[166N: Rules as at registration on 1 September 2025 in matter D2025/2]

I CERTIFY under section 161 of the Fair Work (Registered Organisations) Act 2009 that the pages herein numbered 1 to 23 both inclusive contain a true and correct copy of the registered rules of the Restaurant & Catering Australia - Industrial Relations Incorporated**.**

 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**

**Restaurant & Catering Australia - Industrial Relations Incorporated**

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## 1 - NAME

The name of the Association is "**Restaurant & Catering Australia - Industrial Relations Incorporated"**.

## 2 - INTERPRETATION AND DEFINITIONS

* 1. In these Rules, unless a contrary intention appears:
		1. The singular shall include the plural and vice versa;
		2. Headings are for convenience and do not affect meaning;
		3. The expression “in writing” or the word “written” includes all forms of printing, typing, facsimile, text messaging, email, minute taking and other physical or electronic means of representing words, figures, drawings or symbols in a visible and tangible or electronic form, in English;
		4. Any reference to an act of communicating with another person other than orally in their presence, such as but not limited to “lodging [a document] with” or “notifying” a person, includes communicating with that person by any then available form of electronic communication, including but not limited to email;
		5. A communication sent by email to the intended receipt at the correctly recorded email address of that person shall be taken to have been received by the intended recipient at the time recorded on any delivery receipt for the email or, in the absence of such delivery receipt, the time of despatch recorded on that email;
		6. Any reference to a person “signing” a document or to a “signature” on a document shall include electronic signing or signature;
		7. The word “shall” means a mandatory requirement;
		8. A reference to a statute, regulation or statutory instrument shall include any successor to any of them, whether in whole or in part;
		9. If something is required to be done under these rules and the last day for doing the thing is a Saturday or Sunday or a public holiday in the place where the thing is to be done, then the thing may be done on the next day that is not a Saturday, a Sunday or a public holiday;
		10. Any schedule to these Rules forms part of these Rules;
		11. A reference to one gender shall include all other genders;
	2. In these Rules, the following expressions shall have the following meanings, unless the contrary intention appears:

“**Business Day**” shall mean a day that is not a Saturday, Sunday or public holiday;

"**Council**" shall mean the Executive Council being the governing body and committee of management of the Association;

“**Day**” shall mean calendar day;

“**Deliberative vote**” by a person presiding at a meeting means a vote cast on a proposed resolution equal to that of any other vote that can be cast at the meeting;

“**Electronic means**” means all electronic methods available for use in any context at any time, including without limitation email, short message service (SMS), telephone, audio conference and video conference;

“***Fair Work Act***” means the *Fair Work Act 2009* (Cth), and includes any regulations under that Act; “**Financial year**” means the financial year of the Association as specified in Rule 22;

“**FWC**” means the tribunal constituted under *Fair Work Act* by the name Fair Work Commission, or by any other name it is assigned in the future, and includes any successor to that tribunal;

“**Meeting**” means a gathering of people for a common purpose either in person or by electronic means, or by any combination of personal and electronic meeting;

“**Person**” includes a natural person, a partnership or a body corporate;

“**Present**” at a meeting includes either present in person or present by electronic means; “**Present in person**” at a meeting means present physically in the meeting;

“**RO Act**” means the *Fair Work (Registered Organisations) Act 2009* (Cth), and includes any regulations under that Act;

**Special resolution**” means a resolution carried at a general meeting of members of the Association and in each case by a majority consisting of not less than seventy five percent of those present and voting either personally, by proxy or by electronic means.

**"These rules"** mean the rules of the Association and include any Transitional rules.

## 3 - OBJECTS

The Objects of the Association are ~~to~~:

* + 1. To promote, improve, further and safeguard the industrial, political, and economic interests of its members as employers;
		2. To promote and improve the economic or political interests of its members in all fields of public activity and enterprise;

To be a registered organisation in the Industry 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 Association’s members in connection with any such law whether actual or proposed, and generally to further the interests of the membership;

* + 1. To take all such action as may be necessary or appropriate to pursue the said objects, including without limitation, pursuing or defending proceedings or action taken against any member by unions or employees, making representation to government, and undertaking media, including social media campaigns.
		2. To expend the funds of the Association in accordance with these objects.
		3. To further and protect the interests of its members in the proper conduct of their respective businesses, professions and callings.
		4. To promote the interests of members in relation to the promotion, conduct and upgrading of standards of food service and preparation, premises and staff.
		5. To act as the official expressor of opinion on any matter relating to the industry of the Association.
		6. To encourage and work for the establishment of proper standards relating to the conduct of restaurants, functions centres, catering establishments, cabarets, convention centres and their management.
		7. To promote ethical conduct of members of the Association in their relations with clients and fellow members.
		8. To provide such services as may assist members to improve their technical and business methods including the confidential exchange of information supplied by the members for this purpose
		9. To promote and encourage co-operation between the Association and other associations having objects wholly or partly similar to those of the Association.
		10. To promote and foster the consideration and free discussion of all matters and questions affecting the Industry either directly or indirectly.
		11. To carry on any commercial undertaking for the benefit of the members of the Association and consistent with the best interests of the Association.
		12. To consider, promote or oppose legislative or other measures affecting or likely to affect the interests of members.
		13. To watch over and promote deputations to Ministers or Departments of the Crown of the Commonwealth of Australia or of the several States of the Commonwealth or to any Public Body in relation to Bills represented to Parliament or action proposed to be taken or suggested affecting the interests of members.
		14. To federate with, affiliate with or act in conjunction with similar Associations in States of the Commonwealth or overseas to improve and promote the advancement or protection of members.
		15. To take such action as may be necessary or advisable to regulate and determine the rates of pay and conditions of employment of employees of members, or of employees in the Industry either under the laws of the Commonwealth or the several States or Territories or otherwise and to advise, assist and represent members in industrial matters.
		16. To encourage the study of all matters relating to the industry and with that end in view to teach and instruct and to test by examination or otherwise the competence of persons and to award certificates and distinctions and to donate on such terms and conditions as may from time to time be prescribed, a prize or prizes or other rewards or distinctions.
		17. 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 Association or its members.
		18. To act as arbitrators in the settlement of and/or to appoint committees to deal with disputes between and affecting members.
		19. To print and publish any materials that the Association may think desirable for the promotion of its objects.
		20. To organise conferences, courses or other activities which, in the opinion of the Association, would further the aims of the Association.
		21. To acquire by purchase, take on lease or otherwise, lands and buildings and all other property, real and personal which the Council of the Association from time to time think proper to acquire, and to re-sell, lease or sublet, surrender, turn to account or dispose of such property or any part thereof and to erect on any such land any buildings and to alter, add to and maintain any building erected upon any such land.
		22. To sell, improve, maintain, manage, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
		23. To raise and borrow money in such manner and upon such security (if any) as the Council of the Association shall think fit and in particular upon the security of any mortgage or mortgages of all or any part of the Association's property and rights (both present and future) or by the issue of debentures charged or not upon all or any part of the Association's property and rights (both present and future) and generally with such rights and upon such terms and conditions in all respects as the Council shall see fit and to purchase redeem or pay off any such securities and re-issue same.
		24. To give guarantee bonds and indemnities and to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, drafts, debentures and all or any negotiable or instruments.
		25. To invest and deal with the moneys of the Association not immediately required upon such securities or otherwise in such manner as may from time to time be determined.
		26. To take or otherwise acquire and hold shares in any other Association or Company having objects altogether or in part similar to those of this Association or carrying on any business of whatsoever nature which is deemed by the Council of the Association to be capable of being conducted so as to further, directly or indirectly, the objects for which this Association is established or benefit the members thereof.
		27. To provide any commercial services as may assist members in the conduct of their respective businesses, professions and callings.
		28. To do all such things and acts as may be necessary for, conducive or incidental to the furtherance or achievement of the above listed objects, or any of them or any combination of them.

## 4 – INDUSTRY

The Industry in or in connection with which the Association is formed, is the operating of Licensed Restaurants, Unlicensed Restaurants, Cafes, Functions Centres, Catering Establishments, Cabarets and Convention Centres, and

1. without limiting the generality of the foregoing shall include all and any incidental operations necessary for the effective and efficient development and continuity of the industry, but
2. shall not include restaurants operating ancillary to or in conjunction with hotels, motor-inns and motels and licensed and/or registered clubs.

## 5 – MEMBERSHIP ELIGIBILITY

1. Membership of the Association shall be open to an unlimited number of persons who are employers engaged in or in connection with the Industry as defined in Rule 4, together with any person who is elected or appointed as an officer of the Association PROVIDED THAT membership of the Association shall not be open to any person who is eligible for membership of Local Government NSW.
2. For the purpose of this rule “**person**” includes an individual, sole trader, firm, partnership, body politic or corporation.

## 6 – ASSOCIATE MEMBERSHIP

Any person not eligible for membership of the Association under Rule 5 but who carries on a bona fide business actively engaged in connection with the industry of the Association interpreted in its broadest sense may be admitted as an Associate member of the Association and be known as ‘Associate member’ provided that:

1. Admission as an Associate member shall be at the discretion of the Council whose decision shall be final;
2. Application for admission as an Associate member shall be in a form prescribed from time to time by the Council; and
3. The fees payable by and the services provided to Associate members shall be determined from time to time by the Council; and
4. Associate members shall not be entitled to hold office in the Association or Branch (if any) of the Association or to vote, nominate candidates for any office, or hold office in the Association or Branch (if any) of the Association.

## 7 – AFFILIATED MEMBERSHIP

Any association, federation or group of employers in State or Territory (“employer group”), whether incorporated or not, with objects similar to the Association may be admitted as an Affiliated Association, subject to the following conditions.

1. Admission as an Affiliated Association shall be at the discretion of the Council whose decision shall be final;
2. Admission shall be subject to payment of a yearly fee determined by the Council;
3. Any Affiliated Association shall be entitled to send two representatives to attend General Meetings, and to be heard at such, but shall not have the right to vote.
4. Any Affiliated Association will be afforded such rights and services as determined by the Council provided that an Affiliated Association shall not be permitted to vote in any election within the Association or stand for, or have a representative of it stand for or hold any office in the Association.

## 8 - REGISTERED OFFICE

The registered office of the Association shall be Suite 402, Level 4, 55 Chandos Street, ST LEONARDS, New South Wales, or such other place as may be determined by the Council from time to time.

## 9 – APPLICATION FOR MEMBERSHIP

Subject to Rule 11 of these Rules, an applicant for membership of the Association (“the Applicant”) shall apply for membership by completing an Application Form in the form approved by the Council and submitting the completed Form to the Secretary.

1. The Secretary shall promptly consider the application by the Applicant and if satisfied that the Applicant:
	1. is eligible for membership of the Association; and
	2. has paid any fees properly payable to the Association in relation to membership; and
	3. in the case of a natural person, is not of general bad character; or
	4. in the case of a partnership, firm or corporation, does not make provision in its constituent

documents that are inconsistent with the purposes for which the Association was formed; and

* 1. has otherwise complied with the rules for admission to membership,

shall admit the Applicant to membership.

1. If the Secretary is not satisfied of any of the matters specified in subrule (a), the Secretary shall inform the Applicant of the deficiency and give the Applicant a reasonable opportunity to comply with the requirements of that subrule.
2. If the Secretary rejects the application by the Applicant, that officer shall advise the Applicant in writing:
3. of the grounds for the rejection of the Application; and
4. as to when and the manner in which any subscriptions and fees paid by the Applicant will be refunded; and
5. that the Applicant may appeal to the Council against the rejection of the Application as provided for in subrule (b).
6. The Applicant may lodge an appeal in writing to the Council within 14 days of being advised of their decision, specifying the grounds for appeal. The Council will consider and decide on the appeal within 14 days of the appeal being lodged. The Council’s decision on the appeal shall be final.
7. The date of admission of the Applicant to membership of the Association shall be the date of receipt by the Association of the Application.
8. Applicants for membership of the Association shall be informed in writing of:
	1. the financial obligations arising from membership; and
	2. the circumstances, and the manner, in which a member may resign from the Association.

## 10 – MEMBERS REPRESENTATIVE

1. Every member or applicant for membership which is a partnership, firm or corporation shall appoint in writing a partner, director or senior executive officer to represent the member for all purposes under the rules of the Association including the right to vote, the right to nominate for office and right to hold office in the Association, subject to the member being a financial member at the relevant period in accordance with the rules.
2. The representative of a member, whether a partnership, firm or corporation shall be entitled to exercise only one vote irrespective of the number of establishments operated by the member. The member concerned may by notice in writing to the Secretary of the Association at any time revoke the appointment of its representative and substitute another representative in their place.

## 11 – SUBSCRIPTIONS

1. The annual subscription and/or entrance fee payable by members shall be determined from time to time by the Council.
2. A member's first annual subscription and/or entrance fee shall be payable on their admission to membership and future annual subscriptions shall be payable in advance of the anniversary date of the member joining.
3. The Council may at any time impose a levy on members for contribution to the funds of the Association such levy shall become due and payable after the imposition of same.
4. Any member who has not paid any subscription or levy within three months from the date on which such subscription or levy became payable and has been advised in writing by the Secretary of the Association of their unfinancial status shall be disqualified from taking part in any proceedings of the Association, which shall include standing as a candidate or voting in any election, and he/she may be struck off the Register of Members by resolution of the Council.
5. All monies due by any member of the Association may be sued for and recovered from such member in the name of the Association. Any such proceedings shall be taken by the Secretary as and when the Secretary is so instructed by the Council.

## 12 - REGISTER OF MEMBERS

1. The Secretary shall keep or cause to be kept a Register of Members which records each member's name, postal address, and where notified, email addresses.
2. The Secretary shall also ensure that the Register of Members records:
	1. the date of admission to membership; and (ii the financial stratus of the member; and

(iii) the name, postal address and contact details of the member and where applicable, the name, postal address and contact details of the member's representative.

1. The Register shall also contain such other particulars as the Council may from time to time direct.
2. An entry of the name of a member in the Register shall be as between the Association and the member prima facie evidence of membership of the Association.
3. A member is required to notify the Association within 14 days after:
	1. the business, or part of the business, of a member of the Association is assigned or transferred to a person who is not a member of the Association; or
	2. such a person succeeds to the business, or part of the business, of a member of the Association; of the assignment transfer or succession.

## 13 – TERMINATION OF MEMBERSHIP

1. Termination: If any member shall:-
	1. cease to be an employer or to usually be an employer in or in connection with the Industry; or
	2. become bankrupt or insolvent or make an assignment for the benefit of its creditors; or
	3. being a company goes into liquidation; or
	4. have the business placed in the hands of a receiver and manager; or
	5. be declared or certified according to the law as an insane or incapable person; or
	6. be expelled from the Association in accordance with the rules hereof:-

the Council may by resolution order the name of the member to be removed from the Register and thereupon such member shall cease to be a member of the Association. A copy of such resolution shall be forwarded by the Secretary to the member concerned.

1. A member whose name is ordered to be removed from the Register in accordance with sub-clause (a) hereof, may within fourteen (14) days of receipt by them of a copy of the Council’s resolution, appeal against the order to a general meeting by giving notice of appeal to the Secretary. The general meeting may confirm the decision of the Council or order that the member’s name be restored to the Register from such date as the meeting decides.
2. Despite subrule (a) any member who has been unfinancial for a continuous period of 24 months shall cease to be a member of the Association.

## 14 – RESIGNATION OF MEMBERSHIP

1. A member of the Association may resign from membership by written notice addressed and delivered to the Secretary.
2. A notice of resignation from membership of the Association takes effect:
	1. where the member ceases to be eligible to become a member of the Association:
		1. on the day on which the notice is received by the Association; or
		2. on the day specified on the notice, which is a day not earlier than the day when the member ceases to be eligible to become a member;

whichever is later, or

* 1. in any other case:
		1. at the end of two weeks after the notice is received by the Association; or
		2. on the day specified in the notice;

whichever is later.

1. Any dues payable but not paid by a former member of the Association in relation to a period before the member’s resignation from the Association took effect, may be sued for and recovered in the name of the Association, in a court of competent jurisdiction, as a debt due to the Association.
2. A notice delivered to the person mentioned in subrule (a) shall be taken to have been received by the Association when it was delivered.
3. A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with subrule (a).
4. A resignation from membership of the Association is valid even if it is not effected in accordance with this rule if the member is informed in writing by or on behalf of the Association that the resignation has been accepted.
5. On ceasing membership for any reason, the former member shall forfeit all right to any claim upon the Association and its property and funds. Provided, however, that cessation of membership shall not release any former member from their or its existing liabilities or obligations to the Association except by resolution of the Council.

## 15 – EXECUTIVE COUNCIL

1. The management of the Association shall be vested in the Executive Council (the Council) which shall comprise the President, 2 Vice Presidents, Treasurer and 2 Executive Councillors. Such officers shall be elected in accordance with Rules 39, 40 and 41. The persons so elected shall hold office for a period of 3 years and shall be eligible for re-election.but shall nevertheless continue in office until their successors have been elected.
2. Subject to any decision of members at a General Meeting or as provided in these rules the Council shall have the powers and duties responsible for the day-to-day management of the business and affairs of the Association for the purpose of giving effect to the objects of the Association, including but not limited to:-
	1. setting and directing the policy of the Association;
	2. the establishment or cessation of any Branch of the Association;
	3. establishing (as required) sub-committees formed to advise the Council;
	4. the investment of funds not immediately required by the Association in such manner as may be permitted by law;
	5. exercise the management and control of all funds of the Association including but not limited to the management of property and establishment of superannuation, accident or other funds designed to benefit the members of the Association;
	6. the application of the income and property of the Association however derived, towards the promotion of the objects and purposes of the Association;
	7. the fixing of subscriptions and levies;
	8. make decisions about hiring, termination and terms of employment for all employees of the Association;
	9. the appointment of a Returning Officer who shall not be the holder of any other office in and not be an employee of the Association, or of a Branch (if any) of the Association, to conduct each election (including the acceptance or rejection of nominations) and/or any other ballot required by these rules; and
	10. shall have such other powers and duties as may be required by throughout these rules

and **must**

* 1. develop and implement policies relating to the expenditure of the Association and its branches (if any).
1. Meetings: The Council shall meet at not less than 48 hours’ notice as determined by the President but shall meet not less than once every 3 months or at least once a quarter.
2. The Secretary shall advise each member of Council in writing of each meeting of the Council which such member is entitled to attend. Such notice shall set out the time and place of such meeting and include the agenda fixed for such meeting.
3. The quorum for meetings of the Council shall be 3 Councillors present at such meeting.
4. The alternative means for conducting general meetings shall apply to meetings of the Council mutatis mutandis.
5. The President shall be the Chair when present at any meeting of Council and shall have a casting vote in addition to their own in cases of equality in the voting on any question.
6. In the absence of the President from any meeting of Council, the Council shall appoint one of the Vice-Presidents when present to take the chair, or where neither the President nor the Vice-Presidents are present at any meeting the Members of the Council present shall appoint a Chair from amongst themselves.

## 16 – SECRETARY

The Secretary of the Association shall be elected in accordance with rule 42 and shall hold office for a period of 4 years and shall be eligible for re-election but shall nevertheless continue in office until his/her successor has been elected.

## – DUTIES OF OFFICERS

1. President: The President shall in all official relations of the Association take precedence over all other members. The President shall be ex officio a member of every sub-committee appointed by the Council.
2. Vice President: If the President is not available to perform any or all of their duties, the President shall nominate either of the Vice Presidents to perform all or part of the functions of the President. If the President is not available to nominate the Vice President, the Council shall do so.
3. Treasurer: The Treasurer shall keep or cause to be kept the accounts of the Association and shall do all such other things and acts as are required by these Rules, and under any legislation or by resolution of the Council to be done by the Treasurer.
4. Secretary: The Secretary shall be responsible for the general administration of the Association, including but not limited to:
	1. having charge of all books of the Association and shall be responsible for their safe custody and that of such other papers and property belonging to the Association as the Council shall direct and be responsible for the same to the Council; and .
	2. keeping all books, records, and papers of the Association and keep all letters and documents properly filed for reference including copies of all papers connected with the affairs of the Association when originals cannot be kept; and
	3. preparation of agendas, summon all persons entitled to be present, attend personally and keep minutes of all meetings and resolutions of the Association including the Council and sub-committees and of members assembled in general meetings and shall cause to be kept minute books of such meetings and resolutions.
5. Where a person who is holds an office under these rules is also an employee of the Association, that person’s employment is subject to and regulated by their terms and conditions of employment and applicable legislation. Subject to applicable law:
6. nothing in these rules concerning the office constitute terms and conditions of employment; and
7. nothing in the terms and conditions of employment constitute or affect the terms of office under these rules.

## 18 – DUAL OFFICES PROHIBITED

A person shall not hold more than one office of President, Vice-President, Treasurer or Secretary of the Association at the same time.

## 19 – REMOVAL FROM OFFICE

* 1. The Council may remove any person holding the office of President, Vice-President, Treasurer, Executive Councillor or Secretary only where the person has been found guilty, under these rules, of:
1. misappropriation of the funds of the Association; or
2. a substantial breach of these rules; or
3. gross misbehaviour or gross neglect of duty;

or has ceased, according to rule 20, to be eligible to hold the office. Provided that:

1. the person was given not less than 14 days’ notice in writing of the charges against him or her; and
2. the person was given an opportunity to be heard by the Council before the charge was determined.
	1. The cessation of office under this rule shall automatically cause cessation of any other office of the Association.

## 20 - VACATION OF OFFICE

The Office of President, Vice-President, Treasurer, Executive Councillor or Secretary shall be vacated if such Officer:-

1. retires or resigns from office; or
2. ceases to be a member or ceases to be a member's representative of the Association; or
3. being a member's representative, the member ceases to be a member of the Association..
4. The procedural fairness provisions under subparagraphs 19(a)(iv) and (v) shall apply in the case of a vacancy arising under subrules (b) and (c) of this rule.

## 21 - FILLING CASUAL VACANCIES

1. Upon the Association becoming a registered organisation under the RO Act;
	* 1. in the case of a vacancy arising in the office of President, Vice-President, Treasurer or Executive Councillor it may be filled by resolution of the Council and any eligible person or member’s representative chosen to fill such vacancy will hold that office until the office is filled by an election held in accordance with the procedures set out in these rules (such election to be held within 12 months or three quarters of the term, from the date that the vacancy arose, whichever is the greater).
		2. in the case of a vacancy arising in the office of Secretary, it may be filled by resolution of the Council and any person (who need not be a pre-existing member of the Association) or member’s representative chosen to fill such vacancy will hold that office until the office is filled by an election held in accordance with the procedures set out in these rules (such election to be held within 12 months or three quarters of the term, from the date that the vacancy arose, whichever is the greater)

## 22 – FINANCIAL MANAGEMENT TRAINING

1. Upon the Association becoming a registered organisation under the RO Act the approved financial training obligations imposed upon registered organisation under that Act shall apply to officers of the Association.
2. The relevant provisions of the RO Act provide broadly that, unless exempted under that Act, newly elected or appointed officers whose duties include duties that relate to the financial management of the Association must complete the approved training within 6 months of assuming office.
3. In this rule, “officer” means a member of the Association who will become, upon becoming a registered organisation, an “officer” as defined under the RO Act.

## 23 – SPECIAL DISCLOSURE RULE

1. Upon the Association becoming a registered organisation under the RO Act, the disclosure obligations imposed upon registered organisations by that Act take effect upon the Association.

(b Such obligations as regulated by that Act, include in particular the provisions of Part 2A of the RO Act which relate to:

1. the remuneration paid to officers of the Association by a Board or a related party of the Association; and
2. certain remuneration and benefits paid and provided to officers of the Association by the Association or by a related party of the Association; and
3. any material personal interests of disclosing officers of the Association; and
4. the restriction upon disclosing officers from taking part in making decisions in relation to matters in which they have a material personal interest; and
5. any payments made by the Association to related parties or to declared persons or declared bodies of the Association; and
6. the preparation, disclosure and lodgement of the Officer and Related Party Disclosure Statement required to be lodged annually.
7. For the removal of doubt, remuneration paid to officers (including value and form of non-cash benefits) shall be taken not to include the reimbursement of expenses reasonably incurred in the performance of the officer’s duties.
8. In this rule, “officer”, means a member of the Association who is an “officer” as defined under the RO Act.

## 23A – INSPECTION OF RECORDS AND DOCUMENTS

1. Subrule (2) applies to a member who wants to inspect —
2. the register of members; or
3. the record of the names and addresses of committee members, and other persons authorized to act on behalf of the Association; or
4. any other record or document of the association.
5. The member must contact the Secretary to make the necessary arrangements for the inspection.
6. The inspection must be free of charge.
7. If the member wants to inspect a document that records the minutes of a Council meeting, the right to inspect that document is subject to any decision the Council has made about minutes of Council meetings generally, or the minutes of a specific Council meeting, being available for inspection by members.
8. The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
9. The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —
10. that is directly connected with the affairs of the Association; or
11. that is related to complying with a requirement of the RO Act or the Associations Incorporation Act 2015 (WA).

## 24 – GENERAL MEETINGS OF MEMBERS

1. The Annual General Meeting of the Association shall be held each year within six months of the end of the financial year of the Association (rule 30(a)) at which meeting a report on the affairs of the Association shall be submitted together the auditor’s report, the general purpose financial report and the operating report in respect of the preceding financial year of the Association. The meeting may transact such other business of which due notice shall have been given.
2. Notices of the Annual General Meeting shall be posted by mail or sent electronically to all members no later than twenty-one (21) days before the date of such meeting. Such notice to attend shall specify the place, day and hour of such meeting, whether it is in person or electronically or a combination of both, and the business to be transacted thereat.
3. Special General Meetings of the Association shall be held from time to time as may be directed by the Council or upon the request in writing of ten members or 5% of the membership, (whichever is the lesser) of the Association and in the case of any special general meeting a notification of the purpose of which such meeting is called shall be given to all members. The notice for a special general meeting shall be no less than fourteen (14) days.
4. Any general meeting of the members of the Association called pursuant to this Rule may be conducted as a series of meetings held at different locations.
5. Any general meeting conducted pursuant to this rule is taken to have been completed at the time of the last of the meetings in any series of meetings.
6. All decisions at a general meeting held in accordance with this rule shall be taken by a show of hands except where a resolution is carried which determines to submit the question to a secret ballot.
7. Attendance at general meetings conducted under this rule shall be recorded and such attendance records shall be used to ensure that each member records only one vote.
8. A member shall be entitled to appoint a proxy to represent that member at any General Meeting of the Association, but no such appointment shall be effective unless the appointment is in writing and in accordance with a proxy form approved by the Council. A notification of appointment of a proxy may be lodged by post, facsimile or electronic email prior to the meeting. Where electronic email is used, the proxy form must be forwarded to the electronic email of the Secretary or such other employee or officer of the Association nominated by the Secretary or officer on the website of the Association from time to time
9. The quorum for general meetings shall be 10 financial members.

## 25 – ALTERNATIVE MEANS FOR GENERAL MEETINGS AND COUNCIL MEETINGS

1. Notwithstanding any other provision of these rules, any of the meetings of the Association which are referred to in rules 15 (Council meetings) and 24 (General meetings of members) may be conducted in person, by telephone or videoconference, other electronic means of communication, or by a combination of these forms of meeting or communication. Where any such meeting is conducted other than by way of all of the participants being present in person, such meeting shall be as valid as if all participants had met in person provided that:
2. any such meeting is convened and conducted in accordance with the requirements of the rules applicable to the meeting concerned, including (without limitation) the relevant rules relating to notice of and quorum for the meeting; and
3. each of the members participating in the meeting must be able to hear each of the other members present at the meeting.

## 26 - EXECUTION OF INDUSTRIAL AGREEMENTS AND OTHER DOCUMENTS

An Industrial Agreement or other document shall be executed by or on behalf of the Association in such form and in such manner as the Council may determine, provided that such execution must be by an officer of the Association.

## 27 - INDUSTRIAL DISPUTES

The Council may authorise the Secretary, a Member of Council or an employee of the Association authorised by Council to notify any industrial dispute to the Fair Work Commission or other industrial tribunal. Thereupon in such disputes the Association may be represented by an officer, member or employee of the Association or as otherwise determined by the Council.

## 28 - ACCOUNTS AND EXPENDITURE

The funds of the Association will be banked with the bank of the Association and transactions on the bank account must be authorised by:

1. at least two members of Council and the Secretary; or
2. a delegate appointed in writing by the Council, or jointly by at least two members of Council and the Secretary,

provided that there are at all times two signatories authorising transactions on the bank account.

## 29 - LOANS, GRANTS AND DONATIONS

A loan, grant or donation of an amount exceeding $1,000 shall not be made by the Association unless the Council:-

1. has satisfied itself:
2. that the making of the loan, grant or donation would be in accordance with the other rules of the Association; and
3. 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
4. has approved the making of the loan, grant or donation.

provided that this rule does not apply to payment by way of provision for, or reimbursement of, appropriately authorised out-of-pocket expenses incurred by persons for the benefit of the Association.

## 30 - AUDIT

1. The financial year of the Association shall be from 1 July to 30 June.
2. The Council shall appoint a competent person as Auditor of the Association. Such Auditor shall have full and complete access to all books and documents of the Association.
3. Subject to subrule (d) at least once in every year the financial records and the financial report of the Association shall be audited by the Association's Auditor in accordance with the accounting standards applicable to Australian not-for-profit associations.
4. Upon the Association becoming a registered organisation under the RO Act, the auditor of the Association shall be an approved auditor in accordance with the RO Act. The auditor may only be removed during the term of their appointment in accordance with the RO Act.
5. At least once in every year the financial records and the general-purpose financial report of the Association shall be audited by the Association's Auditor in accordance with the RO Act.

## 31 - INCOME AND PROPERTY

The income and property of the Association wheresoever derived shall be applied solely towards the promotion of the objects of the Association as set out in these rules and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or employees of the Association or to any person not being a member of the Association in return for any services actually rendered to the Association nor to the payment to any member for any occasional service.

## 32 - INVESTMENT

The Council may by resolution direct the investment of any funds of the Association which it considers surplus to current requirements in any security in which the Council is authorised to invest monies under any law of the Commonwealth of Australia and any State or Territory thereof.

## 33 - INDEMNITY

Every member of Council and every officer or employee of the Association shall be indemnified by the Association against all costs, losses and expenses which any member, officer or employee may incur or become liable for by reason of any contract entered into or act or thing done by them in good faith in the exercise of their duties in any of those capacities respectively and it shall be the duty of the Council out of the funds of the Association to pay all such costs, losses and expenses.

## 34 - FIDELITY GUARANTEE

The Secretary and other officers handling monies of the Association shall be guaranteed by a Guarantee Society in such sum and in such Society as Council may from time to time determine. Such guarantee shall be obtained within three months of a person being empowered to handle Association monies failing which the power to handle monies shall be immediately withdrawn. The premium in connection with such guarantee or guarantees shall be paid by the Association.

## 35 - OBSERVANCE OF RULES

Every member shall be bound to the best of their ability to further the objects, interests and influences of the Association and shall observe the rules of the Association.

## 35A - INTERNAL DISPUTE SETTLEMENT PROCEDURE

1. This rule applies to disputes arising under or relating to the rules of the Association
2. between members of the Association; or
3. between members and the Association.

*Step 1*

1. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

*Step 2*

1. If the parties to the dispute are unable to resolve the dispute between themselves within the time frame under paragraph (b), any party to the dispute may start a grievance procedure by giving written notice to the Secretary of -
2. the parties to the dispute; and
3. the matters that are subject of the dispute.
4. Within 28 days the Secretary is given notice, a Council meeting must be convened to consider and determine the dispute. The Secretary must give each party written notice of the Council meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
5. The notice given to each party must state -
6. when and where the Council meeting is to be held; and
7. that the party or their representative may attend the meeting and will be given a reasonable opportunity to make written or oral (or both) submissions to the Council about the dispute.
8. If the dispute is between one of more members and the Association and any party gives written notice to the Secretary that they do not agree to the dispute being determined by Council and requests the appointment of a mediator under Step 3, the Council must not determine the dispute.
9. Subject to paragraph (f) any resolution of the Council shall be final and shall constituter a settlement of the dispute under these rules.

*Step 3*

1. If a request for a mediator is made the Secretary must arrange for the dispute to be mediated by a person who acts as a mediator for another not-for-profit body or a State or Territory Administrative Tribunal.
2. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
3. Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
4. In conducting the mediation, the mediator must —
* give each party to the mediation every opportunity to be heard; and
* allow each party to the mediation to give due consideration to any written statement given by another party; and
* ensure that natural justice is given to the parties to the mediation throughout the mediation process.
1. The mediator cannot determine the matter that is the subject of the mediation.
2. The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
3. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

## 36 - BREACHES OF RULES

1. The Secretary may and shall, if so directed by the Council charge any member with an offence against these rules. Such charge shall be in writing, signed by the Secretary and a copy thereof shall be sent to the member so charged by post addressed to them at their address on the Register of Members.
2. If any member be charged with a breach of these rules or failure to observe a resolution of Council of which the member shall have had notice such member shall within fourteen (14) days of the time when a copy of the charge shall have been posted or delivered to them, be given the opportunity to answer such charge in writing.
3. The Secretary shall report to a rules sub-committee all relevant facts surrounding the charge made, the result of his/her investigations and the answer made by the member charged and the rules sub- committee shall deal with the matter on the evidence tendered by the Secretary and the member charged may, if he/she so desires, appear with any representative before the rules sub-committee and answer the charge. The member charged shall be given seven (7) days' notice of the meeting at which the Secretary's report is to be considered and a copy of that report and be advised that his/her representative may attend that meeting to answer the charge.
4. If upon any charge as aforesaid, a member be held by the rules sub-committee to have committed any breach of these rules, or to have failed to observe a resolution of Council of which the member has had notice the member may by resolution of the rules sub-committee, as ratified by the Council:-
5. be reprimanded; or
6. be fined a sum not exceeding $200; or
7. be expelled from the Association.
8. Any member expelled from the Association or shall be struck off the Register of Members and shall forfeit any interest in or right to any assets or property of the Association.
9. A member expelled from the Association under this rule may by notice in writing addressed to the Secretary at the office of the Association within twenty-one (21) days of the date of the Secretary's notification to them of their expulsion, appeal to the Council which shall hear their representations and a report from the rules sub-committee and may allow the appeal or dismiss it, or, in lieu of expulsion, fine the member a sum not exceeding $200.

## 37 - ALTERATION OF RULES

These rules may be amended, altered, varied, modified, deleted or added to at any General Meeting of the Association, duly convened and held provided that no rule shall be amended, altered, varied, modified, deleted or added to except by resolution notified and posted by mail or sent by electronic email to the membership at least twenty-one (21) days prior to such meeting and carried by a special resolution of members present and voting at an Annual General Meeting or Special General Meeting.

## 38 - WINDING UP

1. The Association may be wound up by a resolution carried by a simple majority of members present at a Special General Meeting called for that purpose of which not less than twenty-eight days' notice shall have been given to all members.
2. The registration of the Association under the RO Act must be cancelled in accordance with the requirements of that Act prior to the members taking action to dissolve the Association. At any Special General Meeting at which a resolution for winding up the Association is duly carried a Liquidator may be appointed and their remuneration fixed.
3. Upon winding up the property of the Association shall be applied:-
4. in payment of all just debts and liabilities of the Association owing to persons other than members, then-
5. in payment of all just claims of members, then-
6. to some other Association, corporation or institution having objects similar to the objects of the Association to be determined by members of the Association at or before the time of dissolution.
7. On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the *Associations Incorporation Act 2015 (WA).*
8. In this rule ***surplus property***, in relation to the Association, means property remaining after satisfaction of —
9. the debts and liabilities of the Association; and
10. the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

## 39 – GENERAL RULES FOR CONDUCT OF ELECTIONS

1. This rule shall apply to the conduct of all elections under these rules unless the contrary intention is specified.

*Returning Officer*

1. The Returning Officer shall take such actions and give such directions as are reasonably necessary in order to ensure that no irregularities occur in or in connection with the election and in order to remedy any procedural defects.

*Time of day for closing of nominations*

1. For all elections under these rules, the time for the closing of nominations shall be 12:00 midday on the day determined by the Returning Officer for the close of nominations.

*Defective nominations*

1. 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 it is practicable, give the person the opportunity of remedying the defect within such period as is applicable under these rules which must, where practicable, be not less than 7 days after the person is notified.

*Recalling nominations*

1. For elections for 6 Councillors in the event that the number of nominations received by the Returning Officer by the close of nominations is insufficient to form a quorate Council, the valid nominations received shall be declared elected, such that nominations for the remaining unfilled positions shall be recalled by the Returning Officer forthwith, who may, in exercising any of his or her powers under these rules, make such modifications to the rules (including shortening the time for lodging a second round of nominations) as are reasonably necessary to permit the election for unfilled Council positions to proceed without undue delay.
2. For elections involving a single or dual office/s to be elected, where no valid nomination is received by the Returning Officer by the close of nominations the provisions of subrule (e) shall apply to the extent possible with the necessary changes.

*Close of roll*

1. The roll of voters for any ballot required under these rules shall close 7 days before the day on which nominations for the election open.

*Secret postal ballots*

1. Ballot papers shall be initialled by the Returning Officer and forwarded by pre-paid post to each eligible voter and shall be accompanied by a return stamped addressed envelope. The Returning Officer shall require all ballots returned in the envelope provided. Any ballot paper returned other than in accordance with the procedure for the conduct of the ballot shall be rejected.
2. Any reference in these rules to a “return stamped addressed envelope” and to any other envelope provided to the voters shall be taken as a reference to a prepaid envelope and a declaration envelope of the kind applicable to elections for registered organisations under the RO Act.

*All ballots*

1. Candidates shall appear on the ballot paper in the order as determined by the Returning Officer drawing by lot.
2. The method of voting shall be by placing a cross beside the name of the candidate for whom the voter wishes to vote, under a first past the post ballot. A ballot paper shall not be informal if the intention of the voter is clear to the Returning Officer.
3. In the event of a tie of votes between candidates, the Returning Officer shall draw by lot the successful candidate.

*Time of day for close of postal ballot*

1. For any secret postal ballot, the closing time of such ballot will be 10:00 am.

*Absentee Voting*

1. If a member who is entitled to vote at any ballot held under these Rules will be absent from their usual address during the ballot, such member may apply to the Returning Officer, so that the application reaches the Returning Officer before the ballot opens, for a ballot paper to be sent to him/her at an address nominated by the member, so that a completed ballot paper can be returned in the envelope provided so as to reach the Returning Officer before the ballot closes.

*Scrutineers*

1. Each candidate at any election under these rules shall have the right, if he or she so desires, to appoint before the close of the ballot, a scrutineer to represent them at the ballot; and shall give notice of any such appointment of a scrutineer in writing to the Returning Officer.
2. Every scrutineer shall, so far as is possible having regard to the time of their appointment, have the following rights and duties –
3. to be present with the Returning Officer when the ballot papers are being forwarded and to watch the interests of the candidate whom they represent;
4. to be present with the Returning Officer when the ballot papers are opened and when the votes are counted and to watch the interests of the candidate whom they represent;

but no election shall be vitiated by reason of the fact that a scrutineer does not exercise any or all of their rights or duties if they have a reasonable opportunity to do so.

1. Scrutineers shall have the right to question the inclusion or exclusion of any ballot paper but the decision of the Returning Officer shall, subject to any applicable legislation, be final. Scrutineers may not remove, mark, alter or deface any ballot paper or other documents used in the ballot.

*Declaration of election*

1. The Returning Officer shall notify the result of all elections in writing to the Secretary of the Association of the result of the election.

*Taking office*

1. Subject to rule 42(d), newly elected officers at regular elections shall take office at the Annual General Meeting in the year of election. Newly elected officers at irregular elections shall take office upon the declaration of their election.

## 40 – ELECTION OF COUNCILLORS

1. The 6 Members of the Council shall be elected by a direct voting system from all of the financial members of the Association.
2. A candidate for Councillor shall be a financial member at the close of the nominations and be seconded by another financial member. Such nomination shall be in writing and signed by both the candidate and the seconder.
3. Not less than seventy seven days (11 weeks) prior to the Annual General Meeting in an election year the Returning Officer shall forward by post to each member of the Association a notice calling for nominations for 6 Members of Council specifying of the closing date of nominations which shall be not less than 21 days (3 weeks) from the issue of such notice.
4. If there 6 valid nominations received, the Returning Officer shall forthwith declare the persons so nominated elected unopposed.
5. If there are more candidates than are required to be elected, a secret postal ballot shall be conducted by the Returning Officer by issuing a ballot papers and related material as required by subrule 39(8) to all financial members of the Association not later than 28 days (4 weeks) after the closing of nominations.
6. The ballot shall close not less than 21 days (3weeks) after the ballot opens.
7. The Returning Officer shall count the votes and declare the result of the election.

## 41 - ELECTION OF PRESIDENT, VICE-PRESIDENTS AND TREASURER

1. The election of President, 2 Vice-Presidents and Treasurer shall be a collegiate election by and from the 6 Councillors declared elected under rule 40.
2. The collegiate election is to be conducted as soon as practicable at a meeting of the 6 Councillors following the declaration of the election of Councillors under rule 40. (but not later than 7 days)

*Nominations*

1. The Returning Officer shall call for nominations in the following order -
* President
* 2 Vice Presidents
* Treasurer

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

1. Any of the 6 Councillors elected under rule 40 may nominate any other of the said Councillors for any of the offices referred to in subrule (c) and the candidate so nominated shall consent to his or her nomination.
2. Upon the closing of nominations the Returning Officer shall determine whether and if so which of such nominations are in order.
3. If only one valid nomination is received for President, the Returning Officer shall by written notice to the Secretary forthwith declare the person so nominated elected unopposed.
4. If only two valid nominations are received for Vice-President, the Returning Officer shall by written notice to the Secretary forthwith declare the persons so nominated elected unopposed.
5. If only one valid nomination is received for Treasurer, the Returning Officer shall by written notice to the Secretary forthwith declare the person so nominated elected unopposed.
6. Where insufficient nominations are received for any of the offices referred to in subrules (f), (g) or (h) the Returning Officer shall, as soon as practicable, re-call nominations for the putative vacant offices from amongst the 6 Councillors elected under rule 40. Such re-call of nominations may be done from the floor at the collegiate election meeting which meeting may be by electronic or digital means.

*Attendance ballot*

1. If more than one nomination is received for the office of President, the Returning Officer shall proceed to conduct a secret ballot of the 6 Councillors elected under rule 40
2. If more than two nominations are received for the office of Vice-President, the Returning Officer shall proceed to conduct a secret ballot of the 6 Councillors elected under rule 40
3. If more than one nomination is received for the office of Treasurer, the Returning Officer shall proceed to conduct a secret ballot of the 6 Councillors elected under rule 40.
4. The provisions of subrule 39(j), (k) and l) shall apply to any secret ballot held under subrules (j), (k) or (l) of this rule mutatis mutandis.
5. At the conclusion of the secret ballot for the President, Vice-Presidents and Treasurer, the Returning Officer shall forthwith declare the result by written notice to the Secretary.
6. The President, 2 Vice Presidents, Treasurer and 2 Executive Councillors (together constituting the Council) shall assume office at the Annual General Meeting.

## 42 - ELECTION OF SECRETARY

(a) The Secretary shall be elected by a direct voting system from all of the financial members of the Association.

1. A candidate for Secretary need not be a pre-existing financial member of the Association but his or her nomination must be proposed by 2 Members of Council at the close of the nominations. Such nomination shall be in writing and signed by both the candidate and each proposer.
2. The Returning Officer shall conduct the election for Secretary as required by subrules 40(c) to (g) inclusive, mutatis mutandis.
3. A newly elected Secretary shall take office upon the declaration of his/her election.

## 43 – TRANSITIONAL RULE

1. The purpose of this rule is to make provision for the transitional management and governance of the Association from the date of commencement of these rules (including this rule) to the date of the completion of the inaugural election for Council under the substantive rules. This rule shall apply notwithstanding any other provision that is inconsistent with the substantive rules, save for rule 5 of the substantive rules.
2. For the purpose of **this rule**:

"**commencement date**" means the date of the adoption of these rules.

"**lodgement date**" means the date the Association lodges its Application for Registration with the Fair Work Commission.

"**registration date**" means the date the Association becomes a registered organisation under the RO Act;

"**substantive rules**" mean rules 1 to 42 inclusive.

*Commencement date*

1. These rules (including this rule) shall take effect upon being approved in accordance with the *Associations Incorporation Act 2015 (WA)* following their adoption by a special resolution of the members of the Association made at a general meeting of members held and conducted in a manner consistent with the rules of the Association in force immediately preceding the commencement date.

*Members*

1. On and from the commencement date the Association shall comprise:
	1. the members of the incorporated association presently known as Restaurant & Catering Australia - Industrial Relations Incorporated who are eligible for membership under rule 5 of the substantive rules;

and

* 1. the members of the incorporated association presently known as Restaurant & Catering Industry Association of Australia Incorporated (ABN 73 080 269 905) who are eligible for membership under rule 5 of the substantive rules.

*Admission to membership*

1. New members joining the Association after the commencement date shall be admitted as members under rule 9 of the substantive rules.

*Executive Committee and Secretary*

1. On and from the commencement date the governing body of the Association shall be Executive Committee comprising the President, 2 Vice Presidents, Treasurer, and 2 Committee members to exercise the powers and duties of the Council to the extent applicable as set out in the substantive rules.
2. On and from the commencement date, the Secretary of the Association shall have the powers and duties of the Secretary to the extent applicable as set out in the substantive rules.
3. On and from the registration date, any person holding any office in the Association on the day immediately prior to the registration date shall not have their office holding affected by the registration. In particular, any such person shall be entitled to retain the office they previously held in the Association until the inaugural elections for officers are held under the substantive rules.
4. The inaugural elections under the substantive rules shall be conducted so as to be completed on or before the second Annual General Meeting held after the registration date.

*Intervening vacancies*

J In the event a casual vacancy arises in the Executive Committee prior to the registration date the members thereof are empowered to appoint a person (who is not otherwise an Executive Committee Member) who is qualified to hold the office to fill the casual vacancy for the remainder of the term of the person they replace.

1. If on the registration date any person who holds an office specified in subrule F or G is not available to take up that office or declines to take up that office, the remaining members of the Executive Committee as constituted in subrule F may fill the vacancy by appointment of a person who is qualified to hold the office.

*Interim subscriptions*

1. Notwithstanding the provisions of rule 11 (Subscriptions) the Executive Committee shall determine the amount of annual subscription rates for membership of the Association (incl ordinary, associate and affiliated membership rates) from the date of commencement of these rules until such time as the annual subscription is fixed by the Council under the substantive rules.

*Operation of transitional rule*

1. This rule shall cease to have effect on the date of the completion of the inaugural election for Council under the substantive rules.

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