157N: Incorporates alterations of 19 November 2020 [R2020/146].

Replaces rulebook dated 4 March 2015 [D2013/135].

I CERTIFY under section 161 of the Fair Work (Registered Organisations) Act 2009 that the pages herein numbered 1 to 32 both inclusive contain a true and correct copy of the registered rules of the Australian Directors Guild Limited.

 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 the Australian Directors Guild Limited

## 1 - NAME

The name of the Company is AUSTRALIAN DIRECTORS GUILD LIMITED.

## 2 - DEFINITIONS AND INTERPRETATIONS

2.1 Definitions

In this Constitution unless there is something in the subject or context inconsistent with this Clause:

“Board” means the Guild’s Directors and Officers acting as a board and constituting the supreme governing body of the Guild under this Constitution.

“Constitution” means this Constitution as amended from time to time.

“Corporations Act” means the Corporations Act 2001.

“Director” means a Director and Officer of the Guild elected in accordance with Clause 19.

“Executive Committee” means a committee comprising the President and the four Vice-Presidents of the Guild.

“Fair Work (RO) Act” means the Fair Work (Registered Organisations) Act 2009.

“FWC” means the Fair Work Commission as established by the Fair Work Act 2009.

“Guild” means Australian Directors Guild Limited.

“In writing and written” includes printing, typing, lithography, email, computerised documents and other modes of representing or reproducing words in a visible form.

“Member” means a person who has been admitted as a Full Member pursuant to Clause 9.3, unless otherwise specified.

“Natural Person” means an individual and not a corporation nor any other body, partnership or entity that may be considered a person.

“Office” means the Guild’s registered office for the time being.

“Officer” means a Director and Officer of the Guild elected in accordance with Clause 19.

“President” means the Natural Person elected as President of the Board in accordance with Clause 24.

“Registered Address” means the address of a Member stated in the register, or, if the Member has given notice in writing to the Guild of a changed address, the last address of which the Member has given such notice.

“Regulations” means any regulation made by the Board in accordance with this Constitution, as amended from time to time.

"Seal" means the common seal, if any, from time to time of the Guild.

"Secretary" means the Natural Person elected as Secretary of the Board in accordance with Clause 24.

2.2 Interpretation

In this Constitution, unless there is something in the subject or context inconsistent with this Clause:

 (a) a reference to notices includes not only formal notices of meeting, but also all documents and other communications from the Guild to its members, but does not include cheques;

 (b) a reference to the Corporations Act or any section of the Corporations Act, must be read as though the words “or any statutory modification thereof or any statutory provision substituted therefore” is added to such reference;

 (c) any words or expressions defined in the Corporations Act have the same meaning in this Constitution unless they are otherwise defined;

 (d) this Constitution displaces the replaceable rules under the Corporations Act to the extent that it differs from any replaceable rule;

 (e) reference to:

 (i) one gender includes the other genders;

 (ii) the singular includes the plural and vice versa;

 (iii) a person includes a body corporate.

 (f) headings are for convenience only and do not form part of this Constitution or affect its interpretation.

## 3 - OBJECTS AND POWERS

3.1 Objects and Powers

The objects and powers of the Guild are:

 (a) to regulate, improve and protect the wages and other remuneration, conditions of work, welfare and rights of all Members including by advancing and protecting the professional interests, status and rights of Members and the usages and customs of callings covered by the Guild, and where considered necessary by the Board, of persons entitled to become Members, and to improve and foster the interests of Members;

 (b) to secure the membership in the Guild of all persons who are entitled to become Members in accordance with these rules;

 (c) to secure preference in employment and in all aspects of that employment for Members;

 (d) to provide effective representation (including legal representation) to Member(s) or any section or group of Members in connection with any matter where such representation is considered desirable by the Board;

 (e) to provide services generally to Members (including legal assistance) to Member(s) or any section or group of Members or access to such services at special or discounted rates in connection with any matter where such services are considered desirable by the Board;

 (f) to register the Guild under any applicable Commonwealth or State legislation in pursuance of the objects and powers of the Guild;

 (g) to encourage and promote in particular the interests of screen directors in Australia and in general to encourage and promote the art of screen production in Australia in any way whatever and in particular and without limiting the generality of the foregoing:

 (i) to promote the production of screen works for release in any way whatever;

 (ii) to promote the training of directors and other film personnel in any way whatever;

 (iii) to assist with the presentation of films and any other art of screen production in Australia;

 (iv) to improve the conditions of employment of Members by appropriate action;

 (v) to maintain the rights and privileges of Members with respect to their employment;

 (h) to represent Members and their views and opinions and the views and opinions of a majority of them in any matter related directly or indirectly to screen production, in Australia and the management, construction, reconstruction, and use of cinema and studios and film venues generally and to represent the views and opinions of Members and the views and opinions of a majority of them whether on local, state, federal, industry-wide or limited issues, and without limiting the generality hereof to represent the views and opinions of Members or a majority of them to:

 (i) industrial tribunals, courts and authorities of any kind, including federal, state and local bodies;

 (ii) statutory authorities, statutory corporations, statutory boards and councils, commissions and committees of enquiry, departments of government and all and any governmental organisations and authorities be they federal, state or local government organisations or authorities, and to the Parliaments of the States and the Commonwealth Parliament;

 (iii) other trade unions, guilds, professional associations and groups with similar objects as those of the Guild;

 (iv) any other organisation, body or authority with which Members or affiliated organisations and bodies may deal.

 (i) to safeguard the financial basis of filmmaking in Australia and to provide a basis for regular dialogue amongst Members and affiliated organisations and bodies and legal entities with objects similar to those of the Guild;

 (j) to provide a national voice for directors in order to advance, promote and encourage the cause of filmmaking in Australia and the interests of persons engaged in them and in related fields;

 (k) to foster and assist the members of affiliated organisations and bodies insofar as this is consistent with the aims and objects of the Guild;

 (l) to promote the pooling and exchange of goods, services and expertise amongst Members and affiliated organisations and bodies;

 (m) to encourage and promote an understanding of, and commitments to, the cause of Australian filmmaking both in Australia and overseas by such meetings, seminars, research, public statements and other actions as the Guild may determine;

 (n) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Guild, including without limiting the generality of the foregoing, applying for and otherwise seeking to secure grants and other funds from public and private sources to fulfil the objects of the Guild;

 (o) to establish the branches of the Guild;

 (p) generally, to co-operate with kindred bodies throughout the world where concerted action might prove beneficial or effectual;

 (q) to afford facilities for meetings and gatherings of all descriptions whether dramatic, literary, musical or otherwise and to construct acquire hire or lease property and all equipment materials and facilities for these purposes;

 (r) to promote, encourage and support the dissemination by all means including lectures, printing, records and transmission by radio and television or communication by any other media of knowledge and information concerning the activities of directors as a group or of Members of the Guild;

 (s) to make known and further the objects and activities of the Guild by the publication and distribution of papers, journals, leaflets and other publications and by advertising in any medium or by any means thought desirable;

 (t) to purchase, take on lease or in exchange, hire and otherwise acquire any lands buildings easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Guild (provided that in case the Guild shall take or hold any property which may be subject to any trusts the Guild shall only deal with same in such manner as is allowed by law having regard to such trusts);

 (u) to enter into any arrangements or contracts with any governments or other companies or corporations, public bodies or other authorities, municipal local or otherwise, that may seem conducive to the Guild’s objects or any of them or to obtain from any such government company, corporation, public body or authority any rights privileges and concessions which the Guild may think it desirable to obtain, carry out, exercise and/or comply with any such arrangements rights privileges and consents;

 (v) to appoint, employ, engage, remunerate, remove, terminate or suspend such Directors and Officers, employees, managers (including a Chief Executive Officer), clerks, secretaries, servants, workmen, contractors and/or other persons as may be necessary or convenient for the purposes of the Guild;

 (w) to establish and support or aid in the establishment and support of associations institutions funds, trusts and conveniences calculated to benefit Members, employees or past employees of the Guild, or the dependants or connections of any such persons, and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful objects;

 (x) to construct, improve, maintain, develop, work, manage, carry out, alter or control any house buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Guild’s interests and to contribute to, subsidise or otherwise assist and/or take part in the construction, improvement, maintenance and development, working management, carrying out alterations or control thereof;

 (y) to lend with or without security or invest such of the moneys and funds of the Guild as may not be immediately needed on such terms and conditions as to the Directors of the Guild may seem fit, or to invest the same in such securities and investments as to the Directors of the Guild may seem desirable;

 (z) to borrow or raise or secure the payment of money in such manner as the Directors of the Guild may think fit and to secure the same or the repayment for performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Guild in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Guild’s property (both present and future) and to purchase redeem or pay off any such securities;

 (aa) to open, maintain, operate upon and to close any bank accounts and to make, draw, accept, endorse and execute cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

 (bb) in furtherance of the objects of the Guild, to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Guild;

 (cc) to take or hold mortgage liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Guild’s property of whatsoever kind sold by the Guild or any money due to the Guild from purchasers and others;

 (dd) to take any gift of property whether subject to any special trust or not for any one or more of the objects of the Guild but subject always to the proviso in paragraph (t) of this Clause 3;

 (ee) to promote, establish, superintend, conduct, control and assist branches, committees and other forms of organisation and administration for the purpose of widening the influence and operations of the Guild;

 (ff) to carry on and execute all kinds of financial and commercial trading and other operations and to carry on any other businesses which may seem to be capable of being conveniently carried in connection with any of these objects or calculated directly or indirectly to enhance the value of, or facilitate the realisation of, or render profitable any of the Guild’s property or rights;

 (gg) to demise for such term at such rent and upon such conditions as may be deemed desirable any property, whether real or personal, purchased, taken on lease, hired or otherwise acquired by the Guild;

 (hh) to carry on business as proprietors of clubs recreation or refreshment rooms and to afford facilities for meetings and gatherings of all descriptions whether literary dramatic musical or otherwise and to construct acquire hire or lease property and all facilities for any such purpose;

 (ii) to sell or dispose of the undertaking of the Guild or any part thereof for such consideration and in such manner as the Guild may think fit;

 (jj) to apply for, promote and obtain any federal or state order, regulation or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Guild and its Members and to oppose any bills proceeding or application which may seem calculated directly or indirectly to prejudice the Guild’s and its Members’ interests;

 (kk) to carry out all or any of the objects of the Guild and to do all or any of the above things in any part of the world and either as principal, agent, contractor or trustee or otherwise and by or through trustees or agents or otherwise and either alone or in conjunction with others;

 (ll) generally to do all such acts, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of any of the objects of the Guild;

 (mm) to accept donations, subscriptions or contributions from and to give donations, subscriptions or contributions to any association or body having objects similar to the objects of the Guild in accordance with this Constitution; and

 (nn) from time to time to make, rescind, add to, or amend such by-laws or regulations not consistent with any applicable statute, or with this Constitution of the Guild, for the time being in force for the regulation or control of any of the property or affairs of the Guild as may be deemed necessary or desirable.

3.2 In the interpretation of this Clause 3 the meaning and effect of any of the objects shall not be restricted by reference to any other objects or by the juxtaposition of two or more objects and that this Clause shall be construed so as to widen and not restrict the power of the Guild.

3.4 The Guild has all the powers of an individual and a body corporate but does not have the power to issue shares.

3.5 The powers of the Guild are ancillary to and exercisable only to pursue the objects of the Guild as set out in Clause 3.1.

## 4 - INCOME & PROPERTY

4.1 The income and property of the Guild shall be applied solely towards the promotion of the objects of the Guild as set out in Clause 3. No portion of the income or property shall be paid or transferred directly or indirectly by way of dividend or distribution by way of profit to Members or to persons who have been Members or to any persons claiming through any of them.

4.2 Nothing contained in Clause 4.1 shall prevent the payment in good faith of remuneration to any Officers or employees of the Guild or to any Member of the Guild or other person for any services actually rendered to the Guild in the ordinary and usual way of business.

## 5 - GUARANTEE

5.1 Every Member undertakes to contribute an amount not exceeding $10.00 to the assets of the Guild in the event of the same being wound up during their time as a member or within one (1) year after the Member ceases to be a Member if required in order to pay:

 (a) the debts and liability of the Guild contracted before the Member ceases to be a Member; and

 (b) the costs, charges and expenses of winding up the same; and

 (c) the adjustment of the rights of the contributories amongst themselves such as may be required not exceeding Ten Dollars ($10.00).

## 6 - DISTRIBUTION OF PROPERTY UPON WINDING UP

6.1 If upon the winding up or dissolution of the Guild there remains, after the satisfaction of all its debts and liabilities, any property, then that property shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution or institutions having objects similar to those of the Guild.

6.2 No institution is eligible to receive property under Clause 6.1 unless its constitution prohibits the distribution of its or their income and property among its or the members to an extent at least as great as is imposed on the Guild under and by virtue of Clause 6 hereof.

6.3 The Members are to decide which institution or institutions are to receive the distribution of property referred to in Clause 6.1 at or before the time of dissolution and failing such a determination then to some charitable object by application to the Supreme Court of New South Wales for determination.

## 7 - LIMITATION ON LIABILITY OF MEMBERS

7.1 Subject to Clause 5 the liability of the Members is limited.

## 8 - INDUSTRY

8.1 The Guild shall consist of persons, otherwise eligible for membership, who are engaged in the production and/or creation of sound and images on any screen for the projection or display of audio visual images in the following industries:

 (a) motion picture film;

 (b) video;

 (c) digital media and technologies;

 (d) television;

 (e) arts and entertainment;

 (f) music clips;

 (g) animation;

 (h) commercial advertising; and/or

 (i) other industries that, in the future, may succeed or be similar or comparable to any of the industries identified in sub-clauses 8.1(a) to 8.1(h) and that subsequently may be constituted as a result of any technical, scientific, creative or commercial developments or discoveries.

## 9 - ELIGIBILITY FOR MEMBERSHIP

9.1 The Guild shall consist of an unlimited number of persons employed, or likely to be employed, on any contractual, weekly, daily or other basis of employment as a Screen Director~~s~~ in connection with any of the industries referred to in Clause 8 and who:

 (a) have exhibited, published, broadcast or communicated to the public in any medium associated with any of the industries referred to in Clause 8 a minimum of twenty minutes of credited screen time; and

 (b) normally reside within Australia.

9.2 “Screen Directors” for the purpose of the preceding Clause 9.1 and subject to Clause 8, means a person who is principally responsible for, and who exercises, one or more of the following functions in the course of the production and/or creation of sound and images on any screen for the projection or display of audio visual images:

 (a) the interpretation and execution of the concepts developed by a producer into a cinematic, television, digital or other screen format;

 (b) the planning, presentation and execution of on-screen cosmetics or aesthetics including shot selection, camera direction and treatment (shots, movement and editing) and the integration of staging treatments such as: make up, set design, camera, graphics, music, video tape or film items and voiceovers;

 (c) the integration and execution of the cinematic, television, digital or other screen production live to air, or to recording;

 (d) the direction of any style or size of the cinematic, television, digital or other screen production;

 (e) the direction of all cast or participants and crew and any other creative talent.

The definition of “Screen Director” for the purposes of this Constitution does not include persons employed in the position of assistant director (however described) in any of the industries referred to in Clause 8 and who:

 (i) are so employed to provide logistical assistance to a Screen Director in the Screen Director's performance of their functions and responsibilities;

 (ii) provide the assistance referred to in (i) above under the direction and supervision of the Screen Director; and,

 (iii) are not otherwise employed as a Screen Director.

9.3 Full Members:

 (a) Full Members of the Guild are Screen Directors who apply for membership, complete the registration process and are accepted as Full Members in accordance with this Constitution.

 (b) Full Members have the right to nominate or be nominated for election as a Director and Officer and to receive notice of general meetings to attend, to speak at, to join in the demand for a poll and to vote at general meetings.

9.4 Honorary Members:

 (a) An Honorary Member is a natural person who is not a Screen Director, but who is an employee and who supports the activities of the Guild and/or aspires to become a Full Member of the Guild, and who applies for membership, completes the registration process and is accepted as an Honorary Member in accordance with this Constitution.

 (b) Applicants for membership who are employers may not be admitted to be Honorary Members.

 (c) Honorary Members shall not be entitled to nominate or be nominated for election as a Director and Officer, or to receive any notice of, or to attend, any general meeting of the Guild and shall not for the purposes of any provision of the Corporations Act, the Fair Work (RO) Act or this Constitution, be a member of the Guild.

 (d) Honorary Members shall have such privileges and concessions as the Board from time to time prescribe subject to the preceding paragraph of this Constitution.

 (e) Honorary Members may be required by resolution of the Board to pay to the Guild an annual fee of such amount as is from time to time prescribed by the Board.

 (e) A person shall cease to be an Honorary Member:

 (i) if by notice in writing to the secretary the Honorary Member resigns and his/her resignation is accepted by the Board;

 (ii) if he/she is accepted as a Full Member of the Guild;

 (iii) if the Board in its absolute discretion revoke an Honorary Membership at any time without giving cause.

 (f) An Honorary Member does not have the right to nominate or be nominated for election as a Director.

9.5 The Guild shall also consist of such independent contractors who, if they were employees performing work of the kind which they usually perform as independent contractors, would be employees eligible for membership of the Guild as Screen Directors by operation of Clauses 9.1 and 9.2.

9.6 The rights and privileges of Full Members and Honorary Members are personal and shall not be transferable by reason of law or otherwise and shall cease on the Member’s death or on the cessation of membership.

9.7 Notwithstanding the other provisions of this rule, persons who are eligible to be members of the CPSU, the Community and Public Sector Union and who are employees of the Australian Broadcasting Corporation or the Special Broadcasting Service or any successor, assignee or transmittee to the business or part of the business of such employers, shall not be eligible to be members of the Guild.

## 10 - ADMISSION OF MEMBERS

10.1 All applications for membership shall be in writing in the form or forms of application prescribed from time to time by the Board, and shall include a remittance on account of the entrance fee and first annual subscription.

10.2 The President or Secretary and the Board shall examine the application for membership and if satisfied that:

 (a) the person is eligible for membership of the Guild; and

 (b) the person has paid the required fees or has made arrangement to pay or has been exempted from paying all or part of the required fees;

 the President or Secretary and the Board shall approve the application.

10.4 Upon the admission of each new Member the Secretary shall notify such Member of his or her admission and, upon payment of any subscription, the Member shall be enrolled in the Register of Members kept by the Guild.

10.5 Application for membership of the Guild is evidence of the fact that the applicant agrees upon admission as a Member to abide by the terms of this Constitution and any Code of Practice of the Guild, including the requirement to pay all levies and subscriptions as may be determined by the Board from time to time.

10.6 The entrance fee and annual subscription payable by Members shall be such as is prescribed by the Board from time to time.

10.7 Applicants for membership shall be advised by the Guild in writing of:

 (a) the financial obligations arising from membership of the Guild; and

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

## 11 - ENTRANCE FEE

11.1 Entrance fees shall be determined by the Board.

11.2 Additional entrance fees shall be payable where a Full Member is admitted to Membership, and where a member moves from one category of Membership to another. Where this occurs, and the Member is admitted to the new category, the Member shall pay the difference between the entrance fee previously paid by him or her and the entrance fee payable by new applicants coming within the category to which he or she has moved. Failure to pay such difference to the Guild not later than eight weeks after an account or other written demand for its payment has been forwarded to the Member shall render the Member unfinancial.

11.3 Payment of all or part of the entrance fee may be waived, reduced or deferred by the Board.

## 12 - SUBSCRIPTION

12.1 Unless relieved of the liability to do so by the Board under this Constitution, each Full Member shall pay an annual subscription to the Association. Subscriptions shall be fixed each year by the Board before the financial year in which the subscriptions are to be charged.

12.2 The Guild year for membership subscription shall be the same as the financial year for the Guild which shall be as determined by the Board from time to time.

12.3 All annual subscriptions for Full Membership of the Guild shall be notified by the Board and shall become due and payable yearly in advance on the 1st day of July each year.

12.4 A Full Member will become unfinancial:

 (a) if payments are not made within two calendar months of July 1 in each year; or

 (b) in the case of a Full Member paying by regular deductions from the Full Member's pay or from a Full Member's bank or similar account or credit card, if no payments are received for 93 days.

12.5 An unfinancial member shall become financial when:

 (a) all outstanding monies are paid, or

 (b) the Member enters into a scheme for periodic payments approved by the Board

12.6 The Board may make arrangements with employers or government departments for the deduction, on the signed authority of the Full Member, of entrance fees and/or subscriptions from the Full Members wages or other monies payable to the Full Member, and for the forwarding of such amounts to the Guild. Any such arrangements shall conform to any guidelines determined by the Board to apply to such deduction schemes.

12.7 It shall be the duty of each Full Member without the necessity for any request to do so, to pay his or her subscriptions when required to do so by this Constitution to any person authorised by the Guild to receive such subscriptions.

## 13 - LEVY

13.1 The Members may at any General Meeting duly convened in accordance with the provisions of this Constitution determine by a seventy-five per cent (75%) majority of those Full Members present in person, or by proxy and voting to make a levy upon the Members of such sum as is specified in the resolution in the Notice of Meeting, and such levy shall be payable by each Member in accordance with direction given for such payment by the Board.

13.2 For the avoidance of doubt “levy” for the purposes of Clause 13 is not taken to include the annual subscription referred to in Clause 12.

## 14 - MISCONDUCT BY THE MEMBERS

14.1 Subject to this Clause 14 the Board may by resolution discipline a Member who refuses or neglects to observe and comply with the provisions of the Constitution, Regulations, any Code of Practice of the Guild or that in the opinion of the Board, has acted in a way that is unbecoming of a Member or prejudicial to the interests of the Guild.

14.2 For the purpose set out in the preceding clause, the Board may by resolution fine, suspend or expel a Member from membership of the Guild, or impose conditions on a Member’s membership.

14.3 Prior to the Board voting on a resolution under Clauses 14.1 and/or 14.2, the Board must give notice in writing of its intention to discipline the Member to the Member setting out the grounds on which the intended resolution is based; and informing the Member that he or she has one (1) month from the date of the notice to give written submissions to the Board in relation to the proposed resolution.

14.4 If the Member gives written submissions in relation to the proposed resolution, the Board must consider those submissions and then give the Member written notice as to whether or not the Board still intends to propose the resolution; and if the Board does so intend, stating that the Member has 14 days from the date of that notice to require that the matter be referred to mediation under Clause 14.5 and 14.6. If the Member does not give written submissions in relation to the proposed resolution, or does not provide such submissions within time, the Board may pass the proposed resolution as and when it sees fit.

14.5 If the matter is referred to mediation under this Clause 14, the mediation must be conducted:

 (a) in such manner as the Board reasonably determines; and

 (b) in accordance with the rules of natural justice.

14.6 The mediator must be chosen by agreement between the parties or, failing such agreement, a person who is a mediator employed by the New South Wales Community Justice Centres or such other body that in the opinion of the Board is appropriate. The mediation shall be conducted in accordance with the guidelines issued by the New South Wales Community Justice Centres or such other body appointed by the Board.

14.7 Once the mediation is concluded, the Board may decide whether or not to pass the resolution under Clause 14.1.

14.8 Where a Member is expelled from membership pursuant to this Clause 14, such Member shall continue to be liable for all arrears of subscription due and unpaid at the date of his expulsion and for all other moneys due by him to the Guild and any subscription paid prior to the date of expulsion will not be refunded to the Member.

## 15 - CESSATION OF MEMBERSHIP

15.1 A Member shall cease to be a Member on the occurrence of any of the following events:

 (a) the Member ceases to qualify for membership or becomes ineligible for membership under Clause 9 and fails to become eligible for membership under that Clause within a period of fourteen (14) days after service on the Member of a Notice of Ineligibility, in which case the Member shall continue to be liable for all arrears of subscription due and unpaid, and for all other moneys owed to the Guild by the Member, as at the expiration of such notice period ;

 (c) the Member is expelled from membership pursuant to Clause 14;

 (d) the Member fails for a period of two (2) months from the date when the sum became payable to pay the annual subscription, PROVIDED HOWEVER that the Board may, on request, restore to the register of Members the name of any former Member whose membership has terminated pursuant to this sub-clause on such former Member making payment of such annual subscription and/or any outstanding levy provided such request and payment is made before the expiration of the year for which such subscription was not paid as aforesaid.

15.2 A Member may resign from membership of the Guild by written notice addressed and delivered to the Guild, and such resignation shall take effect:

 (a) where the member has ceased to be eligible to become a member of the Association - on the day on which the notice of resignation is received or a later date if that later date is specified in the notice; or

 (b) in any other case, at the end of two weeks after the day on which the notice of resignation is received or a later date if that later date is specified in the notice.

15.3 Notice of resignation shall be in writing, addressed and delivered to the President.

15.4 A former Member who resigns from membership of the Guild shall continue to be liable for all arrears of subscription due and unpaid, and for all other moneys owed to the Guild by the Member, as at the date the Member’s resignation from the Guild took effect.

15.5 The Guild may deduct an administrative charge from any moneys the Guild receives on behalf of a Member who has resigned his/her membership of the Guild.

15.6 A Member ceasing to be a Member will not be entitled to a refund of any subscription or levy already paid.

## 16 - REGISTER OF MEMBERS

16.1 A Register of the names and postal addresses of Members, and the names, postal addresses and occupations of all Directors and Officers of the Guild, shall be kept at the Office. The Register of Members may be kept in electronic form.

16.2 The Board may at any time purge the Register of Members by striking off the names of members:

 (a) who are in arrears of more than six months;

 (b) who have ceased to be eligible to become a member of the Guild;

 (c) whose address is unknown; or

 (d) who are deceased;

but such action shall not free any such discharged Member from liability for the arrears at the time the Member is removed from the Register.

16.3 The Guild may deduct an administrative charge from any moneys the Guild receives on behalf of a Member whose membership has been purged from the Register.

## 17 - MANAGEMENT

17.1 The Guild, its property, assets, business, functions and undertaking, shall be managed and controlled by the Board, which shall constitute the supreme governing body of the Guild under this Constitution.

17.2 The Board may exercise all such powers authorities and discretions of the Guild as are not, by the Corporations Act, the Fair Work (RO) Act or by this Constitution, required to be exercised by the Guild in general meeting.

17.3 The property of the Guild shall be controlled by the Board which may deal with the property as determined by resolution. The funds of the Guild may be invested as determined by the Board, and may be expended by resolution of the Board in pursuit of any of the objects of the Guild as determined by the Board.

17.4 In the event of any vacancy or vacancies occurring among the Directors and Officers the continuing Directors and Officers may act notwithstanding such vacancy or vacancies; but if their number falls below five (5) the Directors and Officers shall not, except for the purpose of filling the vacancies, act so long as the number is below the minimum.

17.5 The Board shall have the general conduct and control of the business of the Guild, and in that regard shall have complete authority to take any action it considers necessary or desirable on policy, management or any matter concerning the Guild and/or its members, and without limiting the foregoing, such powers shall include:

 (a) the overall management of the affairs of the Guild whilst recognising that day to day management shall be in the hands of the Secretary and the Executive Committee;

 (b) the determination, enforcement and protection of the policy of the Guild in relation to the industrial and/or professional welfare of Members, or any other matter of concern to the Guild;

 (c) the facilitation of the amendment, rescission or alteration of this Constitution pursuant to Clause 37.1;

 (d) the enforcement of this Constitution;

 (e) any action it considers necessary or advisable concerning any industrial claim or actual, threatened, impending or probable industrial dispute or in settlement of any industrial claim or dispute, and to authorise the Secretary to serve logs of claims on an employer or such general classes or groups of employers as it may determine from time to time;

 (f) the determination of the rate of entrance fees, payments and contributions to be paid by Members;

 (g) the delegation of any of its authority, powers or business except the power to delegate, to the Executive Committee, and subject to the control of the Executive Committee (such delegations shall continue in force unless and until subsequently rescinded or varied by Federal Council);

 (k) the determination of the wages and conditions of employment of officers and employees of the Guild, and of any honoraria or similar payment and the discipline and dismissal of officers and employees of the Guild;

 (l) the accumulation, investment, custody and disposition of the property and funds of the Guild, including the power to enter into any arrangements to secure mortgages or similar arrangements; and

 (m) the calling of any meeting of the Executive Committee, or of any Members or category or group of Members of the Guild.

17.6 The Board shall decide all matters in accordance with this Constitution and have power to decide any questions or matter not provided for by this Constitution. A decision of the Board shall be final and binding throughout the Guild and shall remain in force until superseded, amended or rescinded at a subsequent meeting of the Board.

## 18 - THE BOARD

18.1 The Board shall ordinarily consist of the following eight (8) Directors and Officers of the Guild:

 (a) President;

 (b) Four (4) Vice Presidents designated as follows:

 (i) Vice President - Feature Films;

 (ii) Vice President - Television Drama/Comedy;

 (iii) Vice President - Documentary; and

 (iv) Vice President - New Media;

 (c) Secretary;

 (d) Treasurer; and

 (e) Ordinary Director.

18.2 To be eligible to be nominated, appointed and/or elected to the position of Director and Officer a natural person must be eligible under the Corporations Act, the Fair Work (RO) Act and be a Full Member of the Guild.

18.3 At least two of the Directors and Officers on the Board must ordinarily reside in Australia.

18.4 The President and the four (4) Vice Presidents shall constitute the Executive Committee of the Guild.

18.5 In any event, the Board shall consist of not less than five (5) Directors and Officers comprising: the President, one (1) Vice-President, Secretary, Treasurer and an Ordinary Director and Officer.

## 19 - PRESIDENT’S ROLE

19.1 The President shall preside at all meetings of the Board and Executive Committee and preserve order so that business may be conducted in due form and with propriety.

19.2 The President shall at all times be under the control of the Board and the Executive Committee.

19.3 The President shall have the right to move motions, to vote and speak on the Board and on Executive Committee and when speaking on a motion before the meeting shall vacate the chair and allow a Vice President to temporarily assume the chair.

19.4 The President shall have the right to attend and speak at any meeting of the Guild.

19.5 The President shall observe and cause to be observed all the rules, policies and decisions of the Guild.

## 20 - VICE PRESIDENTS

20.1 The duties of the Vice-Presidents shall be to assist the President at all meetings of the Board and, in the absence of the President, a Vice President shall take the chair, conduct the business and perform all the duties of the Federal President.

20.2 Where a Vice President is to carry out a function or exercise a power under these rules and more than one Vice President is available to do so, the most senior shall do so - seniority shall be determined by the number of votes which the Vice President received at the preceding election or where this method of establishing seniority cannot be achieved seniority shall be determined by lot.

## 21 - PRESIDENT’S POWERS AND DUTIES

21.1 The President shall have the powers of the Executive Committee to make all necessary decisions on the management and activities of the Guild between meetings of the Executive Committee in consultation with any person employed by the Guild in the position of Chief Executive Officer of the Guild (howsoever styled). Any such decisions shall be consistent with the decisions of Board and Executive Committee and the objects of the Guild.

21.2 The President shall have the power to convene meetings of the Board or may perform any such duties that may be considered necessary or desirable in the interests of the Guild by the Executive Committee.

21.3 The President shall be a member of any Committee formed by the Board or Executive Committee to advise the Guild on any subject, and shall have the right to attend and speak at any general or special meeting of Members.

21.4 The President shall have the right to exercise one deliberative vote on the Board and the Executive Committee.

21.5 The President shall not pay, lend or otherwise appropriate any of the funds of the Guild for any purpose except in accordance with this Constitution, resolutions and minutes of the Board and Executive Committee.

21.6 The President shall be responsible for the employment and supervision - including the delegation of that supervision - of all staff of the Guild.

21.7 The duties of the President shall include:

 (a) To attend all meetings of the Board and Executive Committee and cause the Secretary to take minutes of such meetings and to circulate copies of the minutes to all members of the Board or Executive Committee as the case may be as soon as possible and in any event no later than fourteen days after the conclusion of the meeting.

 (b) To act generally according to the direction of the Board and Executive Committee, and to this end, to delegate duties to, and supervise and manage the work of the industrial and office staff of the Guild.

 (c) To request the Secretary to summon members of the Board and Executive Committee to meetings.

 (d) To instruct the Secretary to keep a correct account of all monies received and expended by the Guild together with dates of receipts and expenditure.

 (e) To instruct the Secretary to pay all monies received by him or her into the Guild's bank account to the credit of the Guild as soon as possible but no later than within fourteen days of receipt.

 (f) To instruct the Secretary and/or Treasurer to produce books of accounts at all reasonable times when required by the President, the Board or the Executive Committee.

 (g) To instruct the Secretary and/or Treasurer to submit books, accounts and receipts annually or as often as may be required or directed by the Board or Executive Committee, to the Auditor.

 (h) To instruct the Secretary and/or Treasurer to sit, if required, with the Auditor when he or she is auditing the Guild's accounts.

 (i) To instruct the Secretary to prepare the Annual Report and assist in the preparation of the Annual Balance Sheet for submission.

 (j) To attend promptly to, keep and produce copies of all correspondence and provide details thereof reasonably required.

 (k) To instruct the Secretary to be responsible for the drafting, serving, filing and lodging of all industrial logs of claims, disputes, agreements and/or awards (and variations and/or terminations thereof).

 (l) To instruct the Secretary to cause to be kept and maintained a national Register of Members showing the name and postal address of each Member and a list of names, postal addresses and occupations of all Directors and Officers of the Guild.

 (m) To instruct the Secretary and/or Treasurer to make, maintain, file, lodge with and/or forward to FWC and/or any other body all information, accounts, notifications, alterations and/or returns as required under the Fair Work (RO) Act and/or by any Act of Parliament.

 (n) To instruct the Secretary to notify each member of the Board of the time and place and agenda of the business of all Board meetings.

 (o) To exercise overall editorial control and policy of the publications of the Guild.

 (p) To supervise and co-ordinate the industrial organisation of Members in the callings for which the Guild is constituted throughout Australia.

 (q) To do all things necessary to be done by an organisation registered under the Fair Work (RO) Act.

 (r) To instruct the Secretary to prepare a report for submission to the Executive Committee and the Board on the finances and funds of the Guild.

 (s) To take all steps necessary to ensure that elections are held for Directors and Officers in accordance with this Constitution.

 (t) To submit matters for determination to Board and Executive Committee when properly requested to do so under this Constitution, or when necessary for the good management or pursuit of the objectives of the Guild.

21.8 The President shall observe and cause to be observed all the rules, policies and decisions of the Guild.

21.9 The President may be paid such remuneration and granted such leave as may be decided from time to time by the Board and shall at all times be under the control of the Board and the Executive Committee.

## 22 - TREASURER

22.1 The Treasurer shall assist the Secretary and President to carry out his or her duties.

22.2 When acting on the instructions of the Secretary or the President the Treasurer shall have the same authority as the Secretary.

22.3 The Treasurer, together with the Secretary or the President, shall sign all cheques which are to be authorised by the Board.

## 23 - ORDINARY DIRECTOR AND OFFICER

23.1 The Guild shall elect one (1) ordinary Director and Officer and member of the Board who will attend all meetings of the Board and take part in the management of the affairs of the Guild as provided for in this Constitution.

## 24 - ELECTION OF DIRECTORS AND OFFICERS

24.1 The term of office for Directors and Officers and members of the Board shall be for three (3) years, so that four (4) members of the Board shall be elected in one year and four (4) members elected in the third year following the first election.

24.2 For the purpose of giving effect to the rotation of the members of the Board as set out in the preceding clause the following procedure shall be adopted:

 (a) At the annual elections immediately following the registration of the Guild as an organisation under the Fair Work (RO) Act, nominations shall be called for the positions of President, four (4) Vice Presidents, Secretary, Treasurer and Ordinary Director and Officer.

 (b) The President, the first and second elected Vice Presidents and the Ordinary Director and Officer shall be deemed to be elected for a term of three (3) years; and the remainder, namely the third and fourth elected Vice Presidents, the Secretary and the Treasurer shall be deemed to be elected for a term of two (2) years.

 (c) In subsequent years nominations for vacant positions on the Board shall be called in accordance with this Clause 24 and the term of office for those Directors and Officers elected will be for three (3) years.

24.3 The nomination and election of the Directors and Officers of the Guild shall be governed and conducted in accordance with the Election Rules Schedule annexed to this Constitution.

24.4 Subject to this Constitution, all duly elected or appointed Directors and Officers of the Guild shall hold such office until their successors are elected or appointed unless the first Directors and Officers die, resign, are dismissed or removed, or have ceased to be eligible to hold office under this Constitution.

## 25 - VACANCY, RETIREMENT AND REMOVAL OF DIRECTORS AND OFFICERS

25.1 The office of a Director and Officer shall become vacant if such Director and Officer:

 (a) retires or resigns in accordance with this Clause;

 (b) is removed from his or her office in accordance with this Clause;

 (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

 (b) for more than four (4) months is absent without permission of the Board from its meetings held during that period;

 (c) ceases to be a Full Member of the Guild;

 (d) ceases to be a Director by virtue of the Corporations Act;

 (e) becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or

 (f) becomes prohibited from being a director of a company by reason of any order made under the Corporations Act.

25.2 A person elected as a Director and Officer of the Guild may only be removed from office where he or she has:

 (a) been found guilty under this Constitution of:

 (i) misappropriation of the funds of the Guild; or

 (ii) a substantial breach of the rules of the Guild; or

 (iii) gross misbehaviour or gross neglect of duty; or

 (b) ceased to be eligible to hold that office or has ceased to be a financial Full Member.

25.3 The procedure prescribed in Clause 38 below shall apply to any proposed removal from office under this Clause.

25.4 A Director and Officer (other than the Secretary) may retire from office upon giving seven (7) days’ notice in writing to the Secretary of his/her intention to do so, and such resignation shall take effect upon the expiration of such notice or its earlier acceptance by the Directors.

25.5 The Secretary may retire from office upon giving not less than eight (8) weeks notice in writing to the President of his/her intention to do so, and such resignation shall take effect upon the expiration of such notice or its earlier acceptance by the Directors.

## 26 - CASUAL VACANCIES

26.1 If a casual vacancy arises in any office the following provisions apply:

 (a) if three quarters or less or twelve (12) months or less, whichever is the greater, of the original term is unexpired the Board may appoint any Full Member of the Guild who would otherwise be eligible to hold that office for the remainder of the unexpired term; and

 (b) if more than three quarters or twelve (12) months or more of the original term is unexpired then a secret postal ballot shall be held to fill the vacancy, to be conducted in accordance with the Election Rules Schedule annexed to this Constitution.

26.2 A Member who is appointed or elected to fill a casual vacancy shall hold such office for the balance of the unexpired term.

26.3 For the purposes of this Clause, time shall be calculated from the date on which the vacancy occurred.

## 27 - PROCEEDINGS OF THE BOARD

27.1 The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Board may at any time, and the Secretary shall on the requisition of a member of the Board, summon a meeting of the Board.

27.2 For the purpose of this Constitution the simultaneous linking together by telephone or video conferencing or other electronic means of the Directors and Officers, whether or not any one or more of the Directors and Officers is or are not physically present, shall constitute a meeting of the Board and all of the provisions in this Constitution as to meetings of the Board shall apply to such meetings by telephone or video conferencing or other electronic means, subject to the following:

 (a) all Directors and Officers for the time being entitled to receive notice of a meeting of the Directors and Officers shall have received notice of a meeting and be linked by telephone or video conferencing or other electronic means for the purposes of such meeting;

 (b) each Director and Officer taking part in the meeting must be able to hear each of the other Directors and Officers taking part in the meeting;

 (c) at the commencement of the meeting each Director and Officer must acknowledge his or her presence for the purpose of a meeting to all other Directors and Officers taking part;

 (d) no Director and Officer may leave the meeting by disconnecting a telephone or video conferencing or other electronic means unless he or she has previously obtained the express consent of the President of the meeting provided that that consent must not be given if a quorum would no longer be present at the meeting; and

 (e) each Director and Officer (other than a Director and Officer who has been disconnected from the meeting with the consent of the President) must confirm their presence immediately prior to closure of the meeting.

## 28 - CONDUCT OF MEETINGS OF THE BOARD

28.1 Questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of Directors and Officers at the Board meeting shall for all purposes be deemed to be a determination of the Board. In case of an equality of votes the President of the meeting shall have a casting vote.

28.2 The quorum necessary for the transaction of the business of the Board shall be three or half the current number of Directors and Officers, rounded down if an odd number plus one, whichever is the higher.

28.3 The continuing Directors and Officers may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the minimum number of Directors and Officers then the continuing Directors and Officers may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Guild, but for no other purposes.

28.4 The President shall preside as President at every meeting of the Board or if there is no President or the President is unwilling to act or if at any meeting the President is not present within ten minutes after the time appointed for holding the Meeting, the Board must elect one of the Vice-Presidents to chair that meeting.

28.5 Upon the written requisition of any three (3) Directors and Officers, the President, or in his or her absence the Secretary, shall convene a special meeting of Directors and Officers to be held within fourteen (14) days after the receipt of the requisition. The written requisition shall set forth the objects for which the meeting is required.

## 29 - DELEGATION OF AUTHORITY

29.1 The Board may delegate any of its powers to a single Director and Officer or to committees of the Board consisting of such Directors and Officers, and Members, as they think fit; any such delegation shall conform to any Regulations that may be imposed on it by the Board.

## 30 - COMMITTEES OF THE BOARD

30.1 The Board may appoint a committee or committees of the Board comprising Directors and Officers, Members and non-Members with particular expertise and may impose such Regulations on the committee as it sees fit.

30.2 A committee may elect a president of its meeting save and except where a president has been nominated by the Board. If no such president is elected, or if at any meeting the president so elected is not present within ten minutes after the time appointed for holding the meeting, the members of the committee present may choose one of their number to chair the meeting.

30.3 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the committee present, and in the case of an equality of votes the president shall not have a casting vote.

## 31 - BOARD OPERATION

31.1 All acts done by any meeting of the Board or of a committee of the Board or by any Director and Officer shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director and Officer or person acting as aforesaid, or that Directors and Officers or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director and Officer.

31.2 A resolution in writing signed in the affirmative by Directors and Officers sufficient to number a quorum, provided notice of the resolution has gone to all Directors and Officers entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors and Officers.

31.3 The Board may enlist assistance, guidance and seek information from specialists or professional advisers and may invite them to be present at any meeting of the Board, General Meeting or of any committee of the Board.

31.4 The Board may at any time and from time to time determine in what manner and by what persons all cheques promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Guild shall be signed drawn accepted endorsed or otherwise executed and until so determined the same may be drawn accepted endorsed or otherwise executed on behalf of the Guild by any two members of the Board or by any one member of the Board and the Secretary.

## 32 - GENERAL MEETINGS

32.1 An Annual General Meeting of the Guild shall be held in accordance with the provisions of the Corporations Act. All General Meetings, other than the Annual General Meeting, shall be called Extraordinary General Meetings.

32.2 The President and any Director and Officer may convene an Extraordinary General Meeting and the Secretary shall convene an Extraordinary General Meeting on written requisition of Full Members in accordance with the provisions of the Corporations Act.

32.3 Subject to the provisions of the Corporations Act relating to general meetings in shorter notice; notice of at the least 21 days (exclusive of the day on which notice is deemed to be served), shall be given specifying the place the day and the hour of the meeting and the general nature of the business to be conducted. Notice shall be given to such persons as are entitled to receive such notices from the Guild.

32.4 All business shall be special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the report of the Directors and Officers, and Auditors, the election of Directors and Officers, and the appointment and fixing of the remuneration of the Auditors.

## 33 - QUORUM

33.1 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, at least five (5) Members present in person or by proxy shall be a quorum.

33.2 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present in person or by proxy (being not less than two) shall be a quorum.

## 34 - THE PRESIDENT AT GENERAL MEETINGS

34.1 The President shall preside at every General Meeting of the Guild or if there is no President, or if he/she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, then the other Directors and Officers present shall appoint one of the Vice-Presidents to chair the meeting, or if no other Vice-President is present within fifteen minutes after the time appointed for the holding of the meeting or no other Director and Officer is willing to act, then the Full Members present in person shall elect one of their number to chair the meeting.

34.2 The President may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## 35 - VOTE OF MEMBERS

35.1 Except for the Election of Directors and Officers which shall be conducted in accordance with the Election Rules Schedule annexed to this Constitution, at any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

 (a) by the President, or

 (b) by at least three Members present in person or by proxy.

Unless a poll is so demanded, a declaration by the President that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Guild shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

35.2 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the President directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded at the election of a President of a question of adjournment shall be taken forthwith.

35.3 In the case of an equality of votes, whether on a show of hands or on a poll, the President of the meeting at which the poll is demanded shall be entitled to a casting vote.

35.4 No Member shall be entitled to vote at any General Meeting if his or her annual subscription remains unpaid by more than two months at the date of the meeting.

35.5 A Member who is a natural person and who is found of unsound mind, or whose person or estate is liable to be dealt with in any way under law relating to mental health, may vote, whether on a show of hands or on a poll, by his committee or by his/her trustee or by such other person as properly has the management of his/her estate, and any such committee, trustee or other person may vote by proxy or attorney.

35.6 Except as otherwise herein provided or as required by the Corporations Act all resolutions of the Guild at a General Meeting shall be decided on a simple majority of the Members present and voting.

35.7 For the purpose of Clauses 33 to 35 hereof the expression "Member" shall mean, and include, except as otherwise qualified, any Member who is personally present, any person who is present as the proxy or attorney of a Member. On a show of hands and on a poll every person present as a Member, as the proxy or attorney of a Member shall have one vote.

## 36 - PROXIES

36.1 The instrument appointing a proxy shall be in writing under the hand of the Full Member or his/her attorney duly authorised in writing. The instrument appointing a proxy need not be in any particular form provided it is in writing or some other form detailed in the notice of meeting and is valid if it contains the Full Member’s name and address, the Guild’s name, the proxy’s name or the name of the office held by the proxy, the meeting at which the appointment may be used, or sufficient of that information to allow the Member and proxy to be identified and signed by the appointer or the appointer’s attorney or otherwise authenticated in a manner prescribed by the Board in the notice of meeting. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

36.2 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall be deposited at the registered office of the Guild, or at such other place as is specified for that purpose in the notice convening the general meeting, not less than forty-eight (48) hours before the time for holding the general meeting or adjourned general meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

36.3 A vote given in accordance with the terms of an instrument appointing a proxy or authorised representative or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Guild at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

## 37 - ALTERATION OF CONSTITUTION

37.1 This Constitution may only be altered by a special resolution which is passed by a majority of at least seventy-five percent (75%) of Full Members entitled to be present and to vote in person or by attorney or by proxy at a General Meeting of the Guild.

## 38 - REMOVAL OF MEMBER

38.1 If any person of general bad character shall have become a member of this Guild he/she may be expelled from membership by a majority vote of a General Meeting of the Members of the Guild provided that:

 (a) a notice of motion and a written notice giving a short outline of the substance of the charges and notifying the time and place of the meeting shall be posted to the accused Member’s last known place of abode not less than seven (7) clear days, or in the case of an accused Member’s last known place of abode situated more than 100 kilometres from the place where the charge is to be heard, not less than ten (10) clear days before the date of such meeting;

 (b) the purpose of such meeting is advertised; and

 (c) at the appointed time and place of the General Meeting, the General Meeting shall consider the charge whether or not the member shall be in attendance. In the event that the accused Member is in attendance at the General Meeting he shall be given a reasonable opportunity to be heard in his/her defence and may if he/she desires make his/her answer to the charge(s) in writing. Where the Member has a reasonable excuse for not attending, the meeting may be postponed for a reasonable period to allow for the Member’s attendance and the decision of the meeting shall be advised in writing to the Member.

38.2 The Secretary may refuse to accept the entrance fee of any person of general bad character as a Member; provided always that he or she shall forthwith report such refusal to the Board, which shall determine the application according this Constitution.

## 39 - MINUTES

39.1 The Board shall cause minutes to be made of:

 (a) all appointments of Officers;

 (b) names of Directors and Officers present at all meetings of the Guild and of the Board; and

 (c) all proceedings and decisions at all meetings of the Guild and of the Board.

39.2 Such minutes shall be signed by the President of the meeting at which the proceedings were held or by the President of the next succeeding meeting

## 40 - SEAL

40.1 There shall be a Seal of the Guild. The Board will provide for the safe custody of the Seal. The Seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, for the purpose of executing documents by or on behalf of the Guild, and every instrument to which the seal is affixed shall be signed by a Director and Officer and shall be counter-signed by a second Director and Officer or by the Secretary or by some other person appointed by the Board for that purpose.

40.2 In the event that the Guild does not have or cannot locate the Seal for whatever reason or otherwise does not wish to use the Seal, then documents and instruments may be signed or executed by or on behalf of the Guild pursuant to section 127 of the Corporations Act.

## 41 - ACCOUNTS

41.1 The Board shall cause proper accounting and other records to be kept and shall in accordance with the Corporations Act distribute to Members copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Corporations Act PROVIDED HOWEVER that the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account for the financial year which shall end not more than five (5) months before the date of the meeting.

41.2 True accounts shall be kept of the sums of money received and expended by the Guild and the matter in respect of which such receipt and expenditure takes place, and of the assets and liabilities of the Guild. Once at least in every year, the accounts of the Guild shall be examined and audited by one or more properly qualified Auditor or Auditors who shall report to the Members in accordance with the provisions of the Corporations Act.

41.3 The Books of the Guild and Register of members may be inspected by any person having an interest in the funds of the Guild at any reasonable hour.

## 42 - AUDITOR

42.1 A properly qualified Auditor or Auditors shall be appointed by the Board and his or their remuneration fixed and duties regulated in accordance with the Corporations Act and any other relevant legislation.

42.2 The auditor shall make a complete audit of the Guild’s accounts at the completion of the Guild’s financial year on 30th September each year and submit to the Annual General Meeting the Auditor’s report, a statement of receipts, and expenditure of the Guild’s funds and a balance sheet as well as any other information or document required by any applicable legislation.

42.3 Subject to any applicable legislation, the Board shall have power to remove the Auditor from office at any time at its discretion.

## 43 - NOTICES

43.1 A notice may be given by the Guild to any Member either personally or by sending it by post to him/her at his registered address, or to the address or fax number or electronic address or such other address, if any, supplied by him/her to the Guild for the giving of notices to him/her. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent by fax or to an electronic address service of the notice is to be taken to be effected on the day after the date on which it is sent.

43.2 Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

 (a) Every Member except those Members who have not supplied to the Guild an address for the giving of notice to them, and

 (b) The Auditor or Auditors for the time being of the Guild.

43.3 No other person shall be entitled to receive notices of General Meetings.

## 44 - DISSOLUTION

44.1 The Guild shall be dissolved:

 (a) In the event of membership being reduced to less than four (4) Full Members, or

 (b) In the event that the Board has determined that the Guild should be dissolved for whatever reason;

subject to a seventy-five per cent (75%) majority of the Full Members present in person or by proxy and voting at an Extraordinary General Meeting deciding in favour of dissolution.

## 45 - INDEMNITY AND INSURANCE OF OFFICERS

45.1 Subject always to the Corporations Act, the Guild may indemnify a person who is or has been a Director and Officer of the Guild to the extent permitted by law, including, without limitation, an indemnity against a liability incurred by an Officer to another person in the course of performing his/her duties to the Guild as an Officer unless the liability arises out of or in connection with any of the following:

 (a) a liability to the Guild or a related body corporate;

 (b) conduct involving lack of good faith;

 (c) a liability for costs and expenses incurred by the Officer in defending civil or criminal proceedings in which judgement is given against the Officer or in which the Officer is not acquitted;

 (d) a wilful breach of duty in relation to the Guild; or

 (e) a contravention of Part 2D.1 of the Corporations Act.

45.2 Such indemnity against a liability for costs and expenses incurred by the person will cover:

 (a) defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or

 (b) in connection with an application, in relation to such proceedings, in which the court grants relief to the person under the Corporations Act.

However this liability covers the Director and Officer in so far as such liability is not covered by a contract of insurance taken out by any person for the benefit of the Director and Officer.

45.3 The Guild may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Director and Officer of the Guild against a liability incurred by the person as a Director and Officer.

## 46 - APPLICATION OF THE CORPORATIONS ACT

46.1 Unless the contrary intention appears in this Constitution:

 (a) Division 8 of Part 1.2 (Miscellaneous interpretation rules) of the Corporations Act applies, so far as it is capable of application and with such changes as are necessary, in relation to this Constitution; and

(b) An expression used in a particular part or division of the Corporations Act that is given by that part or division a special meaning for the purposes of that part or division has, in any of this Constitution that deals with a matter dealt with by that part or division, unless the contrary intention appears, the same meaning as in that part or division.

## 47 - LOANS, GRANTS AND DONATIONS

47.1 Subject to Clause 47.2, a loan, grant or donation of an amount exceeding $1000 must not be made by the Guild unless the Board:

 (a) has satisfied itself:

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

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

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

47.2 The Secretary of the Guild may make a loan, grant or donation of an amount not exceeding $3000 to a Member of the Guild if the loan, grant or donation:

 (a) is for the purpose of relieving the Member of any of the Member’s dependents from sever financial hardship; and

 (b) is subject to a condition to the effect that, if the Board at its next meeting does not approve the loan, grant or donation, it must be repaid as determined by the Board.

## 48 - GENERAL

48.1 Each Member submits to the non-exclusive jurisdiction of the Courts of New South Wales.

48.2 Prohibition and enforceability

 (a) Any provision of, or the application of any provision of, this Constitution which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.

 (b) Any provision of, or the application of any provision of, this Constitution which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions in that or any other place.

48.3 The Guild shall be represented before FWCA or any other tribunal appointed under the provisions of any Act of Parliament by the Secretary or President or by any such other person as may be appointed for that purpose by the Board.

48.4 Disputes may be notified to FWCA or other statutory tribunal established for the purpose of dealing with industrial disputes by the Secretary.

48.5 The Guild and Members agree to adopt the disclosure model rules to be issued in accordance with the Fair Work (RO) Act upon the commencement of Part 2 of Schedule 1 of the Fair Work (Registered Organisations) Amendment Act 2012 (Amendment Act) on 29 June 2013, as specified in the attached **Disclosure Rules Schedule** and as amended.

## Election Rules Schedule

**1. NOMINATIONS FOR OFFICE**

 (1) Nominations for the positions of Directors and Officers on the Board of the Guild which occur annually shall be lodged with the Returning Officer before 10 a.m. on the day seven (7) days before the Annual General Meeting of the Guild in the appropriate year.

 (2) Nominations for casual vacancies for positions on the Board shall be lodged with the Returning Officer before 10.00 a.m. on the 21st day after the position(s) is (are) declared vacant by the President.

 (3) Nominations shall be in writing, signed by the candidate and endorsed by two other financial Full Members of the Guild. No Member shall nominate for more than one office.

 (4) Only persons who have been financial Full Members for the six (6) months immediately preceding the date of the election shall be eligible to nominate.

 (5) Before rejecting any nominations he or she considers defective, the Returning Officer shall notify the candidate of the defect and, where practicable, allow the candidate a reasonable amount of time to remedy the defect. Such time is to be not less than seven (7) days.

 (6) Subject to paragraph (4) hereof, if only one sufficient valid nomination is received to fill any vacancy, the Returning Officer shall declare the person so nominated, elected.

 (7) The Returning Officer shall call for nominations at least one month before the commencement of any ballot and nominations shall remain open for not less than 14 days.

 (8) The Returning Officer shall publish or distribute notices calling for nominations and giving all necessary information concerning the elections. Such notices to be published or distributed in such manner as the Returning Officer thinks necessary to ensure they are brought to the attention of all members.

 (9) The roll of voters shall close seven (7) days prior to nominations opening.

**2. ELECTIONS**

 (A) Elections shall be by secret Postal ballot conducted in accordance with this Constitution.

 (1) The ballot shall close by 5 p.m. on the day before the Annual General Meeting. Any vote received after that time shall not be counted. The period of time between the commencement and close of the ballot shall be not less than fourteen (14) days.

 (2) The ballot shall be conducted by the Returning Officer who shall use for the purpose of receiving Ballot Papers, a private Box in his/her name at the Post Office, being a private Box used exclusively for that purpose. The method of voting shall be the first past the post system whereby a candidate is elected with a simple majority of votes, that is, the highest number of votes in the count for each Director and Officer position. The Returning Officer shall declare and report the result of the ballot to the Annual General Meeting.

 (3) The keys to the private Post Office box shall be held by the Returning Officer and the ballot shall be counted at the time and place appointed by the Returning Officer.

 (B) If an election is necessary for the positions of the Directors and Officers referred to in Election Rule 1(2) above, such election shall be by secret Postal ballot conducted in accordance with this Constitution.

 (1) The ballot shall close by 5 p.m. on the 21st day after closing of nominations in Rule 1(2). Any vote received after that time shall not be counted. The period of time between the commencement and close of the ballot shall be not less than fourteen (14) days.

 (2) The ballot shall be conducted by the Returning Officer who shall use for the purpose of receiving Ballot Papers, a private Box in his/her name at the Post Office, being a private Box used exclusively for that purpose. The method of voting shall be the first past the post system whereby a candidate is elected with a simple majority of votes, that is, the highest number of votes in the count for each Director and Officer position. The Returning Officer shall declare and report the result of the ballot in writing to the next General Meeting of the Guild.

 (3) The keys to the private Post Office box shall be held by the Returning Officer and the ballot shall be counted at the time and place appointed by the Returning Officer.

 (C) In any election held under this Schedule, the Returning Officer shall provide to each voter a ballot paper, a declaration envelope and another envelope that complies with any legislative requirements. A ballot cannot be counted unless the ballot paper on which it is recorded is returned as follows:

 (1) the ballot paper must be in the declaration envelope provided to the voter with the ballot paper;

 (2) the declaration envelope must be in the other envelope that complies with any legislative requirements.

**3. RETURNING OFFICER**

At the Annual General Meeting in each year the Board shall appoint a Returning Officer who shall be neither a Director and Officer nor an employee of the Guild. It shall be the duty of the Returning Officer:­

(1) To appoint such Deputy Returning Officers and Scrutineers who are not candidates as may be necessary.

(2) To give notice to the Members of the election and to call for nominations.

(3) To receive nominations for offices lodged pursuant to Election Rule 1 above.

(3) Where an election is necessary, to have Ballot Papers printed showing the full names of the candidates for the respective Offices. Such Ballot Papers to contain voting instructions.

(4) The order in which names are to appear on the Ballot Paper shall be drawn by the Returning Officer in the presence of the President and another Director and Officer of the Guild.

(5) To issue and initial all Ballot Papers posted to Members entitled to vote.

(6) To be responsible for the Post Office Box used and to see that it is locked until such time as the Ballot is to be counted.

(7) To receive from the Secretary a nominal Roll of Members of the Guild and keep a record on the Roll of Members to whom Ballot Papers were issued. Such record to correspond with the number of Ballot Papers issued.

(8) To keep a register of Members casting an absentee vote. Such register to be open to inspection by any financial Full Member of the Guild.

(9) The Returning Officer shall, in the manner and at the time of declaring the result of an election, declare in respect of the election:

 (a) the number of ballot papers, other than duplicate ballot papers, issued;

 (b) the number of duplicate ballot papers issued;

 (c) the number of ballot papers admitted as formal;

 (d) the number of ballot papers rejected as informal;

 (e) the number of unused ballot papers;

 (f) the number of ballot papers certified by the printer as printed in respect of the election, and;

 (g) the number of votes admitted as recorded in favour of each candidate;

 (h) the number of votes received after the close of the ballot.

(9.5) If two or more candidates receive the same number of votes, the Returning Officer is to draw lots, in the presence of any scrutineers to decide which candidate is elected. The first name drawn will be the successful candidate. Drawing lots is predicated on a person becoming a candidate for a specific Vice Presidential position rather than the generic office of Vice President.

(10) The Returning Officer in consultation with the Board shall make provisions for the preservation in the custody of the Guild of:

 (a) all Ballot Papers admitted as formal;

 (b) all Ballot Papers rejected as informal;

 (c) all counterfoils relating to the Ballot Papers, whether formal or informal;

 (d) all envelopes received after the close of the Ballot;

 (e) the marked electoral Roll against which the counterfoils were checked;

 (f) unused Ballot Papers, counterfoils and other documents prepared in connection with the election;

 (g) all nominations papers;

 (h) all applications for absentee votes;

 (i) a copy of his report to the Guild on the result of the ballot,

which shall be respectively placed in separate containers each endorsed with the name of the Guild and the office to which the election relates and shall be sealed, signed and dated by the Returning Officer and retained for a period of not less than one (1) year after the date of the election.

**4 SCRUTINEERS - APPOINTMENT AND DUTIES**

 (1) Two scrutineers who are appointed under the provisions of Election Rule 3(1) above may be present whilst the Returning Officer carries out his/her duties and draw his/her attention to any irregularities.

 (2) Any candidate may at his/her own expense appoint a scrutineer who shall be entitled to be present at the counting of the ballot. A candidate shall give written notification of the candidate’s scrutineers to the Returning Officer not less than 24 hours before the commencement of the counting of the ballot.

 (3) The scrutineers referred to in Election Sub-Rules 4(1) and (2) above shall also be entitled to be present at the counting of the ballot, inspect but not touch ballot papers, draw the attention of the Returning Officer to any matter and to make notes PROVIDED that at all times such scrutineers comply with the reasonable directions of the Returning Officer.

**5 ABSENT VOTING**

Any financial Full Member who will be absent from their normal place of residence during a ballot and who desires to record an absentee vote, shall on application to the Returning Officer be supplied with a ballot paper and such material as will enable him/her to return his/her vote in a sealed envelope. Such application shall be made no later than 24 hours prior to the opening of the ballot. On making the application the member shall provide the Returning Officer with an alternate address. On issuing such ballot papers the Returning Officer shall notify each member so applying of the closing date of the ballot.

## Disclosure Rules Schedule

**DEFINITIONS**

(a) 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.

(b) disclosure period For the purpose of these rules means the financial year unless a shorter period is specified.

(c) declared person or body A person is a declared person or body if:

 (i) an officer of the Guild has disclosed a material personal interest under [sub-rule 3(A)]; and

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

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

(d) financial duties includes duties that relate to the financial management of the Guild.

(e) General Manager means the General Manager of Fair Work Commission.

(f) 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.

(g) peak council has the same meaning as defined by section 12 of the *Fair Work Act 2009*.

(h) office has the same meaning as defined by section 9 of the *Fair Work (Registered Organisations) Act 2009*

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

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

(k) 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.

(l) relevant remuneration in relation to an officer of the Guild for a disclosure period is the sum of the following:

 (i) any remuneration disclosed to the Guild by the officer under [sub-rule 2(A)] during the disclosure period;

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

(m) relevant non-cash benefits in relation to an officer of the Guild 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 Guild or by a related party of the Guild.

(n) 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.

**RULE 1 (pursuant to s.141(1)(ca))**

**ORGANISATION/BRANCH POLICIES AND PROCEDURES**

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

Guild.

**RULE 2 (pursuant to s.148A)**

**DISCLOSURE OF OFFICER’S RELEVANT REMUNERATION AND NON-CASH BENEFITS**

A. Each officer of the Guild shall disclose to the Guild 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 Guild; or

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

(b)    by any related party of the Guild 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 Guild:

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

 (b)    in writing.

C. The Guild shall disclose to the members of the Guild:

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

 (b)    for each of 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.

**RULE 3 (pursuant to s.148B)**

**DISCLOSURE OF OFFICER’S MATERIAL PERSONAL INTERESTS**

A. Each officer of the Guild shall disclose to the Guild 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 Guild.

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

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

 (b)    in writing.

C. The Guild shall disclose to the members of the Guild any interests disclosed to the Guild 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.

**RULE 4 (pursuant to s.148C)**

**DISCLOSURE BY ORGANISATION/BRANCH OF PAYMENTS**

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

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

                        i.       to a related party of the Guild; or

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

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

                             i.       to each related party of the Guild; or

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

B. Sub-rule (A) does not apply to a payment made to a related party if:

 (a) the payment consists of amounts deducted by the Guild from remuneration payable to officers or employees of the Guild; or

 (b) the related party is an officer of the Guild, and the payment:

 i. consists of remuneration paid to the officer by the Guild; or

 ii. is reimbursement for expenses reasonably incurred by the officer in performing the officer’s duties as an officer.

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.

**RULE 5 (pursuant to s.154D)**

**OFFICERS TO UNDERTAKE APPROVED TRAINING**

Within six months after beginning to hold an office, each officer of the Guild whose duties include duties that relate to the financial management of the Guild (financial duties) must complete training that:

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

 B. covers each of the officer’s financial duties.

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