[163V: Incorporates alterations of 6 September 2024 (R2024/80)]

Replaces rule book of 8 June 2021 (R2021/75)

I CERTIFY under section 161 of the *Fair Work (Registered Organisations) Act 2009* that the pages herein numbered 1 to 37 both inclusive contain a true and correct copy of the registered rules of The Australian Industry Group.

 DELEGATE OF THE GENERAL MANAGER

 FAIR WORK COMMISSION

Rules of the AiG

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## PART I: NAME, PURPOSE AND OBJECTS

## 1 - NAME OF THE ORGANISATION

1.1 The Organisation shall be known as The Australian Industry Group (Ai Group).

## 2 – PURPOSE OF THE ORGANISATION

2.1 The Organisation is a federally registered organisation incorporated under the Act.

2.2 The Organisation will operate for the promotion of the Objects.

## 3 – OBJECTS OF THE ORGANISATION

3.1 The objects for which the Organisation is established are:-

 (a) To promote the interests of the Industries represented in the Organisation throughout Australia.

 (b) To enhance and improve the condition of the Industries in every proper and lawful manner.

 (c) To improve either abroad or within Australia the relations between Subscribers and their workers, suppliers, distributors, and end consumers.

 (d) To secure to the Subscribers of the Organisation all the advantages of unity of action, and to protect the interests of Subscribers in any lawful manner whatsoever in all matters relating to the said Industries.

 (e) To secure the aid of public opinion to influence Government policy in the development, advancement, and continuity of enterprises in or incidental to the Industries and to participate in the consultative and advocacy processes including promoting or opposing legislative or other regulatory measures affecting or likely to affect the Industries.

 (f) To promote exhibitions of products and services of the Industries.

 (g) To collect and disseminate information relating to industries in Australia or overseas as may be calculated to be of use to Subscribers and their stakeholders and the Industries generally.

 (h) To advocate the interests of the Organisation’s membership in respect of taxation, security, regulation, business improvement, competition, and innovation and economic development, in Australia and overseas.

 (i) To prosecute or defend any suits, applications, and proceedings, before any court or tribunal whatsoever, as may be deemed necessary or expedient in the interests of the Organisation or its membership.

 (j) To establish awards, prizes, bursaries and scholarships for educational purposes, or make contributions to prize funds of educational institutions in furtherance of the policies of the Organisation and to provide mechanisms to help promote skills and education in the Industries.

 (k) To assist and support any scientific, technological, economic, innovative, educational, training or standardisation entities or like bodies whose activities are calculated to be of interest to the Organisation.

 (l) To promote and encourage all forms of education and training supportive of the development of efficient and safe work practices.

3.2 In pursuing any of the objects or purposes of the Organisation, the Organisation has all the same powers, rights and legal capacity as an individual with legal capacity as well as those expressly conferred on a registered organisation of employers under the Act and as a body corporate (as if it were a company) under the Corporations Act 2001 and in particular, but without limiting the generality of the foregoing, the Organisation has the power –

 (m) To purchase, take on lease, or license, or hire, or otherwise acquire, real or personal property of any kind and to sell, exchange, lease license or dispose of any real or personal property on such terms as may be considered expedient.

 (n) To establish State or regional offices, and to provide for the appointment of advisors or committees to deal with local matters.

 (o) To enter into any affiliation or alliance or venture (whether incorporated or otherwise) or to promote or assist in the promotion of any person having objects similar to or calculated to benefit generally the Organisation and to acquire shares or other interests in or lend money upon security or otherwise to, any such person.

 (p) To purchase or otherwise acquire and invest, sell, transfer or otherwise dispose of all or any part of the property, assets, liabilities and engagements, of any one or more of the persons or entities, with which this Organisation is authorised to amalgamate, become affiliated with, or acquire.

 (q) To act as mediators or other non-judicial functions for dispute resolution and or settlement in respect of disputes between the Organisation’s membership and their respective workforces.

 (r) To establish or assist in the establishment of libraries and databases and to publish or procure the publication of publications in any form which might be calculated to interest Subscribers or relate to the objects of the Organisation.

 (s) To enter into contracts, agreements, deeds or other instruments, and arrangements of any kind (“agreements”) and if deemed appropriate, to provide security for the enforceable obligations of the Organisation under any such agreements.

 (t) To accept, undertake, or execute, any trust or gift which may be deemed to be in accordance with, or which may further the objects of the Organisation, or any of them.

 (u) To guarantee the performance of any related body corporate under any agreement regulation order or lawful obligation of the related body corporate and to indemnify any party to, or third persons identified in any agreement in respect of which the Organisation has a lawful and authorised interest or which is reasonably necessary for the Organisation to perform its obligations under these Rules or in furtherance of the objects of the Organisation.

 (v) To raise funds by means of subscriptions and levies, sale of goods and services, investments, sponsorship and any other lawful means for any of the purposes and objects of the Organisation in such amounts and in such manner as may be approved or authorised by the committee of management of the Organisation.

 (w) To act as a registered organisation and/or industrial union of employers under the industrial relations workplace relations or related or incidental or associated laws of the Commonwealth of Australia and its territories or any State within the Commonwealth and to represent the Organisation’s members and Subscribers and Industries in connection with any such law whether actual or proposed, and generally to further the interests of the Industries and the Organisation’s membership.

 (x) To bring any industrial disputes, claims or matters relating to industrial matters before any court, commission, committee, inquiry, board or any tribunal whatsoever and to participate to the full extent permitted by law, in any act matter or thing that may reasonably be of concern or interest or affecting the Organisation and its membership from time to time, including, but without limiting the generality of the foregoing, bringing any suit or defending any claim in any court or tribunal (whether constituted under the Act or referred to in the Act) or otherwise

 howsoever.

 (y) To represent the interests of employers and or the Industries before governments, government agencies and departments, courts, boards of enquiry, conciliation committees, tribunals, conferences, trade unions, employee organisations, employer organisations, consultative groups, forums, associations, corporations, and any other bodies.

 (z) To do all things that a not for profit body corporate may do while it is and remains a registered organisation of employers so as to further the general objects of the Organisation (subject to any specific limitations or conditions under the Act and any other law in force and effect from time to time whether in Australia or in any other jurisdiction which applies to the Organisation) and to exercise all the powers and legal capacity of a natural person or a body corporate provided that the Organisation shall not issue shares or other security interests, shall not distribute income or capital or any assets of the Organisation to its membership directly or

 indirectly, except as a bona fide compensation for goods or services rendered to or expenses incurred by or on behalf of the Organisation; and must apply its income and assets in accordance with its objects and for the purposes generally for which it is established.

 (aa) To do all such other lawful things as may appear to be incidental or conducive to the objects, purposes or powers of the Organisation or any of them and to adopt any additional objects, purposes or powers or remove any such objects, purposes or powers from time to time.

## PART II: DEFINITIONS

## 4 - INTERPRETATION

4.1 Unless a contrary intention is expressed in these Rules, the following definitions apply to the words and expressions used in these Rules and any words or phrases defined in section 6 or section 9 of the Act shall have the same meanings when used in these Rules:

 **the Act** means the *Fair Work (Registered Organisations) Act 2009* and its regulations and includes all amendments thereto and any former or successor legislation and regulations.

 **Admission Date** Is the date on which an applicant for membership is admitted to membership of the Organisation (or any of them) under these Rules.

 **Advisor** means an Advisor appointed and removed by the National Executive in accordance with Rule 29.

 **AEC** means the Australian Electoral Commission.

 **Associate** means a person enrolled as a Subscriber pursuant to Rule 4.

 **Board** means the group of persons who supervises, governs or otherwise has oversight of a

 corporation, organisation, association or other like body including a Board of Directors known also under these rules as the National Executive.

 **Certification Date** means the date the FWC or the Agency governing the regulation and

 compliance of registered organisations under the Act certifies an alteration to the Rules.

 **Court** means the Federal Court of Australia unless otherwise specified.

 **Corporations Act** means the *Corporations Act* (Cth) 2001.

 **Disclosure Period** means the financial year for the Organisation unless a shorter period is

 specified.

 **Eligibility Conditions** means the conditions for membership applying under Rule 5.

 **Financial** means a Member who has paid all fees or subscriptions and is not an Unfinancial member.

 **Financial duties** include duties that relate to the financial management of the Organisation.

 **Financial Year** means the 12 months from 1 July to 30 June.

 **FWA** means the Fair Work Act 2009 and its regulations and include all amendments and any former or successor legislation and regulations.

 **FWC** means Fair Work Commission or any other Agency appointed by the Commonwealth Authority under or pursuant to the Act or FWA or any successor legislation from time to time to manage or regulate registered organisations under the Act.

 **General Manager** means the person exercising the functions and role of the General Manager of the Agency by whatever title under the Act.

 **General Meeting** means a meeting of Members convened as either a Special General Meeting or an Annual General Meeting under these Rules.

 **Industries** means the metal trades industries, the metal trades, and manufacturing industries of all kinds.

 **Industry Sector Partner** means an organisation or entity admitted to membership in the category of Industry Sector Partner under Rule 4.

 **Member** is a person who satisfies the Eligibility Conditions and is admitted as a Member under Rule 5.1 or 5.2 and accordingly becomes a Member for the purposes of the Act and entitled, subject to these Rules, to exercise the Voting Privileges.

 **Membership** includes Members and Subscribers.

 **Membership Rights** means the rights to participate in the Organisation’s membership services including on any committee or advisory body created or established by the Organisation for its membership but does not include the right to exercise Voting Privileges.

 **Membership Services** means the goods and services of any kind specified by the Organisation as available to the membership.

 **Metal Trades and Metal Trades Industries** include any trade, industry, business, undertaking, work, service, handicraft, employment, or industrial occupation, upon land, on or under water, or in the air, wholly or in part concerned or connected with or incidental to –

 (a) manufacturing, making, repairing, maintaining, fabricating, erecting, assembling, altering, servicing, melting, smelting, treating, processing (electro and otherwise), coating, painting, japanning, enamelling, and otherwise dealing with, any metals, metallic articles or goods, machinery, mechanical and electrical apparatus, appliances, and plant, structures, ships or vessels, vehicles for rail, road or air transport, plastics, industrial gases produced by mechanical means (other than coal gas), and any other articles or things of a metallic or substantially metallic nature and includes other industries, insofar as engine driving, boiler-firing, crane driving, and allied occupations are carried on.

 (b) operation of civil aircraft including the operation of civil airlines.

 **month** means a calendar month.

 **National Executive** is the committee of management of the Organisation as set out in Rule 18.

 **National Officers** means the National Officers and Office-bearers elected to the National

 Executive or appointed to fill a casual vacancy in the National Executive in accordance with these Rules.

 **National Office bearers** means the National Officers elected as National Office bearers in

 accordance with Rule 20.5 and 44.

 **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.

 **Officer** has the same meaning as defined by section 6 of the Act.

 **the Organisation or Ai Group** means The Australian Industry Group.

 **person** includes an individual, partnership, incorporated association, body corporate, company, sole trader, and statutory authority but does not include a person without legal capacity to act.

 **Register** means the register of the membership kept in accordance with the Act and these Rules.

 **relative** in relation to a person, means:

 (a) parent, step-parent, child, stepchild, grandparent, grandchild, brother or sister of the

 person; or

 (b) the spouse of the first mentioned person.

 **relevant non-cash benefits** in relation to an Officer of the Organisation 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 Organisation or by a related party of the Organisation.

 **relevant remuneration** in relation to an Officer of the Organisation for a Disclosure Period is the sum of the following:

 (a) any remuneration disclosed to the Organisation by the Officer during the Disclosure Period;

 (b) any remuneration paid during the Disclosure Period, to the Officer of the Organisation.

 **Remuneration**

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

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

 (c) 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.

 **Representative** means the person appointed or nominated by a Member or Subscriber who has legal capacity to act for and the authority to bind the member or Subscriber to comply with these Rules.

 **Subscriber** means any person who subscribes to membership of the Organisation or who is provided services by the Organisation.

 **Subscription** includes dues and levies or fees, arising in respect of membership of the Organisation or payment for services provided by the Organisation.

 **subscription period** means any period of 12 consecutive months in respect of which a

 Subscription is payable in accordance with these Rules.

 **Term** means the term of office for National Officers elected under these Rules.

 **Unfinancial** has the meaning ascribed to it in Rule 12 and “Financial” has a corresponding

 meaning, namely in relation to a Subscriber, that they are not Unfinancial.

 **Voting Privileges** means the right of the member to vote in accordance with the category of membership.

4.2 Words importing the singular number include the plural number, and vice versa; and words

 importing the masculine gender include feminine gender.

4.3 Headings to Rules are for convenience only and terms or expressions defined in the Act or the FWA shall have the same meanings when used in these Rules.

4.4 Should any question arise at any time which is not fully provided for by these Rules, that question shall be determined by the National Executive.

## PART III: MEMBERSHIP

## 5 - MEMBERSHIP

5.1 The Organisation shall consist of an unlimited number of individuals, firms, partnerships, companies, corporations and unincorporated bodies, either:

 (a) engaged in or employing any worker within the Commonwealth of Australia and its territories in any of the metal trades industries, which shall mean and include any trade, industry, business, undertaking, work, service, handicraft, employment, or industrial occupation, upon land, on or under water, or in the air, wholly or in part concerned or connected with or incidental to -

 (i) manufacturing, making, repairing, maintaining, fabricating, erecting, assembling, altering, servicing, melting, smelting, treating, processing (electro and otherwise), coating, painting, japanning, enamelling, and similarly treating, vitreous enamelling,

 and otherwise dealing with, any metals, metallic articles or goods, machinery, mechanical and electrical apparatus, appliances, and plant, structures, ships or vessels, vehicles for rail, road or air transport, plastics, industrial gases produced by mechanical means (other than coal gas), and any other articles or things of a metallic or substantially metallic nature and includes other industries, insofar as engine driving, boiler-firing, crane driving and allied occupations are carried on.

 (ii) operation of civil aircraft including the operation of civil airlines.

 Provided that the membership of any such individual partnership, firm, company, corporation, or unincorporated body who does not manufacture or compete in the general metal trades industries shall only extend and apply in regard to metal trades and engine driving matters affecting the members' employees engaged in such metal trades industries; or

 (b) who are bona fide Australian manufacturers or

 (c) Any individual, firm, partnership, company, corporation or unincorporated body engaged in and employing any worker in any of the metal industries (as specifically defined in this sub‑paragraph) may be admitted as a Member of the Organisation and for the purposes of this sub‑rule 5.1(c) “metal industries” will:

 include any trade, industry, business, undertaking, work, service, handicraft, employment, or industrial occupation, on land or water, wholly or in part concerned or connected with or incidental to, manufacturing, making, repairing, maintaining, fabricating, erecting, assembling, altering, servicing, melting, smelting, treating, processing (electro and otherwise), coating, painting, japanning, enamelling, and similarly treating, vitreous enamelling, and otherwise dealing with, any metals, metallic articles or goods, machinery, mechanical and electrical apparatus, appliances, and plant, structures, ships or vessels, vehicles for rail, road or air transport, plastics, industrial gases produced by mechanical means, and any other articles or things of a metallic or substantially metallic nature, and generating, distributing and supplying electricity, and includes other industries, insofar as engine driving, boiler firing, crane driving and allied occupations are carried on, and other industries in which employees are employed under Awards covering workers in the metal industries. (This sub‑paragraph 5(1)(c) was inserted following the amalgamation of The Australian Industry Group with Engineering Employers Association South Australia and was part of the eligibility rule of that latter organisation).

5.2 Any registered Industrial Union of Employers in the Commonwealth of Australia or unregistered Trade Association in the Commonwealth of Australia engaged in any such metal trades industries may be admitted as an Affiliated Member under the name of such Union or Association.

## 6 - CATEGORIES OF MEMBERSHIP

6.1 The membership of the Organisation is comprised of persons admitted in accordance with these Rules in the following categories:

(a) Member:

 (i) Being a person or entity that satisfies the Eligibility Conditions and is admitted in accordance with Rule 5;

 (ii) who is entitled to exercise the Voting Privileges subject to compliance with these Rules.

(b) Associate:

 Being any person who is either not eligible to become a Member or who does not wish to exercise any Voting Privileges and on admission as an Associate is not a Member and is not entitled to exercise any Voting Privileges.

(c) Industry Sector Partner:

 Being an industrial association or not for profit entity or body corporate who has interests in common with the Organisation or whose members are desirous of contributing to and benefiting from the activities of the Organisation but upon admission as an Industry Sector Partner is not a member and is not entitled to exercise any Voting Privileges.

6.2 Apart from the Voting Privileges which are conferred exclusively on Members, all Subscribers to the Organisation are entitled subject to these Rules, to receive the membership services in accordance within their respective membership category.

6.3 A Member must satisfy and continue to satisfy the Eligibility Conditions and be Financial in order to be entitled to exercise their Voting Privileges.

6.4 Where a Subscriber ceases to be eligible to be and remain a Member under Rule 5, the Organisation may transfer the Subscriber’s membership to another Subscriber category, with effect from the date the Organisation becomes aware of the Subscriber becoming ineligible to be and remain a Member (the Transfer Date) until such time as the first to occur of the following (as may be applicable):

 (a) the Subscriber is terminated as a Subscriber pursuant to Rule 10;

 (b) the Subscriber notifies the Organisation that they wish to resign from membership in accordance with Rule 10;

 (c) the Subscriber becomes eligible to be and remain a Member under Rule 5.

6.5 Within fourteen (14) days after:

 (d) the business, or part of the business, of a Subscriber to the Organisation is sold, assigned or transferred to any person who is a federal system employer; or

 (e) any Subscriber to the Organisation succeeds to the business, or part of the business, of any other person;

 the Subscriber concerned shall notify the Organisation of the sale, assignment, transfer or succession.

## 7 - ADMISSION TO MEMBERSHIP

7.1 An application for membership:

 (a) shall be in the form and manner prescribed or approved by the National Executive from time to time;

 (b) be accompanied by information as determined by the National Executive;

 (c) must be signed by the applicant’s authorised Representative who has power and authority to bind the applicant.

7.2 An application for membership shall be submitted to the National Secretary-Treasurer or his or her authorised delegate.

7.3 All applications must be accompanied by any prescribed fees, unless otherwise determined by the National Executive.

7.4 (a) The lodging of an application for membership is conclusive evidence that the applicant has agreed to become a Member or Subscriber and to be bound by these Rules.

 (b) The Organisation shall decide whether to accept or reject the application for membership subject to the provisions of the Act and these Rules.

 (c) The rights and privileges of every Member are personal to each Member and are not transferable.

7.5 Payment is confirmation that the applicant agrees to become a Member on the terms set out in the Admission Notice.

7.6 (a) Upon admission to membership pursuant to these Rules, the applicant shall be registered in the Register in the relevant category of membership.

 (b) The Admission Date shall be the date on which the subscription is paid.

7.7 Applicants for membership will be advised in writing of the financial obligations arising from membership and the circumstances, and the manner, in which a member may resign their membership.

## 8 - REPRESENTATIVES

8.1 Each Subscriber must appoint a Representative as its agent to give and receive notices as a

 Subscriber under these Rules or a Member under the Act, to authorise the Subscriber’s participation in the Organisation and to exercise all rights and entitlements conferred on the Subscriber under these Rules including, if the Subscriber is a Member, to exercise the Voting Privileges on behalf of the Member.

8.2 Subject to the category and rights of membership, the Representative may be entitled to:

 (a) exercise at a general meeting all the powers which the Member can exercise if it were a natural person; and

 (b) be counted towards a quorum on the basis that the Member is present at a general meeting by its Representative.

8.3 The Representative must have the power and authority to bind the Subscriber (whether as an officer, attorney, or authorised delegate).

8.4 Each Subscriber may otherwise remove or replace its Representative at any time by providing written notice to the Organisation.

8.5 A Subscriber may also nominate in writing any person or persons employed by it to receive its membership services (or any part thereof) from the Organisation and unless and until notified to the contrary, the Organisation may provide its membership services or administer the Subscriber’s rights and privileges in relation to those membership services, including the payment or otherwise of Subscriptions or other moneys payable by the Subscriber with reference to such person without any further enquiry or verification.

## 9 – CONDUCT OF MEMBERS

9.1 The National Executive may resolve to warn, suspend or terminate a Subscriber from the

 Organisation if the National Executive considers that:

(a) the Subscriber has breached these Rules;

(b) the Subscriber has failed to abide by a resolution of the National Executive; or

(c) the Subscriber’s behaviour is causing, has caused, or is likely to cause harm to the

 Organisation.

9.2 The National Executive must give the Subscriber facing the above disciplinary measures a full and fair opportunity to show why the measure should not be taken by:

(a) sending the National Executive, a written explanation before the National Executive meeting (provided that the explanation is no longer than 1,000 words and is not defamatory); and

(b) speaking at the meeting.

9.3 After considering any explanation provided under Rule 9.2, the National Executive may:

(a) take no further action;

(b) warn the Subscriber;

(c) suspend the Subscriber for a period;

(d) terminate the Subscriber;

(e) refer the decision to an independent person on conditions that the National Executive consider appropriate and to provide a report to the National Executive.

9.4 The National Executive cannot fine a Subscriber.

9.5 The National Secretary-Treasurer must give written notice to the Subscriber of the decision under Rule 9.3 as soon as practicable after the decision of the National Executive.

9.6 There will be no liability to the Organisation as a result of any decision made under this Rule 9.

## 10 - CESSATION OF MEMBERSHIP

10.1 Subject to the provisions of the Act and these Rules, a Subscriber will cease to be a member of the Organisation if the Member:

(a) resigns by written notice to the Organisation in accordance with Rule 10.2;

(b) ceases to be eligible to be a Subscriber;

(c) becomes insolvent or bankrupt;

(d) membership has been terminated in accordance with these Rules;

(e) as otherwise provided in these Rules or the Act.

10.2 A notice of resignation from membership of the Organisation takes effect:

(a) where the Subscriber ceases to be eligible to be and remain as a Member of the Organisation:

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

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

 whichever is later; or

 (b) in any other case;

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

 (ii) on the day specified in the notice;

 whichever is the later.

10.3 Membership of the Organisation shall also be terminated, and the Subscriber removed from the Register:

(a) if the Subscriber is a Member who has not paid an amount payable for Subscriptions and a continuous period of 18 months has elapsed since the amount became payable and the Member’s name has not been removed from the Register under paragraph (b) of this sub rule; or

(b) if the Subscriber is Unfinancial.

10.4 The cessation of membership:

(a) does not relieve the member of any liability to the Organisation that accrued prior to such cessation of membership; and

(b) will have the effect that the Member shall cease to be entitled to vote or to receive any Membership Services.

10.5 If a Member ceases to be a member for any reason, then the National Secretary-Treasurer will note the cessation of membership on the Register and notify the Member.

10.6 A Subscriber ceasing to be a Subscriber will remain liable for any fees or other moneys

 which were due and unpaid to the Organisation as at the date of ceasing to be a Subscriber.

## 11 - MEMBERSHIP REGISTER

11.1 For the purposes of the Act, the National Secretary-Treasurer shall maintain a register of members (the Register) and such other Subscribers’ particulars as the National Executive may direct from time to time in which shall be entered for each member including:

(a) the full name, address, telephone number, postal and email addresses;

(b) the category of Membership of the Member;

(c) the nominated Representative of the Member;

(d) the date of admission as a member of the Organisation;

(e) the date of termination or resignation of the Member;

(f) details about termination or reinstatement of Membership (if applicable); and

(g) any other information prescribed from time to time by the National Executive.

11.2 Members shall notify the National Secretary-Treasurer of any changes to their Membership

 particulars.

## PART IV: SUBSCRIPTIONS AND PAYMENTS

## 12– SUBSCRIPTIONS

12.1 The National Executive shall from time to time determine the amount payable as an entrance fee (if any) and annual Subscription (if any) payable by Subscribers.

12.2 Unless otherwise determined by the National Executive, annual Subscriptions are payable each year on or from the membership renewal date.

12.3 Every Subscriber must pay their Subscription within the period specified in the notice of renewal or invoice in order to be entitled to receive or continue to receive the Membership Services.

12.4 The provision of any services by the Organisation while the Subscriber is Unfinancial is not to be taken as a waiver by the Organisation of its rights to cease provision of such services or (subject to this Rule) to sue the Subscriber for the debt.

12.5 Subject to the Act, any Subscriber who does not pay the Subscription within six months of the due date for payment:

(a) shall be Unfinancial; and

(b) is not entitled to exercise or participate in the exercise of voting (if applicable) or any proceedings of the Organisation; and

(c) in addition to the condition in Rule 12.5(b), may not be entitled to access as a Subscriber any service made available or offered to Subscribers;

(d) as determined by the National Executive, all arrears and other payments due may be recovered at law in proceedings instituted by the Organisation.

12.6 Where a Subscriber continues in default under Rule 12.3 or remains Unfinancial under Rule 12.5 for more than one month after notice of final demand has been made by the Organisation in accordance with these Rules, the Subscriber may be terminated and shall be removed from the Register provided that any such termination or removal from the Register shall be without prejudice to the right of the Organisation to recover the Subscription(s) and or other amounts due and owing to the Organisation.

12.7 No Subscription in whole or in part shall be refundable in the case of non-renewal, resignation, cessation or termination of membership, regardless of the date of the resignation, non- renewal, cessation or termination, except in the case of manifest error on the part of the Organisation.

12.8 Where a person ceases to be a Subscriber by virtue of Rule 12, the National Executive may subject to the Act, reinstate Membership if all arrears of subscriptions are paid.

12.9 Nothing in these Rules shall prevent the Organisation from seeking voluntary contributions from Members or Subscribers, or any category of part of the Membership in respect of any particular matter or activity which the National Executive considers to be of significant benefit or importance to the Organisation.

12.10 A dispute between the Organisation and any Subscriber must be determined in accordance with these Rules, provided that any Subscription, levy or other amount, fee, cost, or expense payable by a Subscriber is a debt due and owing to the Organisation and together with all costs and expenses incurred reasonably by the Organisation in recovering the debt, may be sued for and recovered in a court of competent jurisdiction by the Organisation, subject (only in the case of Members under the Act), to the Act.

## PART V: MEMBERSHIP MEETINGS

## 13 - GENERAL MEETINGS OF MEMBERS

13.1 A General Meeting may be convened as provided by this Rule 13.

13.2 The National Executive may convene a general meeting of the Organisation whenever it thinks fit.

13.3 A meeting must be held at a reasonable time and place and may be held at two or more venues or online using any technology as determined by the National Executive.

13.4 At the request of the National President, or the National Executive, or on a requisition signed by at least twenty-five Members, the National Secretary-Treasurer shall cause a Special General Meeting of the Organisation to be convened on not less than 7 days’ notice, and no business shall be transacted at any such meeting except that for which the meeting has been convened.

13.5 The National Executive may postpone, cancel or change the venue for a general meeting, but a general meeting may not be cancelled without the consent of the requisitioning member or members.

13.6 The National Executive may at their discretion give notice of cancellation but not giving notice does not affect the validity of the cancellation.

## 14 – NOTICE OF GENERAL MEETING

14.1 At least 7 days’ notice must be given of a General Meeting.

14.2 Notice of every general meeting shall be given to:-

(a) every Officer;

(b) every Member; and

(c) the auditor for the time being, in the case of an Annual General Meeting.

## 15 – QUORUM

15.1 No business shall be transacted at any general meeting unless a quorum is present.

15.2 A quorum must be present at all times during a general meeting.

15.3 Save as otherwise provided in these Rules, a quorum shall be 20 members entitled to vote.

15.4 If within 15 minutes from the time appointed for a general meeting a quorum is not present:

(a) the meeting, if convened by the National Executive upon a Requisition of members is dissolved; and

(b) in any other case it shall stand adjourned to:

 (i) the same day in the next week at the same time and place; or

 (ii) any other day and at any other time and place determined by the National

 Executive.

## 16 – PROCEDURE AT GENERAL MEETINGS

16.1 The President shall chair every general meeting, but if:

(a) there is no President; or

(b) the President is not present within 15 minutes after the time appointed for the holding of the meeting; or

(c) the President is unable or unwilling to chair the meeting, the Deputy-President shall chair the meeting, but if:

 (i) there is no Deputy-President; or

 (ii) the Deputy-President is not present within 20 minutes after the time appointed for the holding of the meeting; or

 (iii) the Deputy-President is unable or unwilling to chair the meeting, the members present shall elect another member of the National Executive present at the meeting to chair the meeting.

16.2 With the consent of any general meeting at which a quorum is present, the chair may adjourn the meeting from time to time and from place to place.

16.3 No business shall be transacted at any adjourned general meeting other than the business left

 unfinished at the meeting from which the adjournment took place.

16.4 When a general meeting is adjourned for 1 month or more, notice of the adjourned meeting shall be given as in the case of an original meeting, but otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16.5 Unless the Organisation has adopted standing orders for the conduct of general meetings, then subject to these Rules, the chair of any general meeting shall determine the rules of procedure governing the conduct of the meeting.

## 17 – VOTING AT GENERAL MEETINGS

Subject to the Act,

17.1 Any matter put to the vote under these Rules by the chair shall be through a show of hands, poll, a ballot, or if submitted electronically, by identification of the Member and by submission of their vote verbally or by a voting button (“a Vote”), as determined by the chair. Every Financial Member eligible to vote, shall be entitled to one vote only. In the case of an equality of votes, the chair shall, have a casting vote in addition to the vote to which he or she may be entitled as a Member.

17.2 Unless otherwise expressed in these Rules or under the Act, a resolution shall be carried by a majority voting in favour of the resolution.

17.3 Unless a poll is demanded:

(a) a declaration by the chair that on a show of hands a resolution has been carried or carried unanimously or by a particular majority or lost; and

(b) an entry to that effect in the Organisation’s minute book, 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.

17.4 A poll may be demanded on any matter except the election of a chair of the meeting or the

 adjournment of the meeting.

17.5 If a poll is duly demanded it shall be taken by a secret ballot either at once or after an interval or adjournment and the result of the poll shall be the resolution of the general meeting at which the poll was demanded.

17.6 The demand for a poll or ballot may be withdrawn.

17.7 In the case of an equality of votes, whether on a show of hands or on a poll in addition to any deliberative vote he or she may have as a member or as a proxy, the chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote.

17.8 At general meetings:

(a) each member entitled to vote may vote in person or by proxy;

(b) on a show of hands every member present in person or by proxy shall have one vote; and

(c) on a poll, every member present in person or by proxy shall have one vote.

17.9 No Member shall be entitled to be present at or vote on any question at any General Meeting or upon a poll or ballot or be reckoned in a quorum while the Member is Unfinancial.

## 18 - PROXIES

18.1 In instrument appointing a proxy:

 (a) shall be in writing and in accordance with the form issued by the National Secretary-Treasurer (or his or her delegate) and executed by or on behalf of a Member; and

 (b) must be lodged with the Organisation by the time prescribed.

## 19 – ANNUAL GENERAL MEETINGS

Subject to the Act:

19.1 The Organisation must hold an Annual General Meeting (AGM) within six months of the end of the financial year.

19.2 In accordance with the Act, the business of an AGM shall include:

(a) consideration of the full report on the audited financial statements of the Organisation;

(b) a report on the affairs of the Organisation, including the names of all elected and/or

 appointed Officers of the Organisation for the last financial year which ended before the AGM; and

(c) details of the removal and appointment of auditors of the Organisation (if applicable); and

(e) any other matters as may be required by the Act.

19.3 Notice

 The National Secretary-Treasurer shall give the Members details of the business to be conducted at the meeting.

19.4 Minutes

 The National Secretary-Treasurer must ensure minutes of all questions, matters, resolutions and other proceedings of each AGM are recorded.

## PART VI: OFFICERS

## 20 – NATIONAL EXECUTIVE

20.1 The committee of management of the Organisation is the National Executive which is comprised of seven (7) National Officers elected or appointed in accordance with these Rules.

20.2 The National Executive must meet at least 4 times every Financial Year and more frequently if directed by the National President.

20.3 The National Officers may hold office for the Term of three (3) years until their successors are elected.

20.4 The members of the National Executive (National Officers) will consist of the following:

(a) 2 National Officers elected by Members who operate in NSW and/or the ACT

(b) 2 National Officers elected by Members who operate in Victoria and/or Tasmania

(c) 1 National Officer elected by Members who operate in Queensland

(d) 1 National Officer elected by Members who operate in South Australia and/or the Northern Territory

(e) 1 National Officer elected by Members who operate in Western Australia.

20.5 Three of the seven (7) National Officers shall be Office-bearers. The Office-bearers are:

(a) The National President;

(b) The Deputy National President;

(c) The National Secretary-Treasurer.

20.6 No person may hold more than one office of National Officer at the same time.

20.7 The National President, or failing him or her, the Deputy National President (or, failing both of them, the National Officer appointed by the National Office-bearers present) shall be the chair of all meetings of the National Executive.

20.8 The National President or the National Secretary-Treasurer may convene a meeting of the National Executive at such times and at such places as they see fit on not less than 48 hours’ notice (provided that a meeting of the National Executive held on less notice shall be valid and effective if a quorum of the National Executive agrees to the meeting on lesser notice).

20.9 Meetings of the National Executive may be held in person or by any electronic means or any combination of any such methods, as the National Executive may approve from time to time and votes may be cast electronically.

20.10 A quorum for any meeting of the National Executive shall be 4 National Officers at least one of whom must be the National President, Deputy National President or National Secretary-Treasurer.

20.11 A resolution in writing approved by a majority of the National Officers shall have the same effect as if it were submitted to and approved by a properly convened meeting of the National Executive and shall be resolved on the date the last National Officer has approved the resolution.

20.12 At any meeting of the National Executive all resolutions put to the vote shall be determined by a show of hands or if submitted electronically, by identification of the National Officer and by submission of their vote verbally or by a voting button.

20.13 The National Secretary-Treasurer shall cause to be recorded all such resolutions and proceedings of the National Executive and the manner in which the resolution has been submitted and voted upon and the outcome of the vote in the minutes of the National Executive.

20.14 Disclosing Officers of material personal interests in a matter that relates to the affairs of the Organisation may only be present during any deliberation on the matter or take part in a decision of the Organisation with respect to that matter if the conditions in section 293F of the Act are satisfied.

20.15 The National Secretary-Treasurer shall be responsible for keeping the minute books of:

(a) the National Executive’s proceedings in which shall be recorded amongst other things, disclosures made under the Act and resolutions passed by the National Executive including those required in respect of participation and voting on matters arising in proceedings of the National Executive; and

(b) the Organisation’s General Meetings; and

such other records, documents and notices as may be required to be kept by the committee of management or the Organisation under the Act.

## 21 – QUALIFICATIONS FOR OFFICERS

21.1 The Officers of the Organisation are the members of the National Executive.

21.2 An Officer must be qualified to be and remain an Officer under the Act and as required by Rule 21.3.

21.3 (a) No person shall be eligible as an Officer unless being an individual, he or she is either

 (i) An individual person who is a Member in his or her own right;

 (ii) An individual person who is a partner in a partnership which is a Member;

 (iii) an officer, authorised representative (under the Corporations Act) or an appointed Representative (appointed in writing by the Member under these Rules) of a Member, provided that in any case only directors or senior executive officers of the Member may be candidates or nominees for the position of an Officer.

 (b) No person shall be eligible to be, or remain, an Officer if he or she (or the Member they represent:

 (i) becomes, or is, bankrupt or insolvent or makes an assignment for the benefit of their creditors or enters into any arrangement or agreement with their creditors or is subject to External Administration;

 (ii) is or becomes of unsound mind; or

 (iii) has been or is convicted of any fraud or crime; or

 (iv) ceases during any period of holding office to be eligible pursuant to paragraph (a) of this Rule 21.3; or

 (v) is disqualified from holding office or ceases to be eligible or qualified by virtue of the Act.

21.4 The office of any Officer shall become vacant in any of the following circumstances:

(a) where the Officer is found guilty of fraud or misappropriation of the funds of the Organisation; or

(b) where the Officer commits a substantial Breach of these Rules; or

(c) where the Officer exercises or exhibits any gross misbehaviour or gross neglect of duty; provided that such Officer must be informed in writing of such charge and be afforded an adequate opportunity of answering such charge either in writing prior to the charge being determined; or

(d) where the Officer resigns in writing; or

(e) where the Officer ceases to be eligible to be and remain as an officer under any of these Rules or the Act.

## 22 - TERM OF OFFICE

22.1 The Officers shall be elected in accordance with these Rules and each Officer may hold office for the Term being three (3) years, at the end of which Term they shall all retire and shall be eligible to be re-elected in accordance with these Rules and the Act.

22.2 The National Executive may at any time grant any of their respective Officers leave of absence for such period (not exceeding 6 months) upon such grounds as they may see fit.

## 23- CASUAL VACANCIES

23.1 Where a casual vacancy occurs in any office of the National Executive, the remaining members of the National Executive may by resolution, fill that casual vacancy by appointing any person who is qualified to be an Officer and who is not a National Office-bearer to fill that vacancy for the term determined by the National Executive.

23.2 Where a casual vacancy or a further casual vacancy occurs, and the unexpired part of the Term exceeds 12 months or three quarters of the Term of the office (whichever is the greater), then the casual vacancy must be filled by way of an ordinary election.

23.3 The Term in relation to an office means the total period for which the last person elected to the office by way of an ordinary election (other than an ordinary election to fill the casual vacancy in accordance with this sub rule) was entitled by virtue of that election to hold the office without being re-elected.

## 24– TRAINING OF OFFICERS

24.1 Each of the Officers whose duties include financial duties must undertake training approved from time to time under the Act, unless granted an exemption under the Act.

24.2 Each Officer who is required to undertake the approved training under Rule 23.1 must complete that training within 6 months after he or she begins to hold the office with financial duties and must declare to the National Secretary-Treasurer in writing the approved training he or she has undertaken and the date of completion of such training and the National Secretary-Treasurer shall so record the declaration in the statutory records of the Organisation.

## 25 - REMUNERATION DISCLOSURE REQUIREMENTS

25.1 Each Officer of the Organisation must disclose to the Organisation details of remuneration paid to the Officer in accordance with section 293B of the Act and must comply with the requirements of sections 293BA and 293BB of the Act and such other requirements as may be issued by the FWC or other Commonwealth Authority or made under statute rules or regulation or other Instrument in relation to remuneration paid to Officers of registered organisations.

25.2 The Organisation for a financial year must disclose to Members of the Organisation about

 remuneration and non-cash benefits as required by section 293BC of the Act and such other requirements as may be issued by the FWC or other Commonwealth Authority or made under statute rules or regulation or other Instrument in relation to remuneration and the value and form of non-cash benefits paid or given to Officers of registered organisations.

##  26 - MATERIAL PERSONAL INTERESTS DISCLOSURES

26.1 Each Officer of the Organisation whose duties include duties that relate to financial management of the Organisation (a “disclosing Officer”) must disclose to the National Executive details of any material personal interest that the disclosing Officer has or acquires in a matter that relates to the affairs of the Organisation in accordance with and subject to section 293C of the Act.

26.2 For the purposes of compliance with the Act, the Officers with duties that include financial duties that relate to the financial management of the Organisation are the National Officers.

26.3 Officers of the Organisation must comply with the conditions and requirements as may be issued by the FWC or other Commonwealth Authority or made under statute rules or regulation or other Instrument in relation to their material personal interests, including but without limitation, section 293F of the Act.

## 27 – OFFICERS GENERAL DISCLOSURES OF INTERESTS

27.1 Any Officer who has an interest in a matter may give to the members of the National Executive a standing notice of interest, whether or not it relates to the affairs of the Organisation at the time and before the interest becomes a material personal interest, in accordance with section 293D of the Act and subject to compliance with the Act.

##  28 – ORGANISATION’S DISCLOSURE TO MEMBERS

28.1 The Organisation must for a financial year, disclose to Members of the Organisation, the details required by sections 293BC (in respect of relevant remuneration and relevant non-cash benefits) and 293G (payments made to related parties and declared persons or bodies) of the Act in accordance with and subject to those sections and to any such other requirements as may be issued by the FWC or other Commonwealth Authority or made under statute rules or regulation or other Instrument in relation to disclosures to be made by the Organisation to its Members in respect of or arising out of either of those provisions, or their intention as expressed under the Act.

28.2 The Organisation must as soon as practicable after the end of each financial year cause an Officer and Related Party Disclosure Statement (“the ORPDS”) in accordance with section 293J of the Act to be prepared for the Organisation for the financial year and within the period of 6 months starting at the end of that financial year, cause the ORPDS to be provided to Members of the Organisation and lodge a copy of the ORPDS so provided to Members of the Organisation, with the General Manager of the FWC, which ORPDS must include the details of the disclosures provided by the Organisation under sections 293BC, 293G and 293H of the Act for the financial year.

28.3 The Organisation must comply with the Act and its Regulations, Rules and Instruments including (but without limitation) sub section (6) and (7) of section 293C.

## 29 - POWERS OF THE NATIONAL EXECUTIVE

29.1 The supreme control of the Organisation is vested in the Members of the Organisation in General Meeting and the management of the business and control of the Organisation, its property and funds shall be vested in the National Executive, which, in addition to the powers and authorities by these Rules especially conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done by the Organisation.

29.2 Without in any way limiting the general powers conferred by these Rules or otherwise, the National Executive shall have, inter alia, the following powers:

(a) to adopt such measures or policies as it from time to time deems expedient for the purpose of giving effect to the objects or purposes of the Organisation or any of them;

(b) to take or procure any actions it sees fit to comply with the Act or the FWA and any other industrial instrument affecting the Organisation or its membership including referring any industrial dispute to the FWC or to another appropriate industrial court or tribunal;

(c) to act on behalf of the Organisation’s membership concerned in any industrial dispute or to initiate or defend or become a party to any legal proceedings of any kind whether for itself or on behalf of the Organisation’s membership or part thereof without any authority in General Meeting being obtained; and unless otherwise directed under the FWA or the Act, the proper officer of the Organisation to appear for the Organisation before the FWC or any other competent Court or tribunal or before any Commissioner or other Delegate shall be the National Secretary-Treasurer (who may authorise or appoint in writing any other Officer or a salaried staff member of the Organization to sign any documents and act as the proxy, representative or agent of the National Secretary-Treasurer and otherwise do all such acts matters and things on behalf of the National Secretary-Treasurer in respect thereof, as the National Secretary-Treasurer shall see fit);

 (d) to purchase, take in exchange, or on lease, or otherwise acquire, and for any estate or interest, any real or personal property, rights or privileges which the Organisation is authorised to purchase or acquire, and which it may deem requisite or expedient to acquire for the purpose of the Organisation’s business, and at its discretion to sell, subdivide, let, exchange, or dispose of, any property of the Organisation on such terms as to credit or otherwise as it may think fit;

 (e) at its discretion to pay for any property, rights, or privileges acquired by or services

 rendered to the Organisation, and to affect such payment in any manner its sees fit;

 (f) to secure the fulfilment of any contracts by in such other manner as it may think fit;

 (g) to raise or borrow money as it may from time to time think expedient, and to secure the repayment or the fulfilment or discharge of any guarantee, or obligation, of or undertaking by the Organisation in such manner as it sees fit and invest any surplus monies and invest in any property, securities, trusts or other investment products as the Organisation may see fit;

 (h) to institute, conduct, defend, or join any legal proceedings as it deems expedient;

 (i) to provide for local, regional, national or representative offices of the Organisation in any place and in any manner as it thinks fit;

 (j) to appoint agents and attorneys of the Organisation to act for the Organisation in

 accordance with any instrument or document appointing same;

 (k) at any time appoint or remove Advisors to the National Executive;

 (l) to establish, remove or merge branches or regional offices of the Organisation and to make rules or policies for the operation of all parts of the Organisation as it sees fit;

 (m) to authorise any Officer or any member of the salaried staff of the Organisation or other agent of the Organisation to exercise such of the powers of the National Executive as it sees fit and as may properly be so authorised, including by delegating any such power to an appropriate person under the Act;

 (n) to affiliate with, and consent to the affiliation with any organisation, incorporated

 association or body corporate, having objectives similar to those of the Organisation, upon such terms and conditions as the National Executive may think fit, and at any time to terminate or cancel such affiliation (subject to these Rules in the case of an Affiliate Member);

 (o) to effect an amalgamation under the Act in accordance with the Act and subject to any approvals consents or notices required by the Act and to de-amalgamate or withdraw from any such amalgamation in the same manner subject to the Act;

 (p) to approve the acquisition or disposition of any business or undertaking;

 (q) to bring any industrial disputes, claims or matters before any court, commission,

 committee, enquiry, board or any tribunal whatsoever;

 (r) to give lawful assistance to any member of the Organisation on any industrial, regulatory or governance matter affecting the member;

 (s) on behalf of the Organisation, its Members or Subscribers to make and take any legal steps to enforce any claims or demands relating to industrial matters upon any organisation, or industrial, or trade union of employees or employers, or upon any individual employees or employers or otherwise howsoever;

 (t) to enter into industrial agreements with any trade or industrial union or association of employees or employers or as may otherwise be permitted under the FWA or the Act;

 (u) to authorise and appoint any executive staff member of the Organisation to sign any

 document that is not required by law to be executed or given by the Organisation by an Officer of the Organisation; and

 (v) To do all such acts matters and things which the National Executive shall consider to be appropriate or expedient or necessary for the Organisation and the pursuit of its objects and purposes and generally to provide for all such matters and things relating to the management of the property of the Organisation and the conduct of its business as are not inconsistent with or contrary to these Rules or the Act or required to be done by the Organisation in General Meeting and in so acting, the National Executive may act through the employees and agents of the Organisation who shall be subject to the direction and control of the National Executive at all times.

## 30 - FUNCTIONS OF OFFICERS

30.1 Subject to these Rules and any provision in the Act to the contrary the chair of all duly convened meetings shall:

(a) preserve order and decorum at any each meeting and ensure the business the Organisation is properly conducted in accordance with these Rules and the Act;

(b) have, at any such meeting a casting vote in addition to their deliberative vote.

30.2 The National Secretary-Treasurer shall:

 (a) attend to the affairs of the membership of the Organisation;

 (b) summon and attend all General Meetings of the Organisation and meetings of the National Executive;

 (c) keep or cause to be kept accurate minutes of any such meeting;

 (d) conduct or cause to be recorded all correspondence of the National Executive (whether through the auspices of the National Executive or the Organisation’s Chief Executive);

 (e) maintain or cause to be maintained the Membership Register;

 (f) maintain or cause to be maintained files and records of all business as it affects the

 Organisation;

 (g) cause and procure the maintenance and safekeeping of all property, books, documents, records, files, money, account books, cheque books and like materials;

 (h) be the designated officer under the Act for the purposes of compliance with the Act by the Organisation including notifying the Agency of industrial disputes as required by the Act;

 (i) be the chair of any committee or subcommittee authorised by the National Executive or to whom the National Executive may have delegated its powers or functions in relation to the governance and account ability or financial management of the Organisation; and

 (j) Authorise expenditure of the Organisation in accordance with the terms of any direction policy or guideline issued or approved from time to time by the National Executive.

30.3 Any of the National Officers may be authorised by the National Executive to undertake any of the functions of any of the National Officers and may confer on any of them any of the powers vested in the National Executive as applicable for such period or such subject matter as the National Executive as appropriate may see fit.

## PART VII: ELECTION PROCEDURES

## 31 – ELECTION OF NATIONAL EXECUTIVE

31.1 Elections will be held to establish the membership of the National Executive.

31.2 Members will be invited to nominate a person who is qualified to be an officer under Rule 19 for election to the National Executive in accordance with the process and requirements as specified in these Rules and as specified by the National Executive from time to time.

31.3 National Executive Members shall be elected by the Members in accordance with the Act or as otherwise approved by the FWC.

31.4 An eligible representative of a Member of the Organisation is eligible for both election and re-election to the National Executive.

31.5 The National Office-bearers will be elected by the 7 National Officers through a secret ballot which shall be conducted by the National Returning Officer.

## 32 – TIMING OF ELECTION

32.1 The National Executive elections shall be held every three (3) years on a date fixed by the National Executive, provided that such date is no more than three (3) years after the National Executive Election Date, with the election process to commence at least three (3) months prior to the end of the three (3) year period unless the National Executive determines otherwise.

32.2 The term of the new National Executive and Office-bearers commences on 1 January in the year after all seven (7) Members have been declared elected by the Returning Officer.

## 33 – ELIGIBILITY FOR ELECTION

33.1 No person shall be eligible to be elected to the National Executive unless he or she is a Member or Representative of a Member of the Organisation.

## 34 – METHOD OF ELECTION

34.1 The elections of the National Executive shall be by secret postal ballot.

34.2 Only those Members who are both entitled and Financial shall be entitled to vote.

34.3 Only those Members recorded in the Membership Register as operating in the relevant State or Territory shall be eligible to nominate a person for a position on the National Executive as set out in Rule 18.4.

## 35 – APPOINTMENT OF RETURNING OFFICER

35.1 A Returning Officer shall be appointed by the National Executive, not being the holder of any office in, and not being an employee of, the Organisation, for the conduct of elections (including the acceptance or rejection of nominations).

35.2 The Returning Officer shall conduct the election in accordance with these Rules, and the Act.

## 36 – NOTICE OF ELECTION BY RETURNING OFFICER

36.1 On receipt of notification of an election by the National Executive, the Returning Officer will provide an election notice to be sent by post or email (or other electronic means) to all members of the Organisation who appear to be entitled to vote in the election.

36.2 The election notice is to:

 (a) state that the election is to be held by the Returning Officer; and

 (b) invite nominations for the election; and

 (c) advise where nomination forms may be obtained; and

 (d) fix the time and date for the close of nominations in the election; and

 (e) specify the place where nominations for the election may be lodged; and

 (f) specify the qualifications (if any) needed by candidates in the election and by

 a person nominating a candidate; and

 (g) advise of the time frame for the opening and closing of the ballot in the election

 with respect to the period for lodging nominations in accordance with rule 37

 or any further period required under rule 44.

## 37 – ROLL OF VOTERS

37.1 The Returning Officer must notify the National Secretary-Treasurer that he/she is required to deliver a list of members entitled to vote in the election.

37.2 The list of eligible members entitled to vote is to be closed at least eight (8) business days prior to the date for the opening of nominations, and subsequently delivered to the Returning Officer.

## 38 - NOMINATIONS

38.1 A person who is qualified to be an officer may nominate for election to the National Executive by lodging his/her nomination with the Returning Officer in writing within the time frame specified in election notice.

38.2 A nomination for election must contain at a minimum, the information specified in the notice as approved by the National Executive and will include:

 (a) the full name and contact details including email address;

 (b) the name of the Member organisation where the nominee is currently working;

 (i) the candidate’s current position or role;

 (ii) the candidate’s qualifications; and

 (iii) in not more than 100 words any experience which the candidate considers relevant to his or her nomination;

 (c) the candidate's written consent to the publication of the information which has been supplied under this Rule on a ballot paper or other related documentation; and

 (d) the relevant States or Territories in which the Member operates, and the relevant National Officer position for which for the person is nominating for under rule 19.4.

38.3 If the Returning Officer finds a nomination to be defective, the Returning Officer must, before rejecting the nomination, notify the person concerned of the defect and, where practicable, give the person the opportunity of remedying the defect or providing further information in support of the nomination, within a period of not less than seven (7) days.

## 39 – ELECTION PROCEDURE

39.1 If at the close of nominations, the number of candidates does not exceed the number of offices up for election, the Returning Officer shall declare the candidates elected.

39.2 If, by the close of nominations in an election, the number of persons who have been duly nominated as candidates in the election exceeds the number of persons to be elected, a ballot must be held.

39.3 The candidates with the highest number of votes shall be declared elected until all offices on the National Executive are full.

## 40 – CONDUCT OF THE BALLOT

40.1 The Returning Officer shall arrange for the distribution of ballot papers to Members eligible to vote.

40.2 The ballot shall open one week after the close of nominations or at the close of any further period for lodging nominations as set out in rule 42 and shall close three weeks after the ballot is opened or as otherwise required by the Act.

40.3 The Returning Officer shall within 7 days after the close of nominations forward by prepaid post to every Member eligible to vote in the election a ballot paper together with:

 (a) a declaration envelope which must be a smaller envelope that fits inside a prepaid envelope without needing to be folded, and which contains on it a removable flap or label with the following details printed on it:

 (i) the name and postal address of the Member;

 (ii) a declaration that must be signed by the Member which states that the Members named on the envelope; that the Member has voted on the ballot paper contained in the envelope; and that the Member has not voted previously in the ballot; and

 (b) another envelope which is the outer envelope that the Returning Officer is satisfied is large enough to have the declaration envelope (without being folded) placed inside it for return to him or her with the return address of the Returning Officer printed on it and which may be returned without expense to the Member.

40.4 The Returning Officer shall advise all Members of the closing date for the receipt of returned ballot-papers which shall be three weeks after the ballot opens or as otherwise required by the Act.

40.5 The Returning Officer shall arrange for the use of a post office box or other receptacle to which ballot-papers may be returned by post and shall arrange for the same not to be opened by any other person.

40.6 The Returning Officer shall after the closing date for the receipt of returned ballot papers collect the same from such box or receptacle and after opening check that each declaration envelope has been signed by the Member and returned inside the other envelope in accordance with rule 38.3 and then remove the removable flap or label with the declaration and name and postal address of the Member on it and keep such labels or flaps separately so as not to be able to identify or match the Member in respect of the ballot paper or papers enclosed in the declaration envelope, and then count or cause to be counted the valid ballot papers accordingly.

40.7 Any Member eligible to vote and who will be absent from their usual address during the period in which a ballot is to be conducted, may apply to the Returning Officer for the ballot material to be sent to another address that the Member so nominates.

## 41 - SCRUTINEERS

41.1 The Organisation will appoint scrutineers (not exceeding two) to represent the candidates and supervise all relevant stages of the election following the close of nominations.

41.2 A scrutineer may be present at any stage in the ballot, including bringing to the attention of the Returning Officer any alleged irregularity in:

 (a) The issue of ballot papers;

 (b) The formality or informality of ballot papers; and

 (c) the counting of votes.

41.3 A scrutineer shall not:

 (a) Interrupt the scrutiny without lawful reason;

 (b) Keep strictly confidential all information acquired concerning the votes of any

 particular voter or voters;

 (c) Fail to carry out any lawful request by the Returning Officer;

 (d) Interfere with any ballot material; or

 (e) Act in a manner which will interfere with the proper conduct of the election.

## 42 – FAILURE TO FILL VACANCIES

42.1 If at any election, the number of nominations received is less than the number of offices up for election then the Returning Officer shall invite nominations again for the relevant office(s) as soon as practicable after the close of nominations set out in the election notice and advise of the time frame for lodging a further nomination(s).

## 43 – DECLARATIONS OF RESULTS

43.1 The Returning Officer must, following completion of the election of the National Officers set out in rule 20.4, give written notification of the results of the election to the National Secretary-Treasurer who will in turn advise the membership of the Organisation.

## 44 – ELECTION OF OFFICE-BEARERS

44.1 Following the notification of results of the election set out in rule 43.1, the Returning Officer shall invite nominations for the offices of National President, Deputy National President and National Secretary-Treasurer from the National Officers declared elected (the National Officers elect) and:

 (a) issue nomination forms to each of the National Officers elect;

 (b) fix the time and date for the close of nominations; and

 (c) specify the manner in which nominations may be lodged.

44.2 The Returning Officer shall conduct the election of the National President, Deputy National

 President and National Secretary-Treasurer, and declare the result of the election, in accordance with rules 39 to 43 with the necessary changes being made. The Returning Officer shall fix the date for the opening and closing of any ballot required which may differ from the period set out in rule 39.2.

44.3 The election of the National President, Deputy National President and National Secretary-Treasurer must be completed and the relevant candidates declared elected before 31 December in an election year.

## 45 – NO REMUNERATION

45.1 No member of the National Executive shall be entitled to any remuneration for acting in that office.

45.2 Members of the National Executive shall be entitled to reimbursement or payment of reasonable expenses for the costs incurred in the course of the Officer carrying out his or her duties.

## 46 – OFFICE BECOMES VACANT

46.1 A member of the National Executive shall be ineligible to hold office and his or her office shall be vacated if:

 (a) he or she ceases to be a Member or the Representative of a Member of the Organisation;

 (b) he or she is removed, resigns or ceases to be eligible to hold office in accordance with rule 21.4;

 (c) he or she is disqualified under the relevant legislation.

## PART VIII: ADVISORS TO THE NATIONAL EXECUTIVE

## 47 - ADVISORS

47.1 The National Executive may at any time appoint Advisors to the National Executive (on such terms that the National Executive determines), to assist it in making decisions in relation to matters or concern and interest to the Organisation.

47.2 Advisors may be invited to attend proceedings of the National Executive but shall not be entitled to participate in formal meetings of the National Executive.

47.3 Advisors appointed by the National Executive are not Officers under the Act or these Rules.

47.4 The immediate past President of the National Executive shall be an Advisor to the National

 Executive.

**Advisory Committees**

47.5 The National Executive may establish committees (“Advisory Committees”) to the Organisation on such terms that the National Executive determines, provided that Advisory Committees are not collective voting bodies and have no power in relation to the financial or property management, management of the affairs, determination of policy, making, alteration, rescission, or enforcement of these Rules.

47.6 Any appointment in any capacity does not confer on any Advisory Committee or other member of an Advisory Committee any of the rights privileges or duties of an Officer or a delegate of an Officer.

## PART IX: ACCOUNTS AND RECORDS

## 48 - ORGANISATION ACCOUNTS

48.1 The funds of the Organisation, its income and property shall be under the control and management of the National Executive.

48.2 The Organisation must observe the requirements of Act as amended from time to time and the National Executive will promote financial account ability and transparency in its policies, delegations, resolutions, public submissions and other processes and develop and implement policies relating to expenditure by the Organisation.

48.3 The Organisation may provide reports on an alternative reporting basis (as a single reporting unit) in accordance with the Act.

48.4 The National Executive shall cause proper books of accounts to be kept by the Organisation, recording a true account of the financial transactions of the Organisation, and of all income and expenditure, and the assets, credits, and liabilities of the Organisation in accordance with the Act and the General Manager’s Reporting Guidelines and the Australian Accounting Standards.

48.5 The National Secretary-Treasurer shall:

 (a) cause to be examined and verified all financial statements and reports of the Organisation;

 (b) submit to the National Executive all financial statements as the National Executive may see fit and proper for the discharge of their duties at law; and

 (c) at the end of each Financial Year, prepare the general purpose financial report, the

 operating report and all other information prescribed or required by the Act.

48.6 The National Executive must approve the financial statements submitted for each Financial Year of the Organisation and provide at no charge a copy of the full report (as defined in the Act) in accordance with the Act to the Members of the Organisation at least 21 days before the Annual General Meetings of the Organisation.

48.7 The National Secretary-Treasurer may, subject to any direction by the National Executive, authorise the expenditure of the Organisation’s funds in such manner and pursuant to such delegations or subject to such controls as the National Executive or the auditors of the Organisation.

48.8 All moneys belonging to the Organisation, shall upon receipt, be paid into one or more bank accounts expressly authorised by the National Executive.

48.9 It shall be the duty of the National Secretary-Treasurer to ensure the correctness of all accounts payable of the Organisation and in exercising his duties as an Officer under the Act, the National Secretary-Treasurer shall be entitled to rely on the provisions of section 292 of the Act in relation to any reliance he places on the information or professional or expert advice provided to him in accordance with and subject to that section.

48.10 The National Secretary-Treasurer may delegate any power vested in the office of the National Secretary-Treasurer to a committee of Officers, any other Officer or an employee of the Organisation provided that such delegation must be recorded in the statutory records of the Organisation or the minute book of the National Executive.

48.11 The National Secretary-Treasurer, subject always to the Act, shall not be responsible for the exercise of a power by that person delegated under Rule 48.10 if it is believed on reasonable grounds that the delegate would exercise the power in conformity with the duties imposed on Officers under the Act, the FWA and these Rules and he believed on reasonable grounds, in good faith, and after making proper enquiry that the delegate was reliable and competent in relation to the power delegated.

48.12 The provisions of section 285(1) of the Act shall apply to the exercise by the National Secretary- Treasurer of his or her duties to act with the degree of care and diligence that a reasonable person would exercise in the circumstances described in that section.

48.13 An authorised delegate under these Rules by virtue only of being a delegate, shall not be an officer under the Act unless the Act specifies otherwise.

##  49 - AUDIT

49.1 The National Executive must by majority resolution, appoint a registered auditor in accordance with the Act and must remove an auditor in accordance with and subject to the Act.

49.2 Subject to compliance with Part 3 of Chapter 8 of the Act, the auditor appointed under Rule 49.1 and the persons duly authorised by the auditor in accordance with the Act must also observe the requirements of the Act and the Reporting Guidelines issued by the Delegate in respect of the financial statements and reports (including Notes) that must be provided in accordance with section 257 of the Act.

49.3 The National Executive must forward or cause to be forwarded to the auditor (or auditors) any notice of and any communication relating to any meeting of the Organisation or of the National Executive at which the report of the auditor or any general purpose financial report to which their report relates, are to be presented, being a notice or communication which an eligible Member of the Organisation or an Officer would be entitled to receive.

49.4 An auditor or auditors appointed under these Rules or the Act shall be entitled to attend and be heard at any meeting or part of a meeting to which section 260 of the Act applies.

##  50 - LOANS, GRANTS OR DONATIONS

50.1 Any loan, grant or donation of an amount exceeding $1,000 shall not be made unless the National Executive:

(a) is satisfied -

(i) that the making of the loan, grant or donation is in accordance with the Rules of the Organisation

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

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

50.2 The National Secretary-Treasurer shall lodge with the Agency an annual statement signed by an Officer of the Organisation in relation to loans grants and donations made in accordance with section 237 of the Act.

## PART X: INDEMNITY

##  51 - INDEMNIFICATION

51.1 The Organisation indemnifies every Officer, delegate of an Officer, Subscriber (and Representative of a Subscriber), trustee, Advisor, authorised representative of the Organisation, and any employee of the Organisation (in this Rule 51, “the Indemnified”) from and against all costs, losses, charges and expenses, and damages suffered or incurred by any of the Indemnified acting in good faith for or on behalf of or in representing the Organisation on any board or panel or committee or other entity or in the discharge of his or her duties in accordance with these Rules save and except where the Indemnified acts unlawfully, fraudulently or negligently.

## 52 – SIGNING OF OTHER DOCUMENTS

52.1 The National Executive may authorise in writing any person who is an Officer or an employee of the Organisation to sign or witness any contract or document instrument or thing that is required to be executed by the Organisation and may revoke any such authority by notice in writing to the person so authorised and by recording the authority and the revocation as the case may be in the records of the Organisation.

## PART XI: AMENDING THE RULES

##  53 - ALTERATION OF THE RULES

53.1 Subject to rule 53.2 and the Act, these Rules may only be amended, rescinded, replaced or added to by a resolution of those Members (“Alteration”) passed at a Special General Meeting of the Organisation convened in accordance with these Rules; and any such Alteration shall only take effect in accordance with the Instrument issued by the Agency or its Delegate under the Act.

53.2 The National Executive shall have power (without the need for a resolution of Members under Rule 53.1) to rescind, replace, alter or add to any Rule for the purpose of obtaining an Instrument or to effect any alteration required as a pre-condition to the issue of the Instrument, or as required by the Act or as the National Executive may think fit in order to update the Rules in respect of terminology or other compliance requirements (including any alteration that provides for the Rules to be read consistently with the Act so as to enable the Organisation to comply with the Act) or to remove a ground of objection taken by an objector in accordance with the Act or to remove an objection raised by the General Manager, the Agency or any other person under the Act.

## PART XII: NOTICE REQUIREMENTS

##  54 - NOTICES

54.1 (a) A notice may be given by the Organisation to any Subscriber or Officer, either personally or by post or by electronic means, to the person or Representative to the address supplied by it for the giving of notices to it.

(b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting the letter containing the notice, and to have been effected at the time at which the letter would be delivered in the ordinary course of post in that place.

54.2 A notice may be given by a Subscriber or an Officer to the Organisation by any of the means identified in Rule 54.1, addressed to the relevant President or National Secretary-Treasurer provided that any such notice if given in accordance with these Rules must be signed or otherwise authorised by the Subscriber or Officer (as the case may be) and shall not be invalidated if it is not addressed as required by this Rule.

54.3 An electronic notice must be sent to the email address of the recipient as notified by the recipient from time to time, and where the recipient is intended to be a relevant President or National Secretary-Treasurer, it may be addressed to Council@aigroup.com.au or info@aigroup.com.au or such other addresses as the Organisation may notify from time to time for such electronic receipt.

## PART XIII: WINDING UP THE ORGANISATION

##  55 - DISSOLUTION OF THE ORGANISATION

 55.1 The Organisation must give notice of a special resolution to be considered at a Special General Meeting of the Organisation to dissolve the Organisation and dispose of the assets and any surplus funds of the Organisation (after paying all creditors and meeting all liabilities of the Organisation).

55.2 Only Financial Members on the Register of the Organisation on the day before the issue of the notice of Special General Meeting under Rule 55.1 shall be entitled to attend and vote at the meeting in accordance with these Rules.

55.3 For a special resolution of Members under this Rule:

(a) not less than 28 days’ written notice must be given to the Members and the auditors of the Organisation; and

(b) to be valid it must be passed by 75% of the Financial Members present in person or by proxy at the meeting; and

(c) such vote must be taken by poll or ballot at the Special General Meeting in accordance with the Act.

55.4 (a) Should the number of Financial Members at any time fall below 25, the Organisation shall then be defunct; or

 (b) If any other grounds for the dissolution or de-registration of the Organisation under the Act applies to the Organisation, and the FWC or its delegate, so approves the dissolution or de-registration on the application of any person who was a National Office-bearer at the time;

 then the Organisation shall be de-registered or cancelled or otherwise wound up as the FWC may see fit without further notice to Members or any other person under these Rules and otherwise in accordance with the Act or any order by the FWC in that case.

##  56 - DISPOSAL OF FUNDS

56.1 Upon a resolution for the dissolution of the Organisation, the meeting deciding upon such dissolution, or should Rule 55.4 apply, the remaining Members of the Organisation, after providing for payment of all debts then due, may provide either for the payment of the funds remaining a registered organisation of employers or other incorporated association having objects similar to the objects of the Organisation.

## PART XIV: TRANSITION RULES

## 57 – TRANSITION RULE

57.1 Notwithstanding Rules 1 to 56 inclusive which shall take effect on the Certification Date (‘the New Rules’), the National Officers of the Organisation who were elected or appointed under the Rules that were in effect up to the Certification Date of the New Rules (‘the former Rules’) and who were still in office on the Certification Date (the “former Officers”) will continue to hold office in the National Executive until the date on which the National Officers under the New Rules elected in the Election Period immediately following the Certification Date (the “first Election Period”) assume office (the “New Commencement Date”). Former officers are able to be elected or appointed as National Officers under the New Rules.

57.2 The Branches that operated under the former Rules are abolished on the Certification Date of the New Rules.

57.3 The Branch Officers who were in office under the former Rules shall cease to hold office and the Branch Offices under the former Rules shall be abolished on the Certification Date of the New Rules.

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