the Association between themselves and kindred Associations.

(e) To secure to the members of the Association all the advantages of unity of action, and to protect the interests of members in any lawful manner whatsoever in all matters relating to the said industry.

(f) To accept affiliation or membership of, or to affiliate or become a member of any Association having kindred or like interests to this Association or as may be determined by the Council.

(g) To discuss and consider questions and matters concerning and affecting the common and separate interests of members, to collect and disseminate from time to time information on matters affecting such interests and to print, circulate and publish such papers, books, magazines and circulars and carry on such literary undertaking as may be conducive to these objects.

(h) To petition Parliament on any matter affecting the Association members collectively or individually and to communicate the opinions of the Association separately or unitedly to any Government or to the various Departments thereof by letter, memorial, deputation or otherwise.

(i) To originate and suggest amendments to the laws affecting the interests of members and to support and/or oppose alterations therein and to endeavour to effect improvements in administration and to promote and/or oppose legislation and other measures affecting such members and to take such steps and proceedings as may be deemed expedient to the interests of members.

(j) To purchase, sell, lease, mortgage, charge, exchange, or otherwise dispose of any real or personal property as may be determined by the Council and to apply both capital or income therefrom and the proceeds of the sale or mortgage thereof, for or towards all or any of the objects herein specified.

(k) To borrow, raise or give security for any money on such terms as the Association may think fit.

(l) To invest and deal with the funds and moneys of the Association in and upon such securities and investments and in such manner and on such terms and conditions as may from time to time be determined and from time to time vary and release such securities and investments.

(m) To establish and to accept Trusts having for their objects the welfare and benefit of any member or members, their dependants, or to enable the Association to more effectively attain the objects herein mentioned.

(n) To pay out of the funds of the Association all expenses of or incidental to the formation and management of the Association or carrying out of its objects including the payment of salaries to persons employed.

(o) To take such action as may be necessary or advisable to regulate and determine the rates of pay and conditions of employment of employees of members or of employees in the industry, either under the *Fair Work Act 2009* or under the laws of the several States or Territories of the Commonwealth or otherwise.

(p) To take such steps as may be necessary to effect registration of the Association as an organisation of employers for the purpose of the Actand any other legislation involving matters of interest to its members.

(q) To do all such lawful acts and things as are incidental or conducive to the attainment of the above objects.

(r) The Association may involve itself or its members in any form of regulation of terms of sales and/or prices of any products and may enter into any arrangements which may require registration within the terms of the *Competition and Consumer Act 2010* (Commonwealth) or any other like Act of any of the States.

(s) To represent the interests of person or entities of the business activities that generate income from the provision of accommodation and related or ancillary services.

(t) To promote the welfare of the short term accommodation and the greater tourism industry to foster the advancement, professionalism and integrity across Australia.

(2) In furtherance of its objects under subrule (1), the Association shall not make any distribution of its income and assets to its members, *provided that* “distribution” shall not be taken to include payment of debts and liabilities due, or the payment of loans, grants or donations.

## 7 – ADMISSION TO MEMBERSHIP

(a) 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.

(b) The Executive Director of the Association shall inform applicants for membership, 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.

(c) Upon receipt by the Executive Director of a duly completed Application for Membership form, together with any fees as may be payable, such applicant shall be deemed to be a member of the Association from such date, subject to final ratification by the Council, at its next following meeting or any subsequent meeting. Should the Council not ratify such Application for Membership, any fees paid shall be refunded to the applicant.

## 8 – MEMBER REPRESENTATIVE

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

(2) The appointment is only effective when written notice is given to the Executive Director from the manager or secretary of the member.

(3) A duly appointed representative will be able to exercise all the privileges of the member under these rules (except the power of appointing a representative) and will be eligible to be an office holder, subject to the other terms of these rules, in the same way as an individual member.

## 9 - HONORARY MEMBERS

Any person or member who in the opinion of the Council has given exceptional service to the Association may be elected by it as an Honorary Member of the Association. An Honorary Member shall not be liable to pay any annual subscription or levies otherwise payable by an ordinary member. If an Honorary Member is not eligible to be an ordinary member in accordance with these Rules, that person or member shall have all the rights and privileges of membership but shall not be entitled to vote, nominate or be elected to office.

## 10 – ASSOCIATE MEMBERS

Any employer not eligible for membership of the Association under rule 4 but who carries on a bona fide business actively engaged in connection with the industry of the Association interpreted in its broadest sense may be admitted by the Council as an Associate member of the Association and be known as ‘Associate member’ provided that:

(a) Application for admission as an Associate member shall be in a form prescribed from time to time by the Council; and

(b) The fees payable by and the services provided to Associate members shall be determined from time to time by the Council; and

(c) Associate members shall not be entitled to hold office in the Association or to vote, nominate candidates for any office, or hold office in the Association.

## 11 - COUNTERPART ARRANGEMENTS WITH ASSOCIATED ENTITIES

(1) The Association may enter into an arrangement with an Associated Entity, provided that:

(a) The membership of the Associated Entity is, or purports to be, composed of substantially the same members as the Association; and

(b) The Associated Entity has, or purport to have, officers who are substantially the same as the designated officers of the Association.

(2) Where an arrangement under sub-rule (1) is in place:

(a) Admission to membership (if eligible for membership of the Association) of the Associated Entity may be treated as admission to membership of the Association without separate payment of fees (which include entry fee, subscriptions and/or levies) to the Association; and

(b) Financial members of the Associated Entity which have been admitted to membership under subparagraph (a) will be treated as financial members of the Association for all purposes under these Rules; and

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

## 12 – RESIGNATION FROM MEMBERSHIP

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

2. Such notice takes effect;

a) where the member is no longer eligible to be a member;

(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 ceased to be eligible as a member;

whichever is the later; or

b) in any other case;

(i) at the end of 2 weeks after the notice is received by the Association; or

(ii) on the day specified in the notice;

whichever is later.

3. Any subscriptions payable but not paid by a former member, in relation to a period before the member's resignation 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 is valid even if it is not affected 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.

## 13 - TERMINATION OF MEMBERSHIP

(1) A member will automatically cease to be a member in the following circumstances:

(a) the member resigns membership in accordance with Rule 12;

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

(c) if the member’s membership is terminated by the Association in accordance with this Rule;

(2) Membership of the Association may also cease and be terminated in the following circumstances:

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

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

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

(d) if the Council passes a resolution that the member be terminated on the basis of the Council being satisfied that the member has:

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

(ii) willfully or negligently acted contrary to the interests of the Association or acted in any way to bring the Association into disrepute;

(iii) failed to observe a lawful resolution of the Council, which had been notified to the member; or

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

provided that:

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

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

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

(e) Subject to the determination of the Association, as an alternative to termination of membership, the member may be reprimanded and/or fined up to $400.

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

(4) For the purpose of this rule, "Breach" means a breach of the Act, these Rules, or any resolution or decision of the Council or General Meeting of which the person had been notified.

## 14 - ASSIGNMENT, TRANSFER OR SUCCESSION OF BUSINESS

Members of the Association shall, within 14 days after:

a) assigning or transferring their business, or part thereof, to a person who is not a member of the Association; or

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

notify the Association of the assignment, transfer or succession.

## 15 - ENTRY FEE AND SUBSCRIPTION

(1) Subject to Rule 11, the entry fee and/or subscription, if any, for each member, shall be determined by the Council which shall be payable to the Association. Unless otherwise determined by the Council the subscription shall be paid 12 months in advance. The entry fee and subscription for the first year, if any, shall be calculated on a pro rata basis having regard to the balance of the period for which the annual subscription is due and payable from the date of membership commencing

(2) Notwithstanding subrule (1), a member paying subscriptions by an instalment arrangement approved by the 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.

## 16 - LEVIES

It shall be competent for the Council of the Association to impose a levy upon members. Such levy shall not exceed in any calendar year the amount of a member's annual subscription and shall become due and payable by members forthwith upon the passing of the resolution imposing same.

## 17 - UNFINANCIAL MEMBERS

Subject to Rule 11, any member failing to pay a subscription and/or levy within 3 calendar months after notification to the member by the Executive Director shall be disqualified from taking part in any proceedings of the Association whilst such subscription and/or levy remains unpaid, but upon payment of such subscription and/or levy such membership shall continue as if the member had not been unfinancial. If a member has not paid any subscription and/or levy within 3 calendar months of notification, the Council may terminate the membership of such unfinancial member, subject to the Council so deciding under sub rule 13(2).

## 18 - ANNUAL GENERAL MEETING

There shall be an Annual General Meeting of the Association held not later than 6 months after the end of the financial year (30 June) each calendar year. A minimum of 14 days' notice thereof shall be given to all members of the Association.

At such Meeting, a report of the affairs of the Association during the preceding year ended 30 June shall be submitted by the President, together with a Financial Report and Balance Sheet, duly audited.

## 19 - SPECIAL GENERAL MEETINGS

(a) At the request of the President or the Council or upon a requisition signed by not less than 5% of the total membership the Executive Director shall convene a special general meeting of the Association. Any requisition shall state the cause for which the general meeting is desired to be called and shall be left at the registered office of the Association. If the Executive Director does not proceed to convene the meeting within 14 days of the date of ~~the~~ receipt at the office of the Association the requisitionists may themselves convene a meeting by giving 14 days' notice in writing to all members of the Association.

(b) At any special general meeting convened on the requisition of members only such business as is specified in the requisition shall be transacted at such meeting.

## 20 – SERIES OF GENERAL MEETINGS

(1) The Council, at its complete discretion, may determine to convene a series of general meetings at different locations such that the particular general meeting is taken to have occurred and been completed at the time of the conclusion of the last of the meetings of the series.

(2) The Council may invite a representative or representatives of any affiliated Association or a member to attend Council meetings as an observer but such observer shall not vote or have the right to vote.

## 21 - ATTENDANCE AT GENERAL MEETINGS

Each member shall be entitled to attend all General Meetings of the Association as follows:

(a) In the case of a member who is an individual, personally.

(b) In the case of a member which is a partnership, by any partner provided that only one partner may vote on behalf of such member, although two or more partners may attend any General Meeting of the Association.

(c) In the case of a member which is a corporation by any person duly appointed under Rule 8.

## 22 - CHAIR

At all Meetings of the Association and Council thereof, the President shall preside or, in the absence of the President, the Vice-President shall occupy the Chair and in the absence of both, those present shall appoint a Chair for the Meeting.

## 23 - PROXIES

Voting by proxy is permitted at any General or Council Meeting. Every instrument of proxy shall be in writing and signed by an authorised person on behalf of the member and shall be forwarded to the Executive Director 48 hours before such Meeting.

## 24 - NOTICES

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

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

## 25 - QUORUMS

Quorums for Meetings (either present in person or represented by proxy) shall be as follows:

(a) Council Meetings Four (4)

(b) Special General Meetings Five (5)

(c) Annual General Meetings Five (5)

## 26 – MEETINGS BY ALTERNATE MEANS

Meetings of the Council, may be held in person or by any electronic means (including without limitation by telephone, or any web-based communication service) or any combination of any such methods, as the Council may approve from time to time provided that the Members of such are able to communicate with one another at the meeting, provided proper notice has been given to all those entitled to attend and vote in accordance with these rules.

## 27 - COUNCIL

(1) On and from the completion of the terms of office of the members of Council in 2020, the governing body of the Association shall be the National Council of the Association (referred to in the Rules as "the Council") comprising nine (9) Council members elected directly by the membership of the Association in accordance with Rule 45 for a term of 3 years.

(2) In the case of a vacancy arising in an office referred to sub-rule (1) in the first quarter of a 3 year term, such vacancy shall be filled by an election conducted in the same manner as is required by these rules for election to the office concerned and the person so elected shall hold office for the unexpired portion of the term of office of the person whom they replaced.

(3) In the case of a vacancy arising in an office referred to in sub-rule (1) after the first quarter of a 3 year term such vacancy shall be filled by resolution of the Council of a person eligible to hold the office and the person so appointed shall hold office for the unexpired portion of the term of office of the person whom they replaced.

## 28 - POWERS OF THE COUNCIL

(1) Subject to any resolution of any general meeting of members of the Association the Council shall have the general control and conduct of the business and affairs of the Association, including the power of administration and control of the funds and property of the Association.

(2) Without in any way limiting the general powers conferred by these Rules or otherwise, the Council shall have the following powers, that is to say, power -

(a) To make and give receipts, releases and other discharges for money payable to this Association, and for the claims and demands of the Association.

(b) Either itself, or to authorise any alternative elected representative/s to draw, accept, make, endorse, transfer, discount, guarantee, and negotiate such cheques, bills of exchange and promissory notes, and give such indemnities and guarantees, and enter into such other obligations as may seem to it to be expedient for the purposes of the Association.

(c) To invest and deal with any money of the Association not immediately required for the purposes hereof upon such securities and in such manner as it may think fit and from time to time to vary or realise such investments.

(d) 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.

(e) To appoint and enter into and sign a binding contract with the Executive Director and/or any other staff employed by the Association, for the purpose of effecting such contract on behalf of the Association the signatures of any two of the President, Vice-President or Treasurer shall be attached to the contract after a resolution of the Council has been passed authorising such action.

(f) It may establish and cancel branches of the Association and make or amend the rules for this purpose.

(fa) To set up special sub-committee/s for any purpose to advise the Council on any matter provided that the role and function of any such sub-committee is advisory only.

(g) 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 Branch to conduct all elections (including the acceptance and rejection of nominations) in the Association in accordance with these rules.

(h) Subject to the limitations provided for in this rule and consistent with the requirements of these Rules and the Act the Council may formulate By-Laws for the conduct of its meetings and the conduct of general meetings of members.

(i) To do all such things as necessary or incidental to exercise these powers.

(3) The Association shall develop and implement policies and procedures relating to the expenditure of the Association which will be consistent with and subject to these Rules.

## 29 - OFFICE-BEARERS OF COUNCIL

(1) The office bearers of the Association shall be the President, Vice-President and Treasurer, who shall be elected by and from the Council every third year in accordance with rule 46.

(2) The office bearers shall hold office until their successors are elected and be eligible for re-election.

(3) In the event of a vacancy in the office of President, Vice-President or Treasurer for any reason becoming vacant for any cause, the provisions of sub-rules 27(2) or (3) as the case may be, shall apply.

## 30 – DUTIES OF PRESIDENT, VICE-PRESIDENT AND TREASURER

(1) The President of the Association 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 he is present and preserve order so that business may be conducted in due form and with propriety 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 his or her signature as Chief Officer of the Association.

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

(f) Or as may otherwise be provided for by these Rules.

(2) The Vice-President of the Association shall assist the President in the conduct of the business of the Association and shall in the absence of or incapacity of the President, act in his or her place and whilst so acting, shall have the duties and the powers of the President.

(3) The Treasurer shall:

(a) Keep or cause to be kept books of accounts and record correctly therein all moneys received and expended by the Association.

(b) Shall submit or cause to be submitted to the Council all accounts due and/or owing for payment and make or cause to be made such payments as are authorised by the Council.

(c) Shall not hold any moneys of the Association but ensure that the Executive Director banks any money received by him.

(d) As and when required, present to the Council and/or Annual Meeting an up to date financial statement of the affairs of the Association.

(e) Assist the Executive Director in drawing up financial statements.

(f) Shall submit or shall cause to be submitted all books, accounts, receipts and other like financial statements of the Association annually, or more often if so desired by the Council, to the Auditor.

## 31 - EXECUTIVE DIRECTOR

(a) The Executive Director shall be elected every third year by a direct voting system election of the financial members of the Association. The Executive Director’s remuneration and conditions of employment shall be determined by the Council. The Executive Director shall not be entitled to vote at any Council meetings.

(b) The election of the Executive Director shall be conducted in the following manner:

(i) The Returning Officer shall call for nominations from all financial members of the Association in accordance with Rule 45, with the necessary changes. A financial member of the Association may nominate a represen­tative of any other financial member of the Association. In addition any member of the Council may nominate a person who is not a financial member of the Association to be a candidate and to hold office of Executive Director.

(ii) If only one valid nomination is received by the closing date for nominations, the Returning Officer shall forthwith declare the person so nominated elected unopposed to the position of Executive Director.

(iii) If more than one valid nomination is received by the closing date for nominations then a ballot shall be conducted in accordance with Rule 45, with the necessary changes.

(c) The Executive Director shall be responsible to the Council but shall, if and when the Council considers appropriate from time to time, be subject to the direction of the Council.

(d) The President shall have the power to remove from office or suspend for duty (for a period not exceeding 28 days) the Executive Director for gross misbehaviour or gross neglect of duty, or misappropriation of funds, or a substantial breach of the rules and in such case shall convene immediately a meeting of the Council to consider the removal or suspension.

After hearing the charge/s and having given the Executive Director the opportunity of answering them, the Council shall have the power if it finds the charge/s proven, to remove the Executive Director from office.

(e) The Executive Director shall be the Association's chief administrative officer and executive officer. The Executive Director shall be the public officer of the Association for all such purposes as may be required and is the officer of the Association nominated by it to sue or be sued or to issue or accept legal process on behalf of the Association. The Executive Director shall convene all meetings of the Association, the Council and committees. The Executive Director shall keep or cause to be kept, a faithful record of the business transacted at all meetings of the Association, the Council and committees. The Executive Director shall keep and maintain a register of members of the Association, collect all subscriptions, fees, levies, dues or other liabilities payable to the Association by members or otherwise, and keep and maintain books of account as may be required by law. The Executive Director shall conduct correspondence on behalf of the Association and except as directed by the President the same shall be conducted in the Executive Director’s name. The Executive Director shall prepare and furnish all notices and returns required to be given by or on behalf of the Association under any law.

(f) The Executive Director shall, subject to the direction of the Council, engage the staff of the National Office of the Association. The Executive Director shall have full charge and management of the staff of the Association and authority to delegate any of the Executive Director’s administrative functions to such staff.

(g) The Executive Director shall, and is hereby authorised to (in a manner as may be directed by the Council) bring or defend, or cause to be brought or defended, any action, prosecution or complaint in any court or tribunal as may be established under any industrial or arbitration or any general, civil, or criminal law of the Commonwealth.

(h) The Executive Director shall carry out such other duties as may be required by these Rules or directed by the Council from time to time.

(i) In the event of the office of the Executive Director becoming vacant for any cause, the provisions of sub-rules 27(2) or (3) as the case may be, shall apply.

## 32 - REMOVAL FROM OFFICE

It shall be competent for the Association by resolution of the majority of its members present and voting at a general meeting convened for the purpose or by majority vote of the members of the Council to remove from office any member of the Council (including any Office Bearer) if such officer -

(a) Has been found guilty of misappropriation of funds, a substantial breach of the Rules, gross misbehaviour, gross neglect of duty or has ceased in accordance with the Rules to be eligible to hold office, (such opinion not being determined until such officer has been afforded a reasonable opportunity of being heard in defence); or

(b) Ceases to be a member or a representative of a member of the Association.

## 33 - REGISTER OF MEMBERS

(a) The Executive Director shall maintain at the registered office of the Association a register of members which shall contain the name and address of each member of the Association and of each member's representative.

(b) The Executive Director shall from time to time as and when directed by the Council, strike off the register of members the names of members owing fees, levies or other sums due and payable to the Association~~,~~ in accordance with these Rules. Such members so struck off shall not be free from liability for arrears at the date of being struck off. As from the date of removal from the Register of Members such former members shall cease to be members of the Association.

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

## 34 - ACCOUNTS

(a) The Executive Director shall cause proper books of account to be kept, recording a true account of the financial transactions of the Association, and of all receipts and expenditures, and the assets, credits, and liabilities of the Association.

Such accounts shall be kept and audited in accordance with the Act.

(b) Cheques and other means of expenditure shall be signed and/or authorised by such persons as may from time to time be determined by Council.

(c) All cheques, negotiable instruments and moneys belonging to the Association shall forthwith, upon receipt thereof, be paid to such bankers as shall from time to time be nominated, to the credit of the Association.

## 35 - ASSOCIATION FUNDS

(a) The funds of the Association shall only be applied in accordance with the objects for which the Rules provide.

(b) The funds of the Association shall be under the control of the Council which shall have the sole management thereof.

(c) The Association Funds shall consist of:-

(i) any real or personal property of which the Council has the right of custody, control or management; and

(ii) all money received by the Association under Rules 15 and 16; and

(iii) any interest, rents, dividends or other income derived from the investment or use of the Fund; and

(iv) any superannuation or long service leave or other fund operated or controlled in accordance with these rules relating to the Association for the benefit of its officers or employees; and

(v) any property acquired wholly or mainly by expenditure of the moneys of the Fund or derived from other assets of the Fund; and

(vi) the proceeds of any disposal of parts of the Fund.

## 36 - AUDIT

The Association shall appoint an auditor at its Annual General Meeting each year, in accordance with the Act.

## 37 - SPECIAL DISCLOSURE PROVISIONS

The disclosure obligations imposed upon the Association by Part 2A of Chapter 9 of the Act 2009 are regulated by that Act.

## 38 - ALTERATION OF RULES

These Rules shall not be altered, amended, added to or deleted from unless by a majority decision of Council of which not less than 14 days' notice in writing shall have been given to all Council members containing full particulars of all proposed amendments.

## 39 - FINANCIAL MANAGEMENT TRAINING

(a) The approved financial training obligations imposed upon the Association by Division 4 of Part 2A of Chapter 9 of the Act 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 Act.

## 40 - INDEMNIFICATION

(a) Every office-bearer and member of the Association and/or Council, Executive Director, or other officer or servant of the Association shall be indemnified out of the Association Funds. It shall be the duty of the Council to pay out of those funds of the Association all costs, losses and expenses which such office-bearers, members of the Council, Executive Director, officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such office-bearer, member of the Council, Executive Director, officer or servant in any way in discharging his 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.

## 41 - INDUSTRIAL ACTIVITIES AND REPRESENTATIONS

(a) It shall be competent for the Association to be represented before any industrial authorities or other 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.

(b) The Association, may if and when it may be deemed necessary, originate an industrial dispute for the purpose of such being referred to a Court or like authority for determination as an Award or Agreement binding upon its members.

(c) Industrial Agreements and other instruments may be made by or on behalf of the Association as follows:

(i) An Industrial Agreement and any instrument not required by law to be under Seal may be executed by any two of the President, Vice-President or the Executive Director.

(ii) Any instrument required by law to be under Seal shall be executed under the Seal of the Association in accordance with Rule 42.

(d) 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.

## 42 - SEAL

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

(2) The Seal of the Association shall be used by the authority of the Council only and shall be affixed by the Executive Director or some other person appointed for this purpose by the Council who shall sign every document to which the Seal is affixed in the presence of any one of the President and/or Vice-President and/or Council Member who shall also sign such document on behalf of the Association.

## 43 - POWERS OF RETURNING OFFICER

In addition to the powers contained or implied in these Rules ~~a~~ the 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.

## 44 - SCRUTINEERS, ABSENT 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 far 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 fourteen days of receipt of that notice;

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

*Recalling nominations*

(6) For elections for Council members under Rule 45, in the event that the number of nominations received by the Returning Officer by the close of nominations is insufficient to form a quorate Council, the valid nominations received shall be declared elected, such that nominations for the remaining unfilled positions shall be recalled by the Returning Officer forthwith, who may, in exercising any of his or her powers under these rules, make such modifications to the rules (including shortening the time for lodging a second round of nominations) as are reasonably necessary to permit the election for Council members to proceed without undue delay.

(7) For elections involving a single office is to be elected, where no valid nomination is received by the Returning Officer by the close of nominations the provisions of sub-rule (6) shall apply to the extent possible with the necessary changes.

## 45 - ELECTION FOR COUNCIL MEMBERS

(1) Elections for the Council Members shall be by a direct voting system 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 5 weeks (35 days) before the Annual General Meeting.

b) To be eligible for election as a Member of Council a person must:-

(i) be a financial member of the Association; or

(ii) be a representative of a member of, or a partner in, any firm which is a financial member or a director or executive officer of a financial member provided that only 1 partner of a firm or director or executive officer of a member shall at the time be eligible by virtue of its membership to be a Member of Council.

c) Nominations shall be endorsed 1 financial member of the Association and consented to in writing by the nominee.

d) Nomination papers, each signed by the nominator and the candidate, must be forwarded so as to reach the Returning Officer not later than 12 noon on the closing date of nominations.

e) Sub-rule 44(5)(a) shall apply to defective nominations for elections under this rule.

f) Subject to sub-rule 44(6) if the valid nominations do not exceed the number of Council Members to be elected the Returning Officer shall notify the Executive Director of the Association of the names of the candidates and such candidates shall be declared to be duly elected to the Council.

h) Should the number of valid nominations received for Council Members exceed the number of positions to be filled, an election by secret postal ballot of the financial members of the Association shall be held. Pending the declaration of any such election the persons holding office on the Council shall retain office.

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

a) Ballot papers, stating the closing date for voting shall be given by ordinary prepaid post to all financial members of the Association at least 21 days before the closing of the date for voting. For the purpose of this sub-rule the roll of voters shall comprise each financial member of the Association as at the close of business 7 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 Council Members to be elected;

ii. the names of all candidates for election in order drawn by lot by the Returning Officer;

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 Act, addressed to the Returning Officer shall be included with the ballot paper, together with a "declaration" envelope in the form prescribed by that Act.

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 sealed envelope shall not invalidate the ballot.

iv. After the closing date 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 Council Members 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 Executive Director of the Association.

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

## 46 - COLLEGIATE ELECTION FOR PRESIDENT, VICE-PRESIDENT and TREASURER

(1) Upon the completion of the election for Council Members under Rule 45 in 2020, and in every third year thereafter, the Returning Officer shall proceed to conduct an election for the office of President, Vice-President and Treasurer of the Association, provided that no person shall be entitled to hold the dual offices of President, Vice President or Treasurer. Such election shall be conducted at a meeting of the Council to be convened as soon as practicable after the declaration of the election for Council Members for the ensuing term.

*Nominations*

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

* President
* Vice President
* Treasurer

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

(3) Any of the nine (9) Council Members elected at the triennial election for Council may nominate any other Council member 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) Sub-rule 44(5)(b) shall apply to defective nominations for elections under this rule

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

(7) If only one valid nomination is received for Vice-President, the Returning Officer shall by written notice to the Executive Director forthwith declare the persons so nominated elected unopposed.

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

(9) Where insufficient nominations are received for any of the offices referred to in sub-rules (6), (7) or (8) the Returning Officer shall, as soon as practicable, re-call nominations for the putative vacant offices from amongst the 9 Council members eligible to nominate for and hold the particular office. Such re-call of nominations may be done from the floor at the collegiate election meeting.

*Attendance ballot*

(10) If more than one nomination is received for the office of President, the Returning Officer shall proceed to conduct a secret ballot of the 9 Council Members.

(11) If more than one nomination is received for the office of Vice-President, the Returning Officer shall proceed to conduct a secret ballot of the of the 9 Council Members.

(12) If more than one nomination is received for the office of Treasurer, the Returning Officer shall proceed to conduct a secret ballot of the of the 9 Council Members.

(13) The appropriate provisions of Rule 44 shall apply to any secret ballot held under sub-rules (10), (11) or (12) of this with the neccesary changes.

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

## 47 - DISSOLUTION OF THE ASSOCIATION

(1) For the dissolution of the Association, the affirmative vote of two-thirds of the financial members on the Register of Members shall be requisite, such vote to be taken by poll or ballot at a Special General Meeting of which not less than 14 days' notice in writing shall have been given and stating the objects of such Meeting.

(2) In the event of dissolution if there are any funds remaining in the Association's account after the payment of all debts and liabilities due by the Association, such funds shall be donated to an Association or Organisation having like or similar aims or objects to this Association, or donated to any charity or charities or as may otherwise be decided upon by a majority of members present at such Special General Meeting at which the dissolution of this Association shall have been determined.

## 48 - TRANSITIONAL PROVISIONS

(1) These rules will take effect on the date of certification under the Act as the effective date (the **Transition Date**).

(2) The Rules that applied to the Association prior to the Transition Date will cease to operate on the Transition Date.

(3) The office holders of the Association who were in office at the Transition Date will continue to hold office after the Transition Date for the term of office provided for in the Rules that were in effect prior to the Transition Date (the **Transitional Term**), subject to the following:

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

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

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

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

(4) All office holders who are declared appointed or elected after the Transition Date will hold office in accordance with these Rules.

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