

013Q: Incorporates alterations of 6/5/2016 [R2016/42]  
Replaces rulebook dated 24/11/2015 [R2015/247]

## **Traffic Management Association of Australia**

I CERTIFY under section 161 of the *Fair Work (Registered Organisations) Act 2009* that the pages herein numbered 1 to 26 both inclusive contain a true and correct copy of the registered rules of the Traffic Management Association of Australia

DELEGATE OF THE GENERAL MANAGER  
FAIR WORK COMMISSION

# Rules of the Traffic Management Association of Australia

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## RULES OF THE TRAFFIC MANAGEMENT ASSOCIATION OF AUSTRALIA

### 1 - DEFINITION AND INTERPRETATION

#### 1.1 Definitions

The following definitions apply:

**Act** means the *Fair Work (Registered Organisations) Act 2009* (Commonwealth).

**Annual General Meeting** means a meeting held once a year as per Rule 9.1.

**Applicant** means a Company, person or other body which has applied for Membership of the Organisation.

**Candidate** means an individual who nominates for a position on the Management Committee.

**Casual Vacancy** means a vacancy which occurs when an elected Member of the Management Committee resigns, dies or otherwise stops holding office.

**Company** means a company as defined in the *Corporations Act 2001* (Commonwealth).

**Competent Legal Practitioner** means qualified legal practitioner who:

- (a) Holds a current practicing certificate; and
- (b) Is admitted to the Supreme Court of any State or Territory of Commonwealth of Australia.

**Date of Registration** means the date on which the Organisation attains registration as an employer association under the Act.

**Executive Director** means the person appointed by the Management Committee under Rule 6.14, who is not a Member of the Management Committee.

**Fair Work Australia** means the national workplace relations authority established by section 575 of the *Fair Work Act 2009* (Commonwealth).

**First past the post** means an election won by the candidate with the most votes. The winning candidate does not have to receive an absolute majority of all votes cast.

**General Meeting** means a meeting of the Organisation called by the Secretary, but does not include an Annual General Meeting.

**Interim Inaugural Management Committee** means the body established by and described in Rule 6.13.

**Management Committee** means the body established by and described in Rule 6.

**Members and Membership** means Members and Membership of the Organisation as an Ordinary Member, an Associate Member or an Honorary Member.

**Nominated Representative** means a natural person appointed by an Ordinary Member or an Associate Member to represent a Member's interests with the Organisation.

**Office** means a position on the Management Committee as defined in the Act.

**Organisation** means the Traffic Management Association of Australia.

**Other Body** means any association, industry group, Local, State or Federal Government Department or any other similar entity.

**Present** means in attendance at:

- (a) A Management Committee meeting; or
- (b) A General Meeting; or
- (c) An Annual General Meeting.

**Registration** means the entering of prescribed particulars of the Organisation onto a register of Registered Organisation by the General Manager of Fair Work Australia under the Act.

**Regulations** means the *Fair Work (Registered Organisations) Regulations 2009* (Commonwealth).

**Related Entity** means a related entity as defined in the *Corporations Act 2001* (Commonwealth).

**Reportable Financial year** means the period from 1 July to 30 June each year.

**Returning Officer** means the official who conducts and oversees the election of office bearers and informs the Membership of the results.

**Rules** means the numbered clauses set out in this document.

**Sham Arrangement** means an arrangement whereby a contractor, consultant or freelancer misrepresents itself or themselves as a genuine Traffic Control Industry Company or employee of a genuine Traffic Control Industry Company.

**State** in these Rules means any State or Territory in the Commonwealth of Australia.

**Special Resolution** means a resolution passed by 75% or more of the Members present at an Annual General Meeting, a General Meeting or a Special General Meeting.

**Traffic Control Industry** means the industry exclusively in the business of providing services for the directing, controlling and managing of traffic.

## 1.2 Interpretation

- (a) These Rules operate in conjunction with the Act.
- (b) In the event that these Rules are silent, the Act will apply.
- (c) Should any question arise at any time which is not fully provided for by these Rules, that question shall be determined by the Management Committee in consultation with a competent legal practitioner.

## **2 - NAME OF THE ORGANISATION**

The name of the Organisation is the 'Traffic Management Association of Australia'.

## **3 - OBJECTS OF THE ORGANISATION**

The Organisation's objects are:

- (a) To promote the Traffic Control Industry in Australia;
- (b) To promote the need for safe working environments within the Traffic Control Industry;
- (c) To represent the general interests of employers in the Traffic Control Industry;
- (d) To provide information services to the Members in the Traffic Control Industry;
- (e) To provide, when necessary, access to industrial relations services and legal representation for Members;
- (f) To promote cooperation and respect within the Traffic Control Industry;
- (g) To encourage Membership of the Organisation;
- (h) To encourage, support and develop skills within the Traffic Control Industry;
- (i) To actively promote standardisation and improvement within the Traffic Control Industry;
- (j) To liaise with industry stakeholders promoting the interests of the Traffic Control Industry; and
- (k) To lobby Local, State and Federal governments with regards to laws which will affect the interests of Members of the Traffic Control Industry.

## **4 - ELIGIBILITY FOR MEMBERSHIP**

A Company, person or Other Body will be eligible for Membership of the Organisation, being an association of employers under the Act, if the Company, person or Other Body:

- (a) Operates or conducts their business by exclusively providing services for the directing, controlling or managing of traffic within the Traffic Control Industry; and
- (b) Carries out business in Australia; and
- (c) Is not a Sham Arrangement.

## 5 - MEMBERSHIP OF THE ORGANISATION

5.1 The Organisation offers three separate classes of Membership:

- (a) Ordinary Membership;
- (b) Associate Membership; and
- (c) Honorary Membership.

5.2 Ordinary Membership

- (a) A Company, person or other body which operates within the Traffic Control Industry may apply for Ordinary Membership with the Organisation.
- (b) A Company, person or other body will be granted Membership of this class if it meets the requirements set out in Rule 4.
- (c) An Ordinary Member must also meet the following requirements:
  - (i) An Ordinary Member must be a Company, person or other body conducting business primarily within the Traffic Control Industry; and
  - (ii) An Ordinary Member must not constitute a Sham Arrangement.
- (d) An Ordinary Member will have the right to vote on all issues put before the Members of the Organisation.
- (e) An Ordinary Member will have the following rights:
  - (i) An Ordinary Member may nominate one representative to represent their interests with the Organisation for a twelve (12) month period;
  - (ii) The Nominated Representative will be appointed at the discretion of the Organisation;
  - (iii) The Nominated Representative will have the right to attend all meetings of the Organisation;
  - (iv) The Nominated Representative will have the right to vote on all issues put before the Members of the Organisation; and
  - (v) The Nominated Representative must be recorded on a register created at the beginning of each annual year stating the Nominated Representative for each Organisation.
- (f) The Nominated Representative must meet the following requirements:
  - (i) Each Nominated Representative can only represent one Company, person or other body;

- (ii) The Nominated Representative must not constitute a Sham Arrangement;
  - (iii) If the Nominated Representative cannot attend a meeting, they may appoint a proxy to attend on their behalf;
  - (iv) A Nominated Representative may not appoint more than one proxy to attend consecutive meetings within a three (3) month period; and
  - (v) Where the Nominated Representative wishes to appoint a proxy more than once during this time frame, the register of Nominated Representatives must be changed to state the Nominated Representative as the person who will actually be attending the meeting.
- (g) The number of Ordinary Members is unlimited.
- (h) An Ordinary Member will be required to pay a Membership fee as set out in Rule 5.5.

### 5.3 Associate Membership

- (a) A Company, person or other body which provides a service to the Organisation may be eligible for Associate Membership if they satisfy the requirements of Rule 4. Such companies and individuals may include industry stakeholders, advisors or any relevant bodies in the Traffic Control Industry.
- (b) An Associate Member may nominate one representative to represent their interests with the Organisation for any twelve (12) month period of their Membership.
- (c) The requirements of Rule 5.2(f) will apply to a Nominated Representative of an Associate Member.
- (d) An Associate Member will not have the right to vote at a General Meeting of the Organisation.
- (e) An Associate Member will have the right to attend and participate in all General Meetings of the Organisation.
- (f) The number of Associate Members is unlimited.
- (g) An Associate Member will be required to pay a Membership fee as set out in Rule 5.5.

### 5.4 Honorary Membership

- (a) The Management Committee has the power to appoint an Honorary Member at an Annual General Meeting.
- (b) An Honorary Member may be either a Company or an individual person.
- (c) An Honorary Member does not have the right to vote at a General Meeting of the Organisation.
- (d) An Honorary Member is not required to pay a fee to be a Member of the Organisation.
- (e) The number of Honorary Members is unlimited.

5.5 Divisions & Chairs

There shall be Divisions of the Organisation, each of which will be housed in and representative of each State and Territory in which members of the Organisation reside. A Division will consist of all members resident in that particular State or Territory.

The function of each Division shall primarily be to inform and advise the Management Committee of the Organisation on the concerns, ideas and interests of the members allocated to that Division. Divisions are not Branches and remain at all times subject to the supervision and direction of the Management Committee.

Each Division shall be represented by a Division Chair. Each Division Chair shall be elected by and from all financial members allocated to that Division. The elections of each Division Chair shall be conducted in accordance with Rule 7, mutatis mutandis.

Neither a Division nor its Chair shall exercise any executive powers but shall have and exercise only advisory powers.

Chairs of each Division shall be eligible to attend Management Committee Meetings and to participate in discussions with the invitation of the Committee but shall not be eligible to vote.

The Chair of each Division will be an honorary (non-paid) position.

5.6 Membership fees

The Membership fee for each class of Membership will be the amount decided by the Management Committee of the Organisation from time to time at an Annual General Meeting, and must be paid annually. Membership fees will be due and payable upon the anniversary of the date when the Member first became a Member of the Organisation.

5.7 New Memberships

- (a) To make an application to become a Member, an existing Ordinary Member must put forward the Applicant's name for Membership. The Applicant's proposed Membership must be seconded by another Ordinary Member.
- (b) An Applicant shall complete a form of application bearing the correct name and address and its signature, or if the Applicant is a company or other body, the signature of an officer of such company or other body.

5.8 Information for Membership Applicant

- (a) The Organisation shall inform an Applicant for Membership, in writing, of:
  - (i) The financial obligations arising from Membership; and
  - (ii) The circumstances and the manner in which a Member may resign from the Organisation.
- (b) The information shall be given as soon as practicable after the receipt of the application for Membership.

5.9 Admission and rejection of new Members

- (a) The Management Committee must ensure that, as soon as possible after receiving an application for Membership and before the Management Committee considers the Applicant's application, the Organisation is advised whether or not the Applicant meets the criteria for Membership.
- (b) The Management Committee must decide whether to accept or reject the application for Membership by voting on the Applicant's proposed Membership. If a majority of the Management Committee present at the meeting vote to accept the Applicant as a Member, the Applicant must be accepted as a Member of the Organisation.
- (c) The acceptance or rejection of an Applicant is subject to the provisions of the Act.
- (d) The Secretary of the Organisation must, as soon as practicable after the Management Committee has decided to accept or reject an application, give the Applicant notice of their decision.

5.10 Cessation of Membership otherwise than by resignation

- (a) A Member is taken to have ceased to be a Member if:
  - (i) A Member's eligibility for Membership lapses; or
  - (ii) A Member fails to pay Membership fees as and when they become due and payable.
- (b) Notwithstanding Rule 5.9(a)(ii), a Member will have thirty (30) days after fees became due and payable, to correct any owing amount of Membership fees that the Member is in arrears.
- (c) A Member will have a right to an appeal if their membership is determined to have ceased. The appeal will be determined in consultation with a competent legal practitioner.

5.11 Resignation of Membership

- (a) A Member may resign from the Organisation at any time by providing the Secretary with written notice of their resignation.
- (b) No Membership fees will be refundable if a Member resigns from the Organisation.
- (c) Any dues payable but not paid by a former Member of the Organisation, in relation to a period before the Member's resignation from the Organisation took effect, may be sued for and recovered in the name of the Organisation as a debt due to the Organisation.
- (d) A Member's resignation takes effect fourteen (14) days from the time the notice is received by the Secretary, except where Rule 5.10(e) applies.
- (e) A Member may choose to specify in their notice of resignation the date and time from which their resignation will take effect that is shorter than fourteen (14) days.

5.12 Disciplinary Procedure for Members

- (a) The Management Committee may take the measures outlined at Rule 5.11(b) where the Member is:
  - (i) In substantial breach of these rules; or
  - (ii) Is convicted in a court of law of fraud or another indictable offence; or
  - (iii) Is found guilty under these Rules of gross misbehaviour by the Management Committee.
- (b) The disciplinary measures to be taken are, in chronological order:
  - (i) Suspension of the Member from the Organisation, including attendance of any meetings, for one month;
  - (ii) Suspension of the Member from the Organisation, including attendance of any meetings, for three months; and
  - (iii) Termination of the Member's Membership.
- (c) At each of the three disciplinary stages, the Management Committee must give the Member facing disciplinary measures a full and fair opportunity to show why the disciplinary measure should not be taken.
- (d) This opportunity must include:
  - (i) Giving the Member written notice of the disciplinary measure to be taken, including comprehensive reasons for it;
  - (ii) Allowing the Member an opportunity to make representations as to why the disciplinary measure should not be taken; and
  - (iii) Consideration of these representations by the Management Committee.
- (e) If, after considering all representations made by the Member, the Management Committee decides to execute the disciplinary measure, the Secretary must give the Member written notice of their decision.
- (f) Following the written notice from the Secretary regarding the Management Committee's intention to execute disciplinary measures, a Member has the right to appeal the findings of the Management Committee.
- (g) An appeal by a Member of any finding against that Member by the Management Committee will be determined in consultation with a competent legal practitioner.
- (h) Members who are suspended from the Organisation are still liable for fees during the period that they are suspended. To avoid any doubt, the annual membership fee will not be discounted due to a period of suspension for the Organisation.
- (i) In the event a Member or Nominated Representative becomes or is found to be a Sham Arrangement, the Member's Membership shall be taken to have ceased and Rule 5.9 will apply. Rule 5.11 does not apply in such a situation.

5.13 Register of Members

- (a) The Secretary must keep a register of all Members of the Organisation.
- (b) The register must include the following particulars for each Member:
  - (i) The full name of the Member;
  - (ii) The class of Membership of the Member;
  - (iii) The postal address of the Member;
  - (iv) The Nominated Representative, if any, of the Member;
  - (v) The date of admission as a Member;
  - (vi) The date of termination or resignation of the Member;
  - (vii) Details about the termination or reinstatement of their Membership; and
  - (viii) Any other particulars the Management Committee consider appropriate.

**6 - MANAGEMENT COMMITTEE**

6.1 Membership of Management Committee

- (a) There shall be a Management Committee of the Organisation.

The Management Committee shall consist of Members elected by and from the members from each State, provided that the State has an available Member to be elected to the Management Committee.

The President, Vice-President, Secretary and Treasurer of the Management Committee shall be elected collegiately by and from the Members of the Management Committee.

- (b) A Member of the Management Committee must be an Ordinary Member of the Organisation, or their Nominated Representative.
- (c) The individuals constituting the Management Committee must be drawn from separate Members of the Organisation which are entirely independent of each other. To avoid doubt, this means that the Members cannot be Related Entities.
- (d) The Members of the Management Committee elected in 2015 shall retire from office at the beginning of the 2016 Annual General Meeting, but are eligible, on nomination, for re election. On and from the 2016 Annual General Meeting, the Members of the Management Committee must retire from office at the beginning of each Biennial Annual General Meeting in the relevant year, but are eligible, on nomination, for re election.
- (e) On and from the 2016 Annual General Meeting, the newly elected Management Committee shall take Office in the relevant year at the beginning of each Biennial Annual General Meeting.

6.2 President

- (a) The President will:
  - (i) Chair all meetings of the Organisation;
  - (ii) Develop papers and articles for the Organisation;
  - (iii) Provide advice as a representative of the Organisation; and
  - (iv) Represent the Organisation in various forums and communities.

6.3 Vice-President

The Vice-President will act-up in the capacity of President, where the President is unable to attend an event, or a meeting of the Organisation.

6.4 Treasurer

- (a) The Treasurer will:
  - (i) Be responsible for the accounts of the Organisation;
  - (ii) Provide quarterly financial updating to the Organisation; and
  - (iii) Organise an audit of the Organisation each financial year.

6.5 Secretary

- (a) The Secretary will:
  - (i) Call meetings of the Organisation, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Organisation;
  - (ii) Keeping minutes of each meeting;
  - (iii) Keeping copies of all correspondence and other documents relating to the Organisation;
  - (iv) Maintaining a register of Members of the Organisation; and
  - (v) Any other duties which the President or Management Committee nominate from time to time.
- (b) Subject to Rule 6.14(b), the Executive Director may perform the duties of the Secretary under the direction of the Management Committee.

6.6 Casual Vacancy

- (a) Any casual vacancy on the Management Committee to be for a period of less than six (6) months may be filled by the Management Committee as follows:
  - (i) Seconding a Member who stood for election but was unsuccessful at the previous election or;
  - (ii) Seconding any Member who has skills or ability suitable for service on the Committee; or
  - (iii) Leaving the position vacant.
- (b) Any casual vacancy for a period of more than six (6) months may be filled by an election held according to the Rules described in Rule 7.

6.7 Terms of Office

- (a) The terms of office for the members of the Management Committee elected in 2015 shall be one (1) year in duration. On and from the beginning of the 2016 Annual General Meeting, the terms of office for each of the members of the Management Committee shall be two (2) years in duration.
- (b) The Members of the Management Committee elected in 2015 shall retire from office at the 2016 Annual General Meeting. On and from the beginning of the 2016 Annual General Meeting each Member of the Management Committee shall retire from office in the relevant year at the conclusion of each Annual General Meeting.

6.8 Functions of Management Committee

Subject to these Rules or a resolution of the Members of the Organisation carried at a General Meeting, the Management Committee has the general control and management of the administration of affairs, property and funds of the Organisation.

6.9 Meetings of Management Committee

- (a) Meetings of the Management Committee will be called by the Secretary by notifying all members of the Management Committee in writing at least fourteen (14) days prior to the meeting being held.
- (b) The notification will set out the place, time and the business that is to be conducted at the meeting.
- (c) If the Secretary is unable or unwilling to call the meeting, the President may call the meeting.
- (d) The President shall preside as the Chairperson at a meeting of the Management Committee.

6.10 Quorum for, and adjournment of, Management Committee meeting

The Quorum of the Management Committee Meeting shall be three (3) persons.

The adjournment of Management Committee meetings shall be governed by Rule 10.2, mutatis mutandis.

6.11 Appointment of subcommittees

- (a) The Management Committee may appoint a subcommittee consisting of Members of the Organisation or their representatives considered appropriate, by the Management Committee to help with the conduct of the Organisations operations.
- (b) A Member of the subcommittee who is not a Member of the Management Committee is not entitled to vote at a Management Committee meeting.
- (c) A subcommittee may elect a chairperson of its meetings.
- (d) If a chairperson is not elected, or if the chairperson is not present within ten (10) minutes after the time fixed for a meeting, the Members present may choose one (1) of the present Members to be chairperson of the meeting.
- (e) A subcommittee may meet and adjourn as it considers appropriate.
- (f) A question arising at a subcommittee meeting is to be decided by a majority vote of the Members present at the meeting.
- (g) In the event the votes are an equal split, the question will be taken to have been decided in the negative.

6.12 Disciplinary Procedure for Committee Members

- (a) A member of the Management Committee shall be removed from office where that member has been found guilty, under the rules of the organisation, of:
  - (i) misappropriation of the funds of the organisation; or
  - (ii) a substantial breach of the rules of the organisation; or
  - (iii) gross misbehaviour or gross neglect of duty; or
  - (iv) that member has ceased, under the rules of the organisation, to be eligible to hold the office.
- (b) The disciplinary measures to be taken are, in chronological order:
  - (i) Suspension of the Committee Member from the Organisation, including attendance of any meetings, for one month;
  - (ii) Suspension of the Committee Member from the Organisation, including attendance of any meetings, for three months; and
  - (iii) Removal of the Committee Member.
- (c) During any suspension period of a Committee Member, an Interim Committee Member will be chosen to act in their capacity.

- (d) Before any disciplinary measure is taken the Committee Member must be informed of writing of:
  - (i) The disciplinary measure;
  - (ii) The reasons for the disciplinary measure; and
  - (iii) What the Committee Member can do to address the reasons for the disciplinary measure.
- (e) Where applicable, at the end of the three month suspension period the Interim Management Committee must resolve to either:
  - (i) Reinstate the Committee Member; or
  - (ii) Remove the Committee Member by the passing of a Special Resolution at a meeting of the Organisation.
- (f) Any purported removal of a Committee Member which is not in accordance with this Rule will be deemed invalid.
- (g) A Member of the Management Committee who has had a finding against them under the rules of the organisation has the right to an appeal.
- (h) An appeal by a Member the Management Committee of any finding against that Member by will be determined by the Interim Management Committee in consultation with a competent legal practitioner.

#### 6.13 Executive Director

- (a) The Management Committee will appoint an Executive Director of the Organisation for an annual term and upon such conditions as it thinks fit, and any Executive Director so appointed may be removed by the Management Committee, subject to the terms of employment previously agreed.
- (b) The Executive Director may perform the duties in Rule 6.5(a) and any other duties so directed by the Management Committee.
- (c) The position of Executive Director will be a paid position.
- (d) The salary for the Executive Director will be determined from time to time by the Management Committee.

## 7 – ELECTIONS

### 7.1 Methods of Election

The Members of the Management Committee shall be directly elected by secret postal ballot by and from the members eligible to vote residing in the relevant State.

The Members of the Management Committee shall collegiately elect the positions of President, Vice-President, Treasurer and Secretary by secret ballot conducted by the Returning Officer in the relevant year at the Annual General Meeting.

All Members of the Management Committee shall hold office for two (2) years.

The election of Members of the Management Committee shall be carried out in accordance with these rules.

#### 7.2 Returning Officer

- (a) The Committee shall appoint a Returning Officer to conduct elections for the appointment of the Members of the Management Committee and the offices of President, Vice-President, Treasurer and Secretary. The Returning Officer shall:
  - (i) Not hold any office in the Organisation; and
  - (ii) Not be an Ordinary Member of the Organisation.
- (b) The Returning Officer shall have such powers as are necessary for the conduct of the elections.
- (c) The Returning Officer shall take such action and give such necessary directions as are reasonably necessary to ensure that no irregularity occurs in or in connection with an election or in order to remedy any procedural defects. No person shall refuse or fail to comply with any such directions or obstruct or hinder the Returning Officer or any other person in the conduct of an election.

#### 7.3 Direct Elections

The Members of the Management Committee shall be directly elected by secret postal ballot by and from the members eligible to vote residing in the relevant State. Rules 7.4 to 7.8 relate to the conduct of these elections.

#### 7.4 Nominations

- (a) Only Ordinary Members of the Organisation or their Nominated Representatives will be eligible to vote.
- (b) Nominations for the Management Committee shall be called for by written notice sent by post or by electronic means, including email or facsimile, to the Members of the Organisation.
- (c) Nominations for elections will open no less than forty-five (45) days before the Annual General Meeting.
- (d) Nominations shall be made in writing, signed by the nominee and two (2) Members and lodged in person, by post or by electronic means including email or facsimile, with the Returning Officer prior to the closing time for nominations. The nomination must specify which State the Member is from.
- (e) A Member of the Organisation can only nominate for one (1) position on the Management Committee.
- (f) The closing time for nominations shall be fixed by the Returning Officer which shall be no more than fourteen (14) days after the date that nominations are open.

- (g) If a nomination is considered by the Returning Officer to be defective, the Returning Officer, before rejecting the nomination, shall notify the person concerned of the defect. Where it is practicable to do so, the Returning Officer shall give them the opportunity to remedy the defect within a period which shall be specified by the Returning Officer, which period shall not be less than seven (7) days after their being so notified.

#### 7.5 Candidates

- (a) The Returning Officer will ensure as far as is practicable that no candidate for any vacancy on the Management Committee, in being duly elected under these Rules, would cause a breach of Rules 6.1(a), 6.1(b) or 6.1(c). Where there is more than one (1) candidate from any one (1) State, the Returning Officer shall count the votes in accordance with Rule 7.8(c).
- (b) Where the number of candidates exceeds the number of vacancies to be filled, the Returning Officer shall conduct an election by secret postal ballot of the Members eligible to vote.
- (c) Where the number of candidates does not exceed the number of vacancies, the Returning Officer shall declare such candidates elected. The successful candidates will take Office at the Annual General Meeting.
- (d) Where the number of candidates is insufficient to fill the vacancies, the Management Committee shall arrange for the conduct of an election by the Returning Officer to hold an election in accordance with these Rules, to fill the vacant position(s).

#### 7.6 Roll of Voters

- (a) The Returning Officer shall request a roll of all Members and their Nominated Representatives that are eligible to vote from the Secretary.
- (b) Each Member is only entitled to one (1) vote, and it will be cast either by the Member, or their Nominated Representative, but not both.
- (c) The time and date of closure of the roll of Members and their Nominated Representatives that are eligible to vote shall be fixed by the Returning Officer, and shall be no more than thirty (30) days before and no less than seven (7) days before the opening of nominations.

#### 7.7 Voting Process

- (a) The Returning Officer shall distribute the voting material to Members or their Nominated Representative eligible to vote no more than fourteen (14) days after the close of nominations.
- (b) The Returning Officer shall prepare and distribute the following:
  - (i) Ballot papers initialled by the Returning Officer;
  - (ii) A declarations envelope as defined in the Regulations;
  - (iii) An unsealed, reply paid envelope addressed to the Returning Officer as defined in the Regulations; and

- (iv) Any other material the Returning Officer deems relevant, including but not limited to directions on how a Member can comply with these Rules when casting their vote.
- (c) The voting declaration must state “I certify that I am the person whose name appears on this envelope, I have voted on the ballot paper enclosed and I have not voted in this ballot previously.”
- (d) Before posting the voting material to a voter, the Returning Officer will mark a ballot number for each voter on:
  - (i) A roll of members eligible to vote; and
  - (ii) The declaration form.
- (e) Each Member eligible to vote must be given a different ballot number.
- (f) If a voter gives the Returning Officer a notice that the voter will be at an address other than the address stated on the roll when voting material is to be given, the Returning Officer must post the material to the other address.
- (g) The names of the candidates shall be listed alphabetically on the ballot paper which shall specify the closing time and date of the ballot.
- (h) A Member who is eligible to vote in accordance with Rule 5.2(d) or Rule 5.2(e)(iv), and who will be absent during the period in which the ballot is to be conducted, may apply to the Returning Officer to vote in absentia.
- (i) Provided the Returning Officer receives the request in a form they consider acceptable, the Returning Officer shall comply with that request.
- (j) Ballot papers shall be returned to the Returning Officer prior to the closing time and date of the ballot. Ballot papers returned after this time and date will not be counted.
- (k) The closing time and date for the ballot shall be determined by the Returning Officer, and shall be no less than seven (7) days and no more than fourteen (14) days after the issuing of voting material.

#### 7.8 Counting of the ballot

- (a) The counting of the ballot shall be concluded by the Returning Officer within five (5) business days after the close of the ballot. To avoid any doubt, the Returning Officer shall complete the counting of the ballot by the close of business on the fifth business day after the close of the ballot.
- (b) Subject to Rule 7.8(c) the persons with the highest number of primary votes shall be elected.
- (c) The Returning Officer must ensure that a person elected under Rule 7.8(b) is not from the same State as another person elected under Rule 7.8(b). Provided that if an insufficient number of States are represented among the candidates, the number of States represented by the candidates must be represented by the Management Committee.

- (d) Each candidate may nominate one scrutineer. No candidate may act as a scrutineer for another candidate. The Returning Officer shall be advised not later than the closing time of the ballot, of the name of each candidate's scrutineer. The Returning Officer shall cause each scrutineer to be notified of the times and dates for the counting of the ballot. The scrutineer shall be entitled to be present at the counting of the ballot papers and shall reasonably represent the interests of the candidate or candidates whom he represents, but shall in no other way interfere with the conduct of the ballot.
- (e) The Returning Officer shall declare the result of the ballot immediately after the counting of votes is concluded and shall provide to the Secretary a written statement of the result signed by the Returning Officer.

7.9 Collegiate election of the Offices of President, Vice-President, Treasurer and Secretary

- (a) The election for the offices of President, Vice-President, Treasurer and Secretary shall be conducted by a collegiate electoral system at the Biennial Annual General Meeting in the relevant year. The Returning Officer shall be in attendance at the Annual General Meeting to conduct the ballot.
- (b) The election of the offices of President, Vice-President, Treasurer and Secretary shall be by secret ballot for each Office in order of hierarchy until all Offices are filled. To avoid doubt, an election for President will be conducted and the person with the highest number of primary votes shall be elected President before the election for Vice-President is conducted. A person elected for an Office is not eligible to be elected for an Office lower in the hierarchy.
- (c) The ballots shall be counted by the Returning Officer as soon as practicable after the ballot is concluded.
- (d) The Returning Officer must ensure that a person elected under Rule 7.9(b) is not a candidate for election to an Office lower in the hierarchy.
- (e) The hierarchy of Offices in the Management Committee shall be:
  - (i) President;
  - (ii) Vice-President;
  - (iii) Treasurer; then
  - (iv) Secretary.
- (f) Each candidate may nominate one scrutineer. No candidate may act as a scrutineer for another candidate. The Returning Officer shall be advised not later than the closing time of the ballot, of the name of each candidate's scrutineer. The scrutineer shall be entitled to be present at the counting of the ballot papers and shall reasonably represent the interests of the candidate or candidates whom he represents, but shall in no other way interfere with the conduct of the ballot.
- (g) The Returning Officer shall declare the result of the ballot immediately after the counting of votes is concluded.
- (h) The successful candidates will then be presented to the Members and will take office at the conclusion of the Annual General Meeting in the relevant year.

## 8 - PROPERTY OF THE ORGANISATION

### 8.1 Property

- (a) The property of the Organisation will be held for the benefit of its Members.
- (b) The property of the Organisation is to be controlled by the Management Committee.
- (c) The sale, purchase or any other dealings with the property of the Organisation is to be controlled by the Management Committee.
- (d) The Management Committee may make decisions regarding the property of the Organisation at either:
  - (i) An Annual General Meeting; or
  - (ii) A General Meeting; or
  - (iii) A Special General Meeting; or
  - (iv) A meeting of the Management Committee.

### 8.2 Funds

- (a) The funds of the Organisation are to be managed by the Treasurer.
- (b) The Management Committee will have ultimate control over the use of the Organisations funds.
- (c) The Management Committee may make decisions regarding the funds of the Organisation at either:
  - (i) An Annual General Meeting; or
  - (ii) A General Meeting; or
  - (iii) A Special General Meeting; or
  - (iv) A meeting of the Management Committee.

### 8.3 Loans, grants and donations

- (a) The Management Committee has the power to make a loan, grant or donation provided that it has satisfied itself that:
  - (i) Making the loan, grant or donation would be in accordance with the Rules; and
  - (ii) In relation to a loan, that the security proposed to be given in repayment of the loan is adequate and appropriate given the circumstances, and the proposed terms of the repayment of the loan are satisfactory.

- (b) The Treasurer will, within ninety (90) days of the end of the financial year, lodge with Fair Work Australia a statement containing particulars for any and each loan, grant or donation made by the Organisation for an amount in excess of \$1,000.00 during the financial year.

## **9 - ANNUAL GENERAL MEETING**

### 9.1 Annual General Meeting

- (a) The Annual General Meeting of the Organisation must be held:
  - (i) At least once each year; and
  - (ii) No later than twelve (12) months after the prior Annual General Meeting.
- (b) The Inaugural Annual General Meeting shall;
  - (i) Be held as soon as practicable after the Date of Registration, but, in any event, no later than six (6) months following the Date of Registration; and
  - (ii) Present the elected Members of the Management Committee, who will relieve the Interim Inaugural Management Committee.
  - (iii) Elect the Officers of the Organisation in accordance with Rule 7.7.

### 9.2 Notice of Annual General Meeting

- (a) The Secretary must give the Members at least forty-five (45) days notice of an Annual General Meeting.
- (b) A notice of an Annual General Meeting must state the business to be conducted at the meeting.
- (c) A notice of an Annual General Meeting shall also include notice to the Members of the Organisation calling for nominations for the positions of President, Vice-President, Treasurer and Secretary of the Organisation.

### 9.3 Quorum for, and adjournment of Annual General Meeting

- (a) The quorum for an Annual General Meeting is at least 10% of Ordinary Members of the Organisation.
- (b) No business may be conducted at an Annual General Meeting unless there is a quorum of Members when the meeting proceeds to business.
- (c) If there is no quorum within thirty (30) minutes of the scheduled start time of the Annual General Meeting, on the request of Members of the Management Committee or the Organisation, the meeting lapses.

### 9.4 Procedure at Annual General Meeting

- (a) A Member may take part and vote in an Annual General Meeting in person, by proxy or by using any technology that reasonably allows the Member to hear and take part in discussions as they happen.

- (b) A Member who participates in a meeting through a proxy is taken to be present at the meeting.
- (c) At each Annual General Meeting:
  - (i) The President is to preside as chairperson;
  - (ii) If there is no President or if the President is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the Vice-President will act as chairperson for the meeting; and
  - (iii) The chairperson must conduct the meeting in a proper and orderly way.

#### 9.5 Business at an Annual General Meeting

- (a) The following business must be conducted at each Annual General Meeting of the Organisation:
  - (i) Receiving the Organisation's financial statement and audit report;
  - (ii) Presenting the financial statements and audit report to the meeting for adoption if this has not already been completed at a General Members meeting within six months of the end of the financial year (June 30); ~~and~~
  - (iii) At the relevant Annual General Meeting, electing the Officers of the Organisation in accordance with Rule 7.9, and
  - (iv) At the relevant Annual General Meeting, presenting the elected President, Vice-President, Treasurer and Secretary to take office.

#### 9.6 Voting at an Annual General Meeting other than for Officers of the Organisation

- (a) At an Annual General Meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the Members present.
- (b) Each Member's Nominated Representative present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the chairperson has a casting vote as well as their primary vote.
- (c) A Member is not entitled to vote at an Annual General Meeting if the Member's annual subscription is in arrears at the date of the meeting.
- (d) The method of voting is to be decided by the Management Committee subject to Rule 9.6(e).
- (e) If at least 20% of the Members present demand a secret ballot, voting must be by secret ballot.
- (f) If a secret ballot is held, the Management Committee must appoint two (2) Members to conduct the secret ballot in the way the Management Committee decides.
- (g) The result of a secret ballot as declared by the Management Committee is taken to be a resolution of the meeting at which the ballot was held.

9.7 Minutes of Annual General Meeting

- (a) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Annual General Meeting are recorded.
- (b) To ensure the accuracy of the minutes, the minutes of each Annual General Meeting must be verified by the President of the meeting.

**10 - GENERAL MEETINGS**

10.1 Notice of General Meeting

- (a) The Secretary may call a General Meeting of the Organisation.
- (b) The Secretary may call a General Meeting each quarter of each year, but in any case must call a General Meeting within six months of the end of financial year (30 June) for the purposes of presenting and accepting the auditor's report and financial reports for the year.
- (c) The Secretary must give the Members at least fourteen (14) days notice of a General Meeting or 21 days notice if the auditor's report and financial statements for the financial year end are to be voted upon.
- (d) If the Secretary is unable or unwilling to call the meeting, the President may call the meeting.
- (e) A notice of a General Meeting must state the business to be conducted at the meeting.

10.2 Quorum for, and adjournment of, General Meeting

- (a) The quorum for a General Meeting is at least 10% of Ordinary Members of the Organisation.
- (b) No business may be conducted at a General Meeting unless there is a quorum of Members when the meeting proceeds to business.
- (c) If there is no quorum within thirty (30) minutes of the scheduled start time of the General Meeting, on the request of Members of the Management Committee or the Organisation, the meeting lapses.
- (d) If there is no quorum within thirty (30) minutes of the scheduled start time of the General Meeting called, other than on the request of Members of the Management Committee:
  - (i) The meeting is to be adjourned for at least seven (7) days; and
  - (ii) The Management Committee is to decide the day, time and place of the adjourned meeting.
- (e) The President may, with the consent of any meeting at which there is a quorum, and must if directed by the Members at the meeting, adjourn the meeting from time to time and from place to place.
- (f) If a meeting is adjourned, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

- (g) The Secretary is not required to give the Members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for more than thirty (30) days.
- (h) If a meeting is adjourned for more than thirty (30) days, notice of the adjourned meeting must be given in the same way notice was given for the original meeting.

### 10.3 Procedure at General Meeting

- (a) A Member may take part and vote in a General Meeting in person, by proxy or by using any technology that reasonably allows the Member to hear and take part in discussions as they happen.
- (b) A Member who participates in a meeting through a proxy is taken to be present at the meeting.
- (c) At each General Meeting:
  - (i) The President is to preside as chairperson;
  - (ii) If there is no President or if the President is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the Vice-President will act as chairperson for the meeting; and
  - (iii) The chairperson must conduct the meeting in a proper and orderly way.

### 10.4 Voting at General Meeting

- (a) At a General Meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the Members present.
- (b) Each Member's Nominated Representative present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the chairperson has a casting vote as well as their primary vote.
- (c) A Member is not entitled to vote at a General Meeting if the Member's annual subscription is in arrears at the date of the meeting.
- (d) The method of voting is to be decided by the Management Committee subject to Rule 10.4(e).
- (e) If at least 20% of the Members present demand a secret ballot, voting must be by secret ballot.
- (f) If a secret ballot is held, the Management Committee must appoint two (2) Members to conduct the secret ballot in the way the Management Committee decides.
- (g) The result of a secret ballot as declared by the Management Committee is taken to be a resolution of the meeting at which the ballot was held.

10.5 Special General Meeting

- (a) The Secretary must call a Special General Meeting by giving each Member of the Organisation notice of the meeting within fourteen (14) days after:
  - (i) Being directed to call the meeting by the Management Committee; or
  - (ii) Being given a written request signed by at least 50% of the number of Members of the Management Committee when the request is signed.
- (b) The Secretary must call a Special General Meeting by giving each Member of the Organisation notice of the meeting within fourteen (14) days after:
  - (i) Being requested to call a meeting at least 20% of Ordinary Members or their Nominated Representatives; and
  - (ii) Being given a written request signed by at least 50% of the number of Members of the Management Committee approving the meeting when the request is signed.
- (c) A request for a special meeting must state:
  - (i) Why the special General Meeting is being called; and
  - (ii) The business to be conducted at the meeting.
- (d) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

10.6 Minutes of General Meetings

- (a) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are recorded.
- (b) To ensure the accuracy of the minutes, the minutes of each General Meeting must be verified by the President of the meeting.

**11 - GENERAL**

11.1 By-laws

- (a) The Management Committee may make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Organisation.
- (b) A by-law may be set aside by a vote of Members at a General Meeting of the Organisation.

11.2 Alteration of Rules

Subject to the Act, these Rules may be amended, repealed or added to at an Annual General Meeting, General Meeting or Special General Meeting by a Special Resolution of Members present at the Annual General Meeting, General Meeting or Special General Meeting.

11.3 Execution of Documents

No documents are to be executed on behalf of the Organisation other than with the express authority of at least one (1) Member of the Management Committee.

11.4 Audit of Accounts

- (a) At least once every year, the accounts of the Organisation shall be examined and audited by a properly qualified auditor.
- (b) The auditor appointed pursuant to these Rules shall be independent of any bookkeeper, accountant or other person involved in preparing the books of accounts of the Organisation.
- (c) The auditor must supply to the Management Committee audited copies of the Statement of Accounts and/or Balance Sheet intended to be laid before a General Meeting of the Organisation at least thirty (30) days before the meeting to which the report is to be submitted.
- (d) The audit report and financial statements for the reportable financial year must be presented to a General Meeting or Annual General Meeting of the Organisation no later than six (6) months after the end of the financial year.

11.5 Industrial Disputes

- (a) Where the Organisation has identified that an industrial dispute exists, the following procedure must be followed:
  - (i) The President must notify the Member or Members involved or affected no later than seven (7) days after the identification of the dispute of the intention to notify Fair Work Australia of the dispute;
  - (ii) The Member or Members involved or affected must no later than seven (7) days after receiving notification under Rule 11.5(a)(i), approve or disapprove the notification of Fair Work Australia of the dispute; and
  - (iii) The President must, subject to approval being granted by the Member or Members involved or affected under Rule 11.5(a)(ii), notify Fair Work Australia in writing within seven (7) days of receiving approval from the Members or Members involved or affected, including a description of the circumstances relating to that dispute.
- (b) If the President is unable or unwilling to notify Fair Work Australia that an industrial dispute exists, then the Vice-President will act-up in the capacity of the President.

11.6 Dispute Resolution

- (a) Any dispute arising between the Organisation and any of its members will be resolved in consultation with a competent legal practitioner.
- (b) Any dispute between a member or members of the Management Committee and a member of the Organisation will be resolved in consultation with a competent legal practitioner.

11.7 Disclosure

The Management Committee will develop and implement policies and processes relating to expenditure by the Organisation. Such policies and processes will be reviewed annually for relevance and efficacy.

- (a) All officers of the Organisation are required to disclose in writing to the Management Committee:
1. any and all remuneration received by that officer from any related party in connection with that officer's duties as an officer; and
  2. any and all remuneration received by that officer in connection with that officer's duties on a Board if:
    - i. the officer is a member of the Board only because the officer is an officer of the organisation; or
    - ii. the officer was nominated for the position of member of the Board by the organisation; and
  3. all details of any material personal interests in any matter relating to the affairs of the Organisation held or acquired by the officer or any relative of the officer.

Such disclosure must indicate the nature and quantum of the remuneration or material personal interest and must be made by the officer as soon as practicable after it is received or acquired, and no later than 30 days from the date of its receipt.

- (b) *Remuneration* under Rule 11.7(a) means all pay, wages, salary, fees, allowances, leave, and benefits or other entitlements, other than non-cash benefits.
- (c) *Relative* under Rule 11.7(a) means an officer's spouse, parent, step parent, child, stepchild, grandparent, grandchild, or sibling.
- (d) The Management Committee will include in the Financial Report to Members the identity, relevant remuneration and form of non cash benefits of all officers ranked one to five in the Organisation when ranked by total remuneration received for the financial year. *Total remuneration received* means any amounts disclosed under 11.7(a) and any amounts paid to the officer by the organisation during the financial year.
- (e) The Management Committee will include in its Financial Report to Members details of each payment made to a related party or declared person or body of the Organisation during the financial year.
- (f) The Management Committee will include in its Financial Report to Members details of any material personal interest disclosed to the Organisation under 11.7(a) during the financial year.
- (g) For the purpose of sub rules 11.7 and 11.8, the terms *Officer*, *Related party*, *Declared Person or Body* and *Relevant Remuneration* have the meanings as defined in the Act.

11.8. Approved Training

Each officer of the Organisation whose duties include duties that relate to the financial management of the organisation must undertake training approved under the Act within 6 months of their beginning to hold office.

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