

**SCHEDULE A**  
**PARTICULARS OF THE RULE ALTERATIONS**  
**OF THE**  
**AUSTRALIAN ENTERTAINMENT INDUSTRY ASSOCIATION**

**RULE 1 NAME**

**RULE 1 NAME CURRENTLY READS:**

The name of the Association shall be Australian Entertainment Industry Association, hereinafter known as "the Association".

**PROPOSED NEW RULE 1 NAME:**

The name of the Association is Australian Entertainment Industry Association.

**REASON FOR CHANGE:**

Modernised and updated language.

**RULE 2 INTERPRETATION**

This is a new Rule.

**PROPOSED NEW RULE 2 INTERPRETATION:**

Within these Rules, unless otherwise indicated by the context, the following expressions will have the meaning specified below:

- (a) **AEC** means the Australian Electoral Commission;
- (b) **Association** means Australian Entertainment Industry Association;
- (c) **Auditor** means an auditor registered by the Registered Organisations Commissioner, in accordance with Chapter 8, Part 3 of the Registered Organisations Act;
- (d) **Business Day** means a day that is not a Saturday, Sunday or public holiday;
- (e) **Chief Executive** means the individual appointed to the role of Chief Executive by the Executive Council;
- (f) **Commission** means the Fair Work Commission;
- (g) **Day** means a calendar day and includes Saturdays, Sundays, public holidays and bank holidays;

- (h) **Executive Council** means the governing body of the Association elected in accordance with these Rules;
- (i) **Fair Work Act** means the *Fair Work Act 2009* (Cth) and includes all amendments, consolidations or replacements;
- (j) **Financial Member** means a Member whose membership fees and contributions due to the Association are paid up to the due date(s);
- (k) **Member** means any Person admitted as a member of the Association in accordance with Rule 5;
- (l) **Member of the Executive Council** means a Member, in the case of any individual, or a duly appointed nominee of a Member, in the case of a corporate or partnership Member, who is elected to the Executive Council in accordance with these Rules;
- (m) **Officer** means an officer in accordance with the Registered Organisations Act;
- (n) **Person** means a corporation, partnership, sole trader or an individual;
- (o) **President** means the individual elected to the position of President in accordance with Rule 20 or appointed to the position in accordance with Rule 21;
- (p) **Registered Organisations Act** means the *Fair Work (Registered Organisations) Act 2009* (Cth) and includes all amendments, consolidations or replacements;
- (q) **Registered Organisations Regulations** means the *Fair Work (Registered Organisations) Regulations 2009* (Cth) and includes all amendments, consolidations, or replacements;
- (r) **Register of Members** means the register kept in accordance with Rule 10;
- (s) **Returning Officer** means the individual appointed to oversee the conduct and results of elections under these Rules;
- (t) **Rules** means these rules and includes all approved amendments, consolidations and replacements; and
- (u) **Vice-President** means the 2 individuals elected to the positions of Vice-President in accordance with Rule 20 or appointed to the position in accordance with Rule 21.

**REASON FOR CHANGE:**

The current Rules do not contain definitions.

### **RULE 3 REGISTERED OFFICE**

#### **RULE 2 REGISTERED OFFICE CURRENTLY READS:**

The registered office of the Association shall be situated in Melbourne in the State of Victoria or at such other place as the Executive Council shall from time to time determine.

#### **PROPOSED NEW RULE 3 REGISTERED OFFICE:**

The registered office of the Association is situated in Melbourne, Victoria or at such other place as the Executive Council may, from time to time, determine.

#### **REASON FOR CHANGE:**

Modernised language.

### **RULE 4 OBJECTS**

#### **RULE 3 OBJECTS CURRENTLY READS:**

The objects for which the Association is established are:

- (a) To promote and further the interests of the Australian entertainment industry, and the Association's members.
- (b) To devise and promote means for the peaceful settlement of labour disputes in every branch of the business of its members.
- (c) To secure for its members the benefit of the Workplace Relations Act 1996 or any Act or Acts amending the same or in substitution relating to industrial matters or in any way affecting the interest of members, with the support and co-operation of members.
- (d) To prevent or settle strikes, bans, limitations or restrictions upon the performance of work by employees of members.
- (e) To enter into agreements with trade unions or employees.
- (f) To obtain registration, if thought desirable, under any State industrial laws.
- (g) To submit any industrial dispute to the Australian Industrial Relations Commission or any other industrial tribunal or body constituted under Federal or State legislation.
- (h) To represent the interests of members before any courts, commissions, boards or other tribunals or bodies and at conferences with trade unions and other bodies of employees or employers in connection with industrial disputes or matters.
- (i) To purchase take on lease, hold, sell, lease, mortgage, exchange and otherwise own, possess and deal with any real or personal property.
- (j) To raise funds by means of subscriptions, levies and contributions for the purpose of carrying on the affairs of the Association.
- (k) To initiate and carry into effect in any way considered necessary or advisable by the Executive Council any laws or by-laws, measures or schemes conducive to the more efficient or convenient carrying on and protecting of the interests, rights and privileges of members.
- (l) To promote, support, or oppose legislative or other measures affecting the businesses or undertakings of any of the members.
- (m) To provide mutual help, legal opinions and advice to members.

- (n) To obtain for any members any trade or business concession, privilege, recognition or right.
- (o) To obtain information on topics of practical interest to its members and to inform members by means of meetings, correspondence, periodicals and annual reports.
- (p) To promote co-operation amongst members in all matters affecting their common interests and to afford opportunities for such co-operation by means of meetings and conferences.
- (q) To purchase goods, stores and accessories of all kinds on behalf of members if so desired.
- (r) Generally to co-operate with kindred bodies throughout the world.
- (s) To employ and remunerate employees and to engage and pay solicitors, counsel, agents and consultants for the carrying out of work associated with the objects.
- (t) To borrow money either without security or secured by debenture, mortgage or other security charged on the undertaking or on all or any of the assets of the Association.
- (u) To invest moneys of the Association in such manner as the Executive Council shall think fit.
- (v) To establish Branches of the Association.
- (w) To do all such other things as are incidental or conducive to the attainment of the above objects.

**PROPOSED NEW RULE 4 OBJECTS:**

The objects for which the Association is established are:

- (a) to promote, advocate for and further the interests of the Australian entertainment industry and the Association's Members;
- (b) to devise and promote means for the peaceful settlement of labour disputes in every branch of the business of its Members;
- (c) to secure for its Members the benefit of the Fair Work Act and any other legislation or industrial instrument relating to industrial matters or in any way affecting the interests of Members, with the support and co-operation of Members;
- (d) to prevent or settle strikes, bans, limitations or restrictions upon the performance of work by employees of Members;
- (e) to enter into agreements with trade unions or employees;
- (f) to obtain and maintain registration of the Association under the Registered Organisations Act and, if appropriate, under any State industrial laws;
- (g) to submit any industrial dispute to the Commission or other appropriate industrial tribunal or body;

- (h) to represent the interests of Members before any courts, commissions, boards or other tribunals or bodies and at conferences with trade unions and other bodies of employees or employers in connection with industrial disputes or matters;
- (i) to purchase, take on lease, hold, sell, lease, mortgage, exchange and otherwise own, possess and deal with any real or personal property where the Executive Council considers it appropriate or necessary to do so to further the objects of the Association or for the benefit of its Members;
- (j) to raise funds by means of membership fees and contributions for the purpose of carrying on the affairs of the Association;
- (k) to initiate and carry into effect, in any way considered necessary or advisable by the Executive Council, any laws, by-laws, measures or schemes conducive to the more efficient or convenient carrying on of the Association and protection of the interests, rights and privileges of Members;
- (l) to promote, support, or oppose legislative or other measures affecting the businesses or undertakings of any of the Members;
- (m) to provide mutual help, legal opinions and advice to Members;
- (n) to obtain for any Members any trade or business concession, privilege, recognition or right applicable to Members;
- (o) to obtain information on topics of practical interest to its Members and to inform Members of those topics by means of meetings, correspondence, periodicals and annual reports;
- (p) to promote co-operation amongst Members in all matters affecting their common interests and to afford opportunities for such co-operation by means of meetings and conferences;
- (q) to purchase goods, stores and accessories of all kinds on behalf of Members, if required;
- (r) to co-operate with kindred bodies throughout the world;
- (s) to employ and remunerate employees and to engage and pay solicitors, counsel, agents and consultants for the carrying out of work associated with the objects of the Association;
- (t) to borrow money either without security or secured by debenture, mortgage or other security charged on the undertaking or on all or any of the assets of the Association;
- (u) to invest moneys of the Association in such manner as the Executive Council considers appropriate to further the objects of the Association;

(v) to establish branches of the Association if the Executive Council considers it appropriate to do so; and

(w) to do all such other things as are incidental or conducive to the attainment of the above objects.

**REASON FOR CHANGE:**

Updated language to reflect current Legislation and grammatical changes.

**RULE 5 MEMBERSHIP**

**RULE 4 MEMBERSHIP CURRENTLY READS:**

Membership of the Association shall be limited to any person approved by the Executive Council who:

- a) is the proprietor of a theatre or other place designed for or capable of being used for any public entertainment or assembly;
- b) carries on business as an entrepreneur and/or producer and/or venue of entertainments open to the general public, whether live entertainments or entertainments and events recorded on film or by any other means and whether such entertainments take place or are intended to take place in theatre halls, restaurants, music bowls, arenas, stadiums, entertainment centres, convention and exhibition centres, cinemas, casinos or other places or by means of television or radio transmissions;
- c) carries on business providing goods and services for a member or members of the Association such as, but not limited to, costumes and millinery, scenery, stage properties, lighting, sound, publicity material, programmes, tickets and ticket sales and other materials and/or services required by such member or members; or
- d) carries on business in any form of entertainment including, but not limited to arts, leisure, amusements or sporting activities.

**PROPOSED NEW RULE 5 MEMBERSHIP:**

Membership of the Association will be limited to any Person approved by the Executive Council who:

- (a) is the proprietor of a theatre or other place designed or capable of being used for any public entertainment or assembly;
- (b) carries on business as an entrepreneur and/or producer and/or venue of entertainments open to the general public, whether live entertainments or entertainments and events recorded on any media or by any other means and whether such entertainments take place or are intended to take place in theatre halls, restaurants, music bowls, arenas, stadiums, entertainment centres, convention and exhibition centres, cinemas, casinos or other places or by any means of communication;
- (c) carries on business providing goods and services for a Member or Members of the Association such as, but not limited to, costumes and millinery, scenery, stage properties, lighting, sound, publicity material, programmes, tickets and ticket sales and other materials and/or services required by such Member or Members; or

- (d) carries on business in any form of entertainment including, but not limited to, arts, leisure, amusements or sporting activities.

**REASON FOR CHANGE:**

AEIA has submitted an application to alter all Rules including its eligibility Rule.

The changes include modernising old technology words describing sections of the industry such as 'film, television and radio transmission' and replacing such words with new technology words such as 'media and any means of communication'.

It is not expected that the change from 'film' to 'media' or 'television and radio transmission' to 'any means of communication' will extend the membership Rule.

A separate Application for consent to the alteration of eligibility rules has been made.

**RULE 6 MEMBERSHIP BY ORGANISATIONS**

**RULE 5 MEMBERSHIP BY ORGANISATIONS CURRENTLY READS:**

- a) In Rules 4, 6, 14 and 37, "person" shall include corporations, partnerships, sole traders and individuals. Corporations and partnerships shall vote by a duly appointed nominee whose appointment shall be notified in writing to the Chief Executive. Such nominee shall be eligible for election to be an officer of the Association and/or to the Executive Council.
- b) Where the word "member" appears in these Rules it shall be construed to include any individual duly elected to the Association or the nominee or nominees of any corporation or partnership duly elected thereto.

**PROPOSED NEW RULE 6 MEMBERSHIP BY ORGANISATIONS:**

For the purposes of Rules 5, 7, 17 and 40, corporate and partnership Members must vote by a duly appointed nominee whose appointment must be notified in writing to the Chief Executive. Such nominee will be eligible to be nominated as a candidate for election to be an Officer of the Association, or a Member of the Executive Council, or both.

**REASON FOR CHANGE:**

Updated to reflect changes to the Rule numbers and modern use of technological language and capitalisation of certain words. There are no substantive changes to the old Rule.

A separate Application for consent to the alteration of eligibility rules has been made.

**RULE 7 APPLICATION FOR MEMBERSHIP**

**RULE 6 APPLICATION FOR MEMBERSHIP CURRENTLY READS:**

- a) Any person who wishes to become a member of the Association may apply for admission. On being approved for membership by the Executive Council and paying to the Association any subscription, levies and contributions prescribed by the Executive Council, that person shall be entitled to all the rights and privileges and shall undertake all the liabilities of membership.
- b) An applicant for membership of the Association shall be informed in writing by the Chief Executive of:

- (i) the financial obligations arising from membership; and
- (ii) the circumstances, and the manner, in which a member may resign from the Association.

**PROPOSED NEW RULE 7 APPLICATION FOR MEMBERSHIP:**

- (a) Any Person who wishes to become a Member of the Association and meets the eligibility criteria in Rule 5 may apply for admission as a Member of the Association.
- (b) An application for membership must be submitted in the form prescribed by the Association. The application form must be lodged with the Association together with any required supporting documentation and payment of the membership fees and contributions, as determined by the Executive Council.
- (c) Upon receipt of an application which complies with Rule 7(b), the Executive Council may make such enquiries regarding the application as it deems necessary and appropriate to determine whether the applicant meets the eligibility criteria to be admitted as a Member of the Association including whether the applicant, if an individual, is of general bad character which would not entitle the applicant to be admitted as a Member.
- (d) By submitting an application for membership to the Association, the applicant agrees, as part of the application process and on being accepted as a Member of the Association, to comply with all terms and conditions of membership, as specified on the membership application form.
- (e) The Executive Council will decide to approve or reject an application for membership by a majority vote.
- (f) The Executive Council may reject an application for membership where:
  - (i) the applicant, being an individual, is, in the Executive Council's sole opinion, of general bad character;
  - (ii) any partner in a partnership that has applied for membership, being an individual, is, in the Executive Council's sole opinion, of general bad character; or
  - (iii) the applicant, being a partnership or corporation that has applied for membership, has constituent documents that contain provisions which are inconsistent with the purposes for which the Association was formed.
- (g) On being approved for membership by the Executive Council and paying to the Association any membership fees and contributions prescribed by the Executive Council, the applicant will become a Member and will be entitled to all the rights and privileges and must undertake all the liabilities of membership. The Member's name and address will be entered into the Register of Members on approval.
- (h) The Executive Council will notify the applicant as to whether or not the applicant's application has been approved within 15 Business Days of the decision. Where the application has been approved, the Executive Council will provide the Member with a copy of these Rules and will inform the Member, in writing, of the financial obligations arising from membership and the circumstances and manner in which a Member may resign from the Association or be removed from the Register of Members. Where the application has not been approved, any fees lodged with the application will be refunded to the applicant.



- (i) An applicant whose application for membership is not approved may appeal the decision. To appeal the decision, the applicant must, within 15 Business Days of the date of the notice advising that the application has not been approved, submit a written appeal to the Executive Council stating the reasons why the applicant believes the application should have been approved. The Executive Council will determine the appeal at the next Executive Council meeting at which it is practical to do so.

**REASON FOR CHANGE:**

This Rule provides applicants for membership with a clear process on how to apply for membership and ensuring compliance with the provisions of the Fair Work (Registered Organisations) Act 2009 (the Act).

**RULE 8 LIFE AND HONORARY MEMBERSHIP**

**RULE 7 LIFE AND HONORARY MEMBERSHIP CURRENTLY READS:**

- a) As a mark of appreciation for services rendered to the Association or other sufficient cause, the members at an Annual General Meeting shall be empowered to create Life and Honorary Members of the Association.
- b) Where a person upon whom the title Life Member or Honorary Member has been bestowed is otherwise eligible for membership of the Association pursuant to Rule 4(a) - (d), that person shall:
  - (i) retain the rights and privileges conferred upon members in accordance with these Rules, including entitlement to vote; and
  - (ii) not be required to pay any subscription, levies and contributions to the Association.
- c) Where a person upon whom the title Life Member or Honorary Member has been bestowed is not otherwise eligible for membership of the Association pursuant to Rule 4(a) - (d), that person shall:
  - (i) not hold office in the Association;
  - (ii) may, if invited to do so (whether generally or specifically) attend as an observer at meetings of the Executive Council, any Committee established by the Executive Council or the Membership of the Association but shall otherwise be disqualified from taking part in any proceeding of the Association;
  - (iii) not be entitled to vote in elections; and
  - (iv) not be required to pay any subscription, levies and contributions to the Association.

**PROPOSED NEW RULE 8 LIFE AND HONORARY MEMBERSHIP:**

- (a) As a mark of appreciation for services rendered to the Association or other sufficient cause, the Members at an Annual General Meeting are empowered to create Life Members and Honorary Members of the Association.
- (b) Where a Person upon whom the title of Life Member or Honorary Member has been bestowed is otherwise eligible for membership of the Association pursuant to Rule 5, that Person:
  - (i) retains the rights and privileges conferred upon Members in accordance with these Rules, including the entitlement to vote; and

- (ii) is not required to pay any membership fees and contributions to the Association.
- (c) Where a Person upon whom the title of Life Member or Honorary Member has been bestowed is not otherwise eligible for membership of the Association pursuant to Rule 5, that Person:
  - (i) must not hold office in the Association;
  - (ii) may, if invited to do so (whether generally or specifically), attend as an observer at meetings of the Executive Council or any Committee established by the Executive Council or other meetings for Members of the Association but is otherwise disqualified from taking part in any proceeding of the Association;
  - (iii) is not entitled to vote in elections; and
  - (iv) is not required to pay any membership fees and contributions to the Association.
- (d) The titles of Life Member and Honorary Member are bestowed on Persons who are individuals only. Life Members or Honorary Members are not entitled of their own accord to bestow the benefits of their title onto any other Member they are associated with.

**REASON FOR CHANGE:**

To correct new clause reference numbers and to modernise language. No substantive change to the old Rule.

**RULE 9 MEMBERSHIP FEES**

**RULE 8 SUBSCRIPTION CURRENTLY READS:**

Every member shall pay to the Association such subscription, levies and contributions as shall be fixed by the Executive Council from time to time.

**PROPOSED NEW RULE 9 MEMBERSHIP FEES:**

- (a) Every Member must pay to the Association such membership fees and contributions as may be fixed by the Executive Council from time to time. Failure to pay such membership fees and contributions by the required date may result in the removal of the Member.
- (b) A Member whose membership fees and contributions due to the Association are paid up to the due date(s) will be a Financial Member of the Association.

**REASON FOR CHANGE:**

Updated to advise Members that failure to pay membership fees may result in the Members' removal from the Association.

**RULE 10 REGISTER OF MEMBERS**

**RULE 9 RETIREMENT AND EXPULSION OF MEMBERS CURRENTLY READS:**

- a) A member may resign from membership of the Association by written notice addressed and delivered to the Chief Executive.
- b) A notice of resignation from membership shall take effect:

- (i) where a 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 in 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
- (ii) 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.
- c) Any dues payable but not paid by a former member in relation to a period before such resignation takes 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.
- d) A notice delivered to the Chief Executive in accordance with subsection (a) of this Rule shall be taken to have been received by the Association when it was delivered.
- e) A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with subsection (a) of this Rule.
- f) 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.

**PROPOSED NEW RULE 10 REGISTER OF MEMBERS:**

- (a) The Association will keep at its registered office, under the control of the Executive Council, a Register of Members, which will record the following details:
  - (i) full name, postal address, email address and contact details for the Member;
  - (ii) the date upon which the Member became a Member of the Association; and
  - (iii) where the Member is no longer a Member, the date on which the Member ceased to be a Member.
- (b) Every Member will notify the Executive Council of any change in the Member's name, postal address, email address or contact details within 5 Business Days of the change.

**REASON FOR CHANGE:**

The current Rules 9 and 10 have been separated into a more orderly sequence which has required the creation of new specific Rules as follows:

Rule 10 Register of Members;

Rule 11 Resignation of Members;

Rule 12 Termination of Membership; and

Rule 13 Removal of Member by the Executive Council.

The new Rules 10 to 13 provide Members with specific criteria with regard to their memberships and the actions to be taken when a Member resigns or the Executive Council seeks to remove a Member from the Association.

Rule 10 is an administrative change and ensures compliance with the Act.

#### **RULE 11 RESIGNATION OF MEMBERS**

##### **PROPOSED NEW RULE 11 RESIGNATION OF MEMBERS:**

- (a) A Member may resign from membership of the Association by written notice addressed and delivered to the Chief Executive.
  
- (b) A notice of resignation from membership takes effect:
  - (i) where a Member ceases to be eligible to be a Member of the Association – on the date the notice is received by the Association or the day specified in the notice (being a date after the date on which the Member ceased to be eligible to be a Member of the Association); or
  - (ii) in all other cases – on the date specified in the notice or if no date is specified, 2 weeks after the notice is received by the Association.
  
- (c) Any amount owed by a former Member to the Association in relation to the period before the Member’s resignation takes effect will remain due and payable by the former Member. The amount owing 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.
  
- (d) A notice delivered to the Chief Executive in accordance with Rule 11(a) is taken to have been received by the Association when it was delivered to the offices of the Association.
  
- (e) A notice of resignation that the Association receives at its registered office will be valid, even if it is not addressed and delivered to the Chief Executive.
  
- (f) A resignation from membership of the Association is valid even if it is not made 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.
  
- (g) If a Member resigns with outstanding amounts due to the Association and subsequently seeks to re-join the Association without having paid the amounts due, the Person must pay the Association the outstanding amounts due in full before that Person will be eligible to become a Member of the Association again.

#### **REASON FOR CHANGE:**

Provides Members with a clear process for resigning from the Association and is in accordance with the provisions of section 174 of the Act.

## **RULE 12 TERMINATION OF MEMBERSHIP**

### **PROPOSED NEW RULE 12 TERMINATION OF MEMBERSHIP:**

- (a) The membership of any Member will immediately terminate, without any notice being required to be issued by the Executive Council, if:
  - (i) the Member resigns under Rule 11;
  - (ii) the Member, being an individual, dies or is declared bankrupt;
  - (iii) the Member is removed under Rule 13;
  - (iv) the Member, being a company:
    - (A) is insolvent according to section 95A(2) of the Corporations Act 2001;
    - (B) has a liquidator, administrator or receiver appointed; or
    - (C) enters into a deed of company arrangement with its creditors;
  - (v) the Member, being an unincorporated body, is dissolved;
  - (vi) the Member does not pay any outstanding membership fees and contributions due to the Association within 10 Business Days of receiving a notice from the Executive Council informing the Member that the membership fees and contributions are overdue and must be paid; and
  - (vii) the Member ceases to be eligible for membership according to the eligibility Rules under Rule 5.
- (b) When the Executive Council becomes aware of an incident described above, the Executive Council may immediately remove the Member's name from the Register of Members. The Executive Council is not required to notify the Member before removing the Member from the Register of Members.
- (c) The Executive Council will notify the Member of the Member's removal from the Register within 10 Business Days of the removal taking effect. The notification will be given by letter sent to the address recorded in the Register of Members. The letter will specify the date on which the removal took effect and the reasons for removal.
- (d) If a Member believes that the membership of the Member has been terminated in error, the Member may make an application to the President of the Executive Council within 15 Business Days of the date of the notice. A decision to reinstate the membership of the Member will be determined by a majority vote of the Executive Council.
- (e) Where the membership of a Member is terminated under this Rule 12, the Association will not be required to reimburse or refund to the Member or the Member's estate any amounts paid by the Member to the Association.

### **REASON FOR CHANGE:**

The current Rules do not clearly set out the requirements of the Act with regard to termination of membership.

## **RULE 13 REMOVAL OF MEMBER BY THE EXECUTIVE COUNCIL**

### **CURRENT RULE 10 REMOVAL OF MEMBER BY THE EXECUTIVE COUNCIL READS:**

- a) The Executive Council may order the name of any member to be removed from the Register of members if, in their opinion, that member:
  - (i) becomes bankrupt or insolvent or suspends payment or compounds with his or her creditors or a receiving order is made in respect of his or her estate or if the member being a company shall enter into liquidation whether compulsory or voluntary (except for amalgamation or restructuring);
  - (ii) is found to be a lunatic or become of unsound mind;
  - (iii) ceases to be qualified for membership under Rules 4 and 5 hereof;
  - (iv) acts contrary to or in disregard of these Rules or of any resolution duly passed at a meeting of the Association; or
  - (v) fails to pay within 30 days any subscription levy or contribution due or owing by him or her.
- b) Before making an order pursuant to subrule 10(a), the Executive Council shall:
  - (i) Inform the member of the offence against these Rules in writing;
  - (ii) Allow 14 days from the date the notice of the offence was posted to the member, for the member to respond to the offence in writing with reasons why such an order should not be made;
  - (iii) Request the Chief Executive to submit a report to the Executive Council detailing all relevant facts about the offence, including any written response from the member, for consideration by the Executive Council;
  - (iv) Provide a copy of the Chief Executive's report to the member at least 7 days prior to the Executive Council meeting at which the Chief Executive's report is to be considered;
  - (v) Provide the member with at least 7 days notice of the Executive Council meeting at which the Chief Executive's report is to be considered;
  - (vi) Allow the member and/or the member's representative to appear at the Executive Council meeting to answer the charge with reasons why such an order should not be made;
- c) If a member's name is removed pursuant to this Rule he or she shall remain liable to the Association for any subscription, levy or contribution due by him or her before the date of such removal.
- d) A member who is removed pursuant to this Rule, may, within 21 days of receiving the notice of removal, appeal to a General Meeting of the Association. Such appeal should be forwarded in writing to the Chief Executive.
- e) The General Meeting shall receive a report from the Executive Council, and hear representations from the member and/or member's representative, and then determine whether the appeal should be allowed or dismissed.

### **PROPOSED NEW RULE 13 REMOVAL OF MEMBER BY THE EXECUTIVE COUNCIL:**

- (a) The Executive Council will, by a majority vote, order the name of any Member to be removed from the Register of Members if, in the Executive Council's opinion, that Member:
  - (i) being an employer, has knowingly or negligently failed to comply with any of its statutory obligations, including but not limited to obligations under the Fair Work Act and superannuation legislation;
  - (ii) being an individual becomes, or in the case of a corporate or partnership Member has a duly appointed nominee for that corporate or partnership Member become, of unsound mind or liable to be dealt with under any law relating to mental health. For a corporate or partnership Member, the Member will only be removed if the Member refuses to appoint an alternate nominee who is of sound mind and not liable to be dealt with under a law relating to mental health;
  - (iii) being corporate or partnership Member, its constituent documents make provisions which are inconsistent with the purposes for which the Association was formed;
  - (iv) ceases to be eligible for membership under Rules 5 above;
  - (v) acts contrary to or in disregard of these Rules or of any resolution duly passed at a meeting of the Association;
  - (vi) knowingly or negligently fails to comply with the terms and conditions of membership or acts contrary to or disregards any rule, policy, code or guideline of the Association; or
  - (vii) being an individual, is considered to be of general bad character or being an individual in a partnership, any partner of that Member is considered to be of general bad character.
  
- (b) The Executive Council will give the Member an opportunity to comment before deciding whether to remove the Member under Rule13(a). The Executive Council may adopt any process that it considers appropriate to provide the Member with an opportunity to comment on the removal but that process will include at a minimum:
  - (i) informing the Member in writing, to the address recorded for the Member in the Register of Members, of the reasons for the removal;
  - (ii) allowing the Member a reasonable period of time (of at least 5 Business Days) to provide a written response and reasons why the Member should not be removed;
  - (iii) providing the Member with at least 5 Business Days' notice of the Executive Council meeting at which the Member's removal will be discussed; and

- (iv) allowing the Member or the Member's representative or both to appear at the Executive Council meeting to respond to the proposed removal and provide any reasons why the Member should not be removed.
- (c) In considering whether a Member should be removed from the Register of Members, the Executive Council may request the Member to provide any information which the Executive Council considers necessary or relevant to determine the matter within a specified timeframe. Where a Member does not provide the requested information within the specified timeframe, the Executive Council may take the failure to provide the information into account when considering whether the Member should be removed.
- (d) If a Member's name is removed from the Register of Members pursuant to this Rule 13, the Member remains liable to the Association for any membership fees and contributions due by the Member up to and including the date of removal.
- (e) A Member who is removed from the Register pursuant to this Rule 13 may appeal the removal. The appeal process is as follows:
  - (i) within 5 Business Days of the date on which the removal takes effect, the Member may provide written notice to the Chief Executive stating the reasons why the Member should not have been removed;
  - (ii) at the next General Meeting of the Association the removed Member or the Member's representative or both may address the General Meeting as to why the removed Member should be reinstated as a Member; and
  - (iii) the Members present at the General Meeting who are entitled to vote on such matters will then determine the appeal by majority vote.

#### **REASON FOR CHANGE:**

To correct new clause reference numbers and to modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

#### **RULE 14 THE EXECUTIVE COUNCIL**

##### **CURRENT RULE 11 THE EXECUTIVE COUNCIL READS:**

- (a) The management of the Association shall be vested in an Executive Council which shall have full power to act in the name of the Association and shall have control of the property and investment of the funds of the Association subject to the provisions of Rule 34.
- (b) The Executive Council shall consist of not less than six nor more than eighteen members inclusive of a President and two Vice-Presidents.
- (c) The Association in General Meeting may determine what representation (if any) the proprietors of various types of theatres and other places of entertainment and the entrepreneurs and/or producers of various types of entertainments (as referred to in Rule 4 hereof) shall be entitled to have on the Executive Council.



- (d) The Executive Council shall be elected for a term of two years in accordance with Rules 13 -17. They shall hold office from the conclusion of the Annual General Meeting at which they assume office until the conclusion of the next Annual General Meeting at which the two year term of office will have expired.

**PROPOSED NEW RULE 14 THE EXECUTIVE COUNCIL:**

- (a) The management of the Association is vested in an Executive Council which has full power to act in the name of the Association. The Executive Council has control of the property and investment of the funds of the Association subject to the provisions of Rule 37.
- (b) The Executive Council will consist of not less than 6 Members of the Executive Council and no more than 18 Members of the Executive Council, which includes the President and the 2 Vice-Presidents. The number of Members of the Executive Council on the Executive Council will be determined by the Executive Council from time to time at a meeting of the Executive Council by a majority vote.
- (c) The Association in a General Meeting may determine what representation (if any) the proprietors of various types of theatres and other places of entertainment, entrepreneurs and producers of various types of entertainments (as referred to in Rule 5 above) may be entitled to have on the Executive Council.
- (d) The Executive Council is elected for a term of 2 years in accordance with Rules 16 to 20. The Members of the Executive Council hold office from the conclusion of the Annual General Meeting at which they assume office until the conclusion of the next Annual General Meeting at which the 2 year term of office will have expired.

**REASON FOR CHANGE:**

To correct new clause reference numbers and to modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

**RULE 15 DUTIES OF THE PRESIDENT AND VICE-PRESIDENTS**

**RULE 12 DUTIES OF THE PRESIDENT AND VICE-PRESIDENTS CURRENTLY READS:**

- a) Duties of the President:
  - (i) Attend and chair General Meetings and meetings of the Executive Council.
  - (ii) Shall have a deliberative and casting vote.
  - (iii) On confirmation of the minutes shall sign them.
  - (iv) Instruct the Chief Executive to call such Executive Council Meetings and Special General Meetings as needed.
  - (v) Sign all documents requiring his/her signature as President.
  - (iv) Shall be the registered officer of the Association for the purposes of the Act herein referred to.
- b) Duties of the Vice-Presidents:

- (i) In the absence of the President, one of the Vice-Presidents will preside at all meetings at which the President would normally preside were he/she present and while so presiding, shall have all the powers and duties of the President.
  - (ii) Should there occur a vacancy in the office of President between elections for office, then a Vice-President shall assume the office of President until the office of President is filled under the casual vacancy provision in Rule 18.
- c) Should there be any dispute about which particular Vice-President is to fulfil a duty in a particular case, then the dispute will be resolved by the Chief Executive.

**PROPOSED NEW RULE 15 DUTIES OF THE PRESIDENT AND VICE-PRESIDENTS:**

(a) The President:

- (i) has a duty to attend and chair General Meetings and meetings of the Executive Council;
- (ii) has a deliberative and casting vote;
- (iii) on confirmation of the minutes, must sign them;
- (iv) must instruct the Chief Executive to call such Executive Council meetings and Special General Meetings as required;
- (v) must sign all documents requiring the President's signature as President; and
- (vi) is the Designated Officer of the Association for the purposes of the Registered Organisations Act.

(b) The duties of the Vice-Presidents are:

- (i) in the temporary absence of the President, for one of them to preside at all meetings at which the President would normally preside if the President was present. The Vice-President will have all the powers and duties of the President while presiding as President at the meeting; and
  - (ii) should the office of President become vacant between elections for office, for one of them to assume the office of President until the office of President is filled under the casual vacancy provision in Rule 21.
- (c) If both Vice-Presidents wish to perform the office of President and there is any dispute about which particular Vice-President is to fulfil a duty in a particular case, the Chief Executive will determine who will fulfil the office.

## **REASON FOR CHANGE:**

To correct new clause reference numbers and to modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

## **RULE 16 APPOINTMENT OF RETURNING OFFICER AND SCRUTINEERS**

### **RULE 15 APPOINTMENT OF RETURNING OFFICER AND SCRUTINEERS CURRENTLY READS:**

- (a) The Executive Council shall appoint a Returning Officer, not being the holder of any other office in, and not being an employee of, the Association, for the conduct of all elections (including the acceptance or rejection of nominations) within the Association during the twelve months immediately following his or her appointment.
- (b) Each candidate for election may appoint a scrutineer to represent him or her at the ballot. Scrutineers shall be entitled to be present at all stages of the ballot and they shall be able to challenge the right of any person to vote and to raise objection to the inclusion, or non-inclusion, of any vote or votes cast, subject to the decision of the Returning Officer.
- (c) The Returning Officer and scrutineers shall ensure as far as practicable that irregularities do not occur.

### **PROPOSED NEW RULE 16 APPOINTMENT OF RETURNING OFFICER AND SCRUTINEERS:**

- (a) Unless an exemption is granted under the Registered Organisations Act, the Executive Council will request the AEC to appoint a Returning Officer, not being the holder of any other office in, and not being an employee of, the Association, for the conduct of all elections (including the acceptance or rejection of nominations) within the Association during the 12 months immediately following the Returning Officer's appointment.
- (b) Each candidate for election may appoint a scrutineer to represent the candidate at the ballot. The scrutineer must not be a candidate for election in the same ballot where that scrutineer is to act as a scrutineer. Scrutineers are entitled to be present at all stages of the ballot. Scrutineers are able to challenge the right of any Person to vote and to raise objection to the inclusion or exclusion of any vote or votes cast, subject to the decision of the Returning Officer.
- (c) A scrutineer:
  - (i) must represent the interests of the candidate making the appointment;
  - (ii) is entitled to represent the candidate at all stages of the ballot;
  - (iii) must attend at any stage of the ballot as requested by the candidate;
  - (iv) must report to the Returning Officer any irregularity in the conduct of the ballot; and
  - (v) is not allowed to represent 2 or more candidates who are standing for the same position.

- (d) The Returning Officer and scrutineers must ensure, as far as practicable, that irregularities do not occur.

**REASON FOR CHANGE:**

To modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

**RULE 17 ELIGIBILITY TO NOMINATE AS CANDIDATE FOR ELECTION AND HOLD OFFICE**

**RULE 14 ELIGIBILITY TO NOMINATE AS CANDIDATE FOR ELECTION AND HOLD OFFICE CURRENTLY READS:**

Unfinancial members and persons who are not members or nominees of members of the Association shall not be eligible to nominate for or to hold office in the Association.

**PROPOSED NEW RULE 17 ELIGIBILITY TO NOMINATE AS CANDIDATE FOR ELECTION AND HOLD OFFICE:**

Only Financial Members of the Association who are eligible to vote in accordance with Rule 18(g) are eligible to nominate a candidate for office, or to hold office, in the Association. A candidate will not be eligible to be nominated for or hold the position of Officer or Member of the Executive Council if he/she:

- (a) is of unsound mind or liable to be dealt with under any law relating to mental health;
- (b) has been declared bankrupt; or
- (c) has been convicted of a prescribed offence in accordance with Chapter 7, Part 4 of the Registered Organisations Act.

**REASON FOR CHANGE:**

To correct new clause reference numbers and to modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

**RULE 18 NOMINATION OF CANDIDATES**

**RULE 16 NOMINATION OF CANDIDATES CURRENTLY READS:**

Nominations for the offices of President, Vice-President or member of the Executive Council shall be made in the following manner:

- (a) The Returning Officer shall send a notice to each financial member eligible to vote (at his or her last recorded address) forty-two days before the Annual General Meeting of the Association specifying the offices to be filled.
- (b) Nominations, signed by two members, and bearing the written consent of the nominee, for the positions of President, Vice-President and member of the Executive Council, elected for a term of two years, shall be forwarded to the Returning Officer so as to reach him or her not later than twenty eight days before the Annual General Meeting of the Association.
- (c) The same person may be nominated for the positions of President, Vice- President and member of the Executive Council but he or she may not hold more than one such position at the same time.

- (d) Upon receipt of nominations the Returning Officer shall check that they comply with the requirements of the Rules of the Association.
- (e) If the Returning Officer conducting such an election finds a nomination to be defective he or she shall, before rejecting the nomination, notify the person concerned of the defect and, where it is practicable to do so, give him or her the opportunity of remedying the defect within seven days after his or her being so notified.
- (f) For the purposes of this Rule., 'eligible to vote' means those members who are financial members of the Association 63 days prior to the Annual General Meeting.

**PROPOSED NEW RULE 18 NOMINATION OF CANDIDATES:**

Nominations for the offices of President, Vice-President or Members of the Executive Council will be made in the following manner:

- (a) the Returning Officer will send a notice to each Financial Member eligible to vote (at the last recorded address for that Financial Member) at least 63 Days before the Annual General Meeting of the Association specifying the offices to be filled;
- (b) nominations for the positions of President, Vice-President and Member of the Executive Council must be received by the Returning Officer at least 42 Days before the Annual General Meeting of the Association. The nomination must be signed by 2 Members and contain the written consent of the candidate specifying which office the Member would like to be considered for at the election. Should the candidate wish to provide a personal statement to be included with the ballot forms, the candidate must also provide the personal statement with his/her nomination. The personal statement must comply with Rule 19;
- (c) the candidate is responsible for ensuring that his/her nomination is complete and received by the Returning Officer within the required timeframe;
- (d) a Member may nominate a candidate for more than one position however such candidate can only hold one position at a time;
- (e) upon receipt of nominations the Returning Officer will check that they comply with the requirements of these Rules. If the nomination is compliant, the candidate will become a candidate in the election;
- (f) if the Returning Officer conducting such an election finds a nomination to be defective, prior to rejecting the nomination, the Returning Officer must notify the candidate concerned of the defect and, where the Returning Officer considers it practicable to do so, provide the candidate with the opportunity to remedy the defect within 7 Days from the date on which the candidate is notified of the defect in the nomination; and
- (g) for the purposes of this Rule 18 '*eligible to vote*' means those Members who are fully paid up Financial Members of the Association on the date which is 85 Days prior to the Annual General Meeting.

## **REASON FOR CHANGE:**

To correct new clause reference numbers and to modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

## **RULE 19 CANDIDATE'S PERSONAL STATEMENT**

### **RULE 16A CANDIDATE'S PERSONAL STATEMENT CURRENTLY READS:**

- (1) A candidate may lodge a personal statement for inclusion in the postal ballot envelope.
- (2) A candidate's personal statement must be no longer than 250 words and must be signed by the nominee and forwarded to the Returning Officer with the candidate's nomination.
- (3) A candidate cannot in his or her personal statement refer to another duly nominated candidate without the written consent of that other candidate.
- (4) Written consent as required under sub-clause (3) must be lodged together with the candidate's personal statement.
- (5) The Returning Officer must only print the first 250 words of a candidate's personal statement.
- (6) The Returning Officer may -
  - (a) liaise with any candidate with respect to the content or form of his or her personal statement;
  - (b) amend a candidate's personal statement in accordance with the written authorisation of the candidate or a person duly authorised by a candidate until the day that the candidate's personal statement is printed.
- (7) The Returning Officer must keep a record of all amendments made to a candidate's personal statement
- (8) The Returning Officer must reject a candidate's personal statement if it contains a reference to any other duly nominated candidate without the written consent of that other candidate.
- (9) The Returning Officer may reject a candidate's personal statement if in the opinion of the Returning Officer it contains offensive or obscene material or is likely to mislead or deceive a voter in the casting of the vote of the voter.
- (10) A candidate who lodges a personal statement is responsible for the accuracy and integrity of all statements contained in it.

### **PROPOSED NEW RULE 19 CANDIDATE'S PERSONAL STATEMENT:**

- (a) A candidate may only provide one personal statement to be included in the postal ballot envelope.
- (b) If a candidate submits multiple personal statements, the Returning Officer may, in his/her sole discretion, determine which personal statement is to be included in the postal ballot envelope for the candidate.

- (c) A candidate who lodges a personal statement is responsible for the accuracy and integrity of all statements contained in it.
- (d) A candidate's personal statement must be no longer than 250 words and must be signed by the candidate. The personal statement must be provided to the Returning Officer with the candidate's nomination. In the event that the personal statement exceeds 250 words, the Returning Officer must only print the first 250 words of the personal statement.
- (e) A candidate cannot refer to another duly nominated candidate, an existing office holder or Member of the Association, including Life Members and Honorary Members, in his/her personal statement without the written consent of that other Person. The written consent must be provided with the personal statement. If the written consent is not provided with the candidate's personal statement, the Returning Officer may either reject the personal statement in its entirety or redact the portion of the personal statement that refers to the other candidate, office holder or Member.
- (f) The Returning Officer may:
  - (i) liaise with any candidate with respect to the content or form of his/her personal statement; and
  - (ii) amend a candidate's personal statement in accordance with the written authorisation of the candidate or a Person duly authorised by a candidate until the day on which the candidate's personal statement is printed.
- (g) The Returning Officer must keep a record of all amendments made to a candidate's personal statement.
- (h) The Returning Officer may reject a candidate's personal statement if, in the opinion of the Returning Officer, it contains offensive or obscene material or is likely to mislead or deceive a voter in the casting of the vote.

**REASON FOR CHANGE:**

To modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

**RULE 20 PROCEDURE FOR ELECTIONS**

**RULE 17 PROCEDURE FOR ELECTIONS CURRENTLY READS:**

- (a) If the number of candidates duly nominated in respect of an office or position does not exceed the number required for election, the nominee shall be declared duly elected; but if the number so nominated exceeds the number required for election then a secret postal ballot shall be taken.
- (b) Such elections as may be necessary shall be arranged by the Returning Officer appointed under the provisions of Rule 15.

- (c) The Returning Officer shall prepare a ballot paper in the form of a list of the duly nominated candidates in alphabetical order for each position being contested (where the number of eligible nominations received exceeds the vacancies to be filled).
- (d) The ballot paper shall include directions that the member is to vote by marking sequential numbers on the ballot paper, commencing with the number one (1), in the squares opposite the names of the candidates so as to indicate the order of preference for each candidate.
- (e) The Returning Officer shall issue the ballot papers under sealed cover by prepaid post together with -
  - (i) a pre-paid addressed envelope for its return to the Returning Officer and;
  - (ii) any candidates' personal statements accepted by the Returning Officer; and
  - (iii) a declaration envelope that fits inside the pre-paid envelope without needing to be folded. The declaration envelope must contain on it a removable flap or label with the following details printed on it:
    - a. the name and postal address of the voter;
    - b. a declaration that the voter is the person named on the envelope; has voted on the ballot paper contained in the envelope; and has not voted before in this ballot; and
    - c. a place for the signature of the voter.
- (f) The Returning Officer shall send ballot papers to each financial member eligible to vote at the member's last recorded address or if the member is to be absent from his or her usual address during a ballot at such address as he or she notifies to the Returning Officer. Such notification must be received by the Returning Officer within seven days of the notice of conduct of the ballot.
- (g) A member shall be entitled to have the same number of votes that the member would be entitled to on the taking of a poll as provided in Rule 30(a). The Returning Officer shall send to each financial member ballot papers that will be counted as being equivalent in value to the number of votes that the member is entitled to.
- (h) The Returning Officer shall stipulate a closing time and date for the ballot. Such closing date shall not be earlier than ten days after the date of posting to the members of the said ballot papers.
- (i) Upon receipt by the Returning Officer of the returned ballot papers he or she shall immediately place them in a sealed ballot box.
- (j) At the close of the ballot the Returning Officer, in the presence of the scrutineers (if any) shall open the ballot box, count the votes cast, rejecting any votes that do not comply with the directions indicated on the ballot. Upon any objections or protest being passed by a scrutineer, the Returning Officer shall give a decision thereon which subject to the Workplace Relations Act 1996 shall be final. Scrutineers shall obey any lawful directions of the Returning Officer.
- (k) The preferences marked to the number of vacancies to be filled shall be termed "primary" votes and shall have equal value and shall be credited to the candidates for whom they are cast.
- (l) Subject to Rule 17(n), the Returning Officer will record votes from each formal ballot paper for only the number of candidates required to be elected. Candidates receiving a majority of primary votes will be declared elected.



- (m) If any person nominated for, and is successful for more than one office he or she shall be declared elected to the higher or highest of such offices. For the purposes of this sub-rule the order of precedence of offices shall be President, Vice-President and member of the Executive Council.
- (n) If a candidate elected to a higher office is in a ballot for a lower office, and is successful for that lower office, the Returning Officer shall disregard any primary vote cast for that candidate for the lower office. He or she shall transfer, according to the order expressed by the voter, each ballot paper on which the candidate received a primary vote on that ballot paper and not already elected to a higher office. A vote so transferred will be counted as a primary vote for the candidate who receives it
- (o) If the intention of a voter is clear to the Returning Officer, a ballot paper not marked in accordance with this Rule shall not be informal if a member has indicated a preference in sequential order commencing from the number 1 for fewer than the number to be elected, or has used a mark other than a numeral to indicate each of the member's preferences up to the number required to be elected.
- (p) In the case two or more candidates receiving an equal number of votes, the Returning Officer shall determine which candidate shall be elected by lot.

**PROPOSED NEW RULE 20 PROCEDURE FOR ELECTIONS:**

- (a) Only those Financial Members, who are eligible to vote in accordance with Rule18(g), will be entitled to vote in an election.
- (b) If the number of candidates duly nominated in respect of an office or position does not exceed the number required for election, the candidates will be declared duly elected without the need for a ballot. Where the number of candidates exceeds the number of vacant offices or positions, a secret postal ballot will occur.
- (c) Where elections are required, they will be arranged by the Returning Officer appointed under Rule 16.
- (d) For elections, the Returning Officer must prepare a ballot paper, being a list of the duly nominated candidates in alphabetical order for each position being contested.
- (e) The ballot paper must state how the Financial Members are to cast their votes, being to number the ballot paper in order of preference of the candidate for the position, with number 1 being the Member's preferred candidate for the position.
- (f) The Returning Officer is to issue the ballot papers in a sealed prepaid envelope, together with:
  - (i) a pre-paid envelope addressed to the Returning Officer for the ballot paper to be returned;
  - (ii) any personal statements accepted by the Returning Officer; and

- (iii) a declaration envelope that fits inside the pre-paid return envelope without needing to be folded. The declaration envelope must contain on it a removable flap or label with the following details printed on it:
  - (A) the name and postal address of the voter;
  - (B) a declaration that the voter:
    - (I) is a current Financial Member of the Association;
    - (II) is the Person named on the envelope;
    - (III) has voted on the ballot paper contained in the envelope; and
    - (IV) has not voted before in this ballot; and
  - (C) a place for the signature of the voter.
- (g) The Returning Officer must send ballot papers to all Financial Members eligible to vote at their last recorded address or, if a Member is to be absent from his/her usual address during a ballot, to the Member's nominated address. A Member must nominate an alternate address for the ballot paper within 7 Days of the closing date for nominations.
- (h) A Financial Member will be entitled to cast the number of votes calculated in accordance Rule 33. The Returning Officer will send to each Financial Member ballot papers that will be counted as being equivalent in value to the number of votes that the Member is entitled to cast.
- (i) The Returning Officer must stipulate a closing time and date for the ballot, which must be at least 21 Days after the date on which the ballot papers are posted.
- (j) In determining the closing time and date for the ballot, the Returning Officer must ensure that the ballot is closed at least 14 Days prior to the Annual General Meeting.
- (k) When the Returning Officer receives the returned ballot papers, the Returning Officer must immediately place them in a sealed ballot box.
- (l) At the close of the ballot, the Returning Officer, in the presence of the scrutineers (if any), will open the ballot box, reject any votes that do not comply with the directions indicated on the ballot and count the votes cast. Once any objections or protests have been dealt with by the Returning Officer, the Returning Officer will make a decision which, subject to the Registered Organisations Act, will be final. Scrutineers must obey any lawful directions of the Returning Officer.

- (m) Where there is a single vacant position, the first preference indicated by a Member for that vacant office will be the '*primary vote*'. Where there are multiple vacant offices, the preferences marked by a Member for the number of vacant positions will all be considered to be a '*primary vote*'. All primary votes have equal value and will be credited to the candidate nominated by the Member. For example, if there are 6 vacant positions, the candidates numbered 1 to 6 on a ballot paper will be that Member's primary votes for the vacant positions.
- (n) Subject to Rule 20(o), the Returning Officer will only record votes from each formal ballot paper for the number of candidates required to be elected for a vacant position. Candidates receiving a majority of primary votes will be declared elected.
- (o) If a candidate is nominated for, and is successful for, more than one office the candidate will be declared elected to the highest office. For the purposes of this Rule 20(o) the order of precedence of offices will be: President, Vice-President and Member of the Executive Council.
- (p) If a candidate elected to a higher office is in a ballot for a lower office, and is successful for that lower office, the Returning Officer must disregard any primary vote cast for that candidate for the lower office. Where this occurs, the vote will be transferred to the Member's next preferred candidate. For example, if there are 3 vacant offices and the Member's 3rd preference is elected to a higher office, the vote for the 3rd preference candidate will transfer to the next preferred candidate that has not been elected to a higher office. Where a vote is transferred in accordance with this Rule 20(p) it will count as a primary vote for the candidate who receives it. If the Member has not indicated a preference for any additional candidates, there will be no transfer of votes.
- (q) Where a ballot paper is not marked in accordance with the directions but the intention of the Member is clear to the Returning Officer, such as by placing a mark next to a number of candidates equal to the number of vacant positions, the Returning Officer will not be required to treat the ballot paper as informal. However, where the ballot paper does not contain sequential numbers, the provisions in Rule 20(p) will not apply.
- (r) Where 2 or more candidates receive an equal number of votes, the Returning Officer will determine the candidate to be elected by lot.

**REASON FOR CHANGE:**

To correct new clause reference numbers and to modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

**RULE 21 CASUAL VACANCY ON THE EXECUTIVE COUNCIL**

**RULE 18 CASUAL VACANCY ON THE EXECUTIVE COUNCIL CURRENTLY READS:**

In the event of a vacancy occurring during the course of the term of office of the President, Vice-President or among the members of the Executive Council, the casual vacancy shall be filled in the following way:

- a) if the unexpired portion of the term of office exceeds three-quarters of the term of the office, then the position shall be filled by election in accordance with Rule 16 and 17 and the member elected shall hold office for the unexpired portion of his or her predecessor's term of office; or
- (b) if the unexpired portion of the term of the office is three-quarters or less than three-quarters of the term of the office, then the Executive Council, at a meeting of which not less than seven days notice shall be given, may appoint another member to the position and that member will hold office for the unexpired portion of his or her predecessor's term of office.

**PROPOSED NEW RULE 21 CASUAL VACANCY ON THE EXECUTIVE COUNCIL**

In the event of a vacancy occurring during the course of the term of office of the President, Vice-President or among the Members of the Executive Council, the casual vacancy will be filled in the following way:

- (a) if the unexpired portion of the term of office exceeds a period of 12 months or three-quarters of the term of office (whichever is the greater), then the position will be filled by election in accordance with Rules 18, 19 and 20 and the candidate elected will hold office for the unexpired portion of the predecessor's term of office; or
- (b) if the unexpired portion of the term of office is less than the period referred to in Rule 21(a), then the Executive Council may at a meeting appoint another Member, in the case of any individual, or a duly appointed nominee of a Member, in the case of a corporate or partnership Member to the position who will hold office for the unexpired portion of the predecessor's term of office. The notice of the meeting must be given at least 5 Business Days before the meeting.

**REASON FOR CHANGE:**

To correct new clause reference numbers and to modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

**RULE 22 POWERS AND DUTIES OF THE EXECUTIVE COUNCIL**

**RULE 19 POWERS AND DUTIES OF THE EXECUTIVE COUNCIL CURRENTLY READS:**

The powers and duties of the Executive Council shall in addition to the other powers conferred upon it by these Rules be:

- (a) To fix annual and/or other subscriptions, levies and contributions payable by members from time to time with such variations as between different classes of members as it shall think expedient.
- (b) To remit and/or reduce the subscription fees due or payable by members as it, in its discretion, shall think fit.
- (c) To make any reductions or increases in the subscription fees payable by all members.
- (d) To consider matters in which the Association is interested and to report to the Association in General Meeting assembled.
- (e) To carry into effect all resolutions passed by meetings of the Association.

- (f) To initiate, manage and control all actions, proceedings and submissions of industrial disputes and to appoint counsel, agents, solicitors or other representatives to represent the Association or any of its members at any Court or proceeding, legal or otherwise.
- (g) To suspend, remove or appoint any employee or servant of the Association.
- (h) To submit any industrial disputes to the Australian Industrial Relations Commission.
- (i) To enter into and make any industrial agreements on behalf of the Association and its members, subject to Rule 23.
- (j) To appoint from time to time such Special or Sub-Committees as it may deem necessary. Such Special or Sub-Committees shall act as advisory bodies only.
- (k) To entrust to, and confer upon, any member of the Executive Council, Sub-committee of the Executive Council or officer of the Association such of the powers exercisable by the Executive Council under these Rules as it may think fit and from time to time revoke, withdraw, alter or vary all or any powers so entrusted or conferred.
- (l) Generally to manage the affairs of the Association subject to the direction of the members passed in General Meetings.

**PROPOSED NEW RULE 22 POWERS AND DUTIES OF THE EXECUTIVE COUNCIL:**

The powers and duties of the Executive Council, in addition to those other powers specified in these Rules, are:

- (a) to fix all membership fees and contributions payable by Members from time to time as the Executive Council considers appropriate, including creating different membership fees and contributions for different classes of Members;
- (b) to seek payment of any amounts owed to the Association and take such other action as the Executive Council considers appropriate to obtain payment of amounts owed to the Association;
- (c) to remit the membership fees due or payable by Members as the Executive Council, in its discretion, considers appropriate;
- (d) to reduce or increase the membership fees payable by Members, as the Executive Council considers appropriate;
- (e) to consider matters in which the Association is interested and to report to the Association in a General Meeting;
- (f) to put into effect all resolutions passed during meetings of the Association;
- (g) to initiate, manage and control all actions, proceedings and submissions regarding industrial disputes and to appoint counsel, agents, solicitors or other representatives to represent the Association or any of its Members at any Court or proceeding, legal or otherwise;
- (h) to suspend, remove or appoint any employee, contractor or agent of the Association;

- (i) to submit any industrial disputes to the Commission;
- (j) to enter into and make any industrial agreements on behalf of the Association and its Members, subject to Rule 26;
- (k) to appoint from time to time Special Committees or Sub-Committees as the Executive Council may deem necessary. Such Special Committees or Sub-Committees will act as advisory bodies only;
- (l) to entrust to and confer upon any Member of the Executive Council, Special Committee or Sub-Committee of the Executive Council or Officer of the Association any power exercisable by the Executive Council under these Rules as considered appropriate from time to time and revoke, withdraw, alter or vary all or any powers that are entrusted and conferred; and
- (m) to manage the affairs of the Association subject to the direction of the Members passed in General Meetings.

**REASON FOR CHANGE:**

To correct new clause reference numbers and to modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

**RULE 23 MEETINGS OF THE EXECUTIVE COUNCIL**

**RULE 20 MEETINGS OF THE EXECUTIVE COUNCIL CURRENTLY READS:**

- (a) Meetings of the Executive Council shall be called by the Chief Executive on the requisition of the President or any three members of the Executive Council or of any six members of the Association on giving at least three business days' notice in writing and stating the business to be brought before the meeting. In cases of urgency this period of three business days' notice may be reduced if such action is confirmed at the meeting so called.
- (b) At all meetings of the Executive Council a quorum shall consist of not less than one-third of its members.

**PROPOSED NEW RULE 23 MEETINGS OF THE EXECUTIVE COUNCIL:**

- (a) Meetings of the Executive Council are to be called by the Chief Executive at the request of:
  - (i) the President;
  - (ii) any 3 Members of the Executive Council; or
  - (iii) any 6 Members of the Association.

- (b) The Chief Executive must provide at least 3 Business Days' notice in writing of a meeting of the Executive Council, which must state the business to be conducted at the meeting. If necessary, due to an urgent situation, the Chief Executive may call a meeting with less than 3 Business Days' notice if the calling of the meeting without the required notice is confirmed at that meeting.
- (c) At all meetings of the Executive Council a quorum will consist of not less than one-third of the Members of the Executive Council.

**REASON FOR CHANGE:**

To modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

**RULE 24 ADOPTION OF RESOLUTIONS BY CORRESPONDENCE**

**RULE 21 ADOPTION OF RESOLUTIONS BY CORRESPONDENCE CURRENTLY READS:**

- (a) For convenience of members of the Executive Council a motion may be submitted in writing to the Chief Executive who shall thereupon cause a copy of same to be forwarded to each member of the Executive Council who shall return same to the Chief Executive with a notification in writing whether he or she is in favour of the motion or not. Communication of motions and responses of the Executive Council may be conducted by e-mail.
- (b) The certificate in writing by the Chief Executive shall be conclusive evidence that such motion was put to the Executive Council and was carried or lost as the case may be, and on the signing of such certificate the motion shall thereupon become a resolution of the Executive Council as if same had been passed at a duly constituted meeting.

**PROPOSED NEW RULE 24 ADOPTION OF RESOLUTIONS BY CORRESPONDENCE:**

- (a) For convenience of each Member of the Executive Council, a motion may be submitted in writing to the Chief Executive who will provide copies of the motion to each Member of the Executive Council and specify a time and date by which the completed motion must be received by the Chief Executive. Each Member of the Executive Council will return the copy of the motion to the Chief Executive stating in writing whether or not they are in favour of the motion. Communication of motions and responses of the Executive Council may be conducted by e-mail.
- (b) A written document signed by the Chief Executive will be conclusive evidence that the motion was put to the Executive Council and was carried or lost, as the case may be. Upon signing the document, the motion will become a resolution of the Executive Council and will have the same effect as if it was passed at a duly constituted meeting. The document may be an electronic document with an electronic signature.

**REASON FOR CHANGE:**

To modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

## **RULE 25 REMOVAL OF OFFICERS AND MEMBERS OF THE EXECUTIVE COUNCIL**

### **RULE 22 REMOVAL OF MEMBERS OF THE EXECUTIVE COUNCIL AND OF OFFICERS CURRENTLY READS:**

- (a) An elected office-bearer of the Association shall not be dismissed from office, by the Executive Council, unless he or she:
  - (i) has been found guilty, in accordance with the Rules of the Association, of misappropriation of the funds of the Association, a substantial breach of the Rules of the Association or of gross misbehaviour or gross neglect of duty; or
  - (ii) has ceased, according to the rules of the Association, to be eligible to hold the office.
- (b) No elected office-bearer shall be dismissed pursuant to subrule 22(a), unless the Executive Council:
  - (i) Informs the office-bearer of the offence against these Rules in writing;
  - (ii) Allows 14 days from the date the notice of the offence was posted to the office-bearer, for the office-bearer to respond to the offence in writing with reasons why such an order should not be made;
  - (iii) Requests the Chief Executive to submit a report to the Executive Council detailing all relevant facts about the offence, including any written response from the office-bearer, for consideration by the Executive Council;
  - (iv) Provides a copy of the Chief Executive's report to the office-bearer at least 7 days prior to the Executive Council meeting at which the Chief Executive's report is to be considered;
  - (v) Provides the office-bearer with at least 7 days notice of the Executive Council meeting at which the Chief Executive's report is to be considered;
  - (vi) Allow the office-bearer and/or the office-bearer's representative to appear at the Executive Council meeting to answer the charge with reasons why such an order should not be made;
- (c) An office-bearer who is dismissed pursuant to this Rule, may, within 21 days of receiving the notice of dismissal, appeal to a General Meeting of the Association. Such appeal should be forwarded in writing to the Chief Executive.
- (d) The General Meeting shall receive a report from the Executive Council, and hear representations from the office-bearer and/or office-bearer's representative, and then determine whether the appeal should be allowed or dismissed.
- (e) Any member of the Executive Council who is absent without leave of the Executive Council for two or more consecutive meetings of the Executive Council may thereby become ineligible to hold office as a member of the Executive Council. In the event of an officer being absent, the Executive Council shall give the officer not less than seven days' written notice of its intention to declare the office vacant. Such officer shall be entitled to attend the meeting of the Executive Council at which the vacancy is considered and to be heard in relation to the matter. If the Executive Council is not satisfied with the officer's explanation it may declare the office vacant and fill the vacancy in accordance with Rule 18.



## **PROPOSED NEW RULE 25 REMOVAL OF OFFICERS AND MEMBERS OF THE EXECUTIVE COUNCIL:**

- (a) An elected Officer of the Association will be dismissed from office, by the Executive Council, where he/she:
  - (i) has been found guilty, under these Rules, to have misappropriated funds of the Association;
  - (ii) has been found guilty of a substantial breach of these Rules;
  - (iii) has been found guilty of gross misbehaviour or gross neglect of his/her duty; or
  - (iv) has ceased to be eligible to hold the office under these Rules or the Member which nominated him/her for office, has ceased to be a Member.
- (b) The Executive Council will not dismiss an elected Officer from his/her office pursuant to Rule 25(a), until the Executive Council has:
  - (i) informed the Officer of the alleged conduct warranting dismissal from office, in writing;
  - (ii) provided the Officer with 10 Business Days from the date of the notice to respond in writing with reasons why he/she should not be dismissed from office;
  - (iii) requested the Chief Executive to prepare and submit a report to the Executive Council detailing all relevant facts about the alleged conduct, including any written response from the Officer, for consideration by the Executive Council;
  - (iv) provided a copy of the Chief Executive's report to the Officer at least 5 Business Days prior to the Executive Council meeting at which the Chief Executive's report is to be considered;
  - (v) provided the Officer with at least 5 Business Days' notice of the Executive Council meeting at which the Chief Executive's report is to be considered; and
  - (vi) allowed the Officer or the Officer's representative or both to appear at the Executive Council meeting to provide reasons why the Officer should not be dismissed.
- (c) An Officer who is dismissed pursuant to this Rule 25 may appeal the decision. To appeal the decision, the Officer must submit in writing to the Chief Executive, within 15 Business Days of the date of the notice of dismissal, his/her appeal stating why he/she should not have been dismissed from office. The appeal will be determined by the Members at a General Meeting of the Association.
- (d) The General Meeting will receive a report from the Executive Council and hear representations from the Officer or the Officer's representative or both and then determine whether the appeal should be allowed or dismissed. This will be decided by a majority vote of those Members present at the General Meeting and entitled to vote.
- (e) Any Member of the Executive Council who is absent without leave of the Executive Council for 2 or more consecutive meetings of the Executive Council may become ineligible to be a Member of the Executive Council. Where this occurs, the Executive Council will give the Member of the Executive Council at least 5 Business Days' written notice of its intention to declare their position on the Executive Council vacant. The Member of the Executive Council who receives the notice will be entitled to attend the meeting of the Executive Council at

which the vacancy is considered and to be heard in relation to the matter. If the Executive Council is not satisfied with the explanation for his/her absence, it may declare the position vacant and fill the vacancy in accordance with Rule 21.

- (f) Where an elected Officer of the Association is convicted of a prescribed offence (as defined in section 212 of the Registered Organisations Act), the Officer ceases to hold the office at the end of the period of 28 Days after the conviction unless, within the period, the Officer makes an application to the Federal Court under section 216 or 217 of the Registered Organisations Act.

**REASON FOR CHANGE:**

To correct new clause reference numbers and to modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

**RULE 26 EXECUTION OF DOCUMENTS**

**RULE 23 THE MODE IN WHICH INDUSTRIAL AGREEMENTS AND OTHER DOCUMENTS MAY BE EXECUTED BY OR ON BEHALF OF THE ASSOCIATION CURRENTLY READS:**

Industrial agreements and other documents affecting conditions of employment and all other agreements which the Association may enter into may be entered into and executed and may be altered modified and cancelled from time to time by or on behalf of the Association as follows:

- (a) Industrial agreements or any agreement not required by law to be under seal may be executed by the Chief Executive.
- (b) An instrument required by law to be under the Seal of the Association shall be attested by two members of the Executive Council and the Chief Executive PROVIDED ALWAYS that no such documents shall be executed as aforesaid unless a resolution is passed by a majority of the Executive Council that any such agreement or document be entered into by the Association.

**PROPOSED NEW RULE 26 EXECUTION OF DOCUMENTS:**

*Signing without using the common seal*

- (a) The Association may execute a document without using a common seal if the document is not required by law to be under common seal. Such documents may be executed by the Chief Executive.

*Signing with the common seal*

- (b) For documents required by law to be executed under the Association's common seal, the Executive Council must first resolve by a majority vote to execute the document. If the resolution is passed, the document must be signed under the common seal by 2 Members of the Executive Council and the Chief Executive.

**REASON FOR CHANGE:**

To modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

## **RULE 27 BRINGING INDUSTRIAL DISPUTES BEFORE THE COMMISSION**

### **RULE 24 THE POWER OF BRINGING INDUSTRIAL DISPUTES BEFORE THE COMMISSION CURRENTLY READS:**

- (a) An industrial dispute may be submitted to the Australian Industrial Relations Commission ('Commission') upon a resolution in favour of such submission being carried by a majority of the Executive Council.
- (b) If such a resolution is carried, the Executive Council shall do such acts as are necessary to make such submission effective. The Executive Council may, without limiting in any direction the generality of its powers in this respect, appoint any member or members of the Association or of any other organisation to represent the Association before the Commission including the preparation and filing of documents relating to Commission proceedings.

### **PROPOSED NEW RULE 27 BRINGING INDUSTRIAL DISPUTES BEFORE THE COMMISSION:**

- (a) An industrial dispute may be submitted to the Commission by a resolution in favour of submitting the dispute to the Commission being carried by a majority of the Members of the Executive Council.
- (b) If a resolution is carried, the Executive Council will do such acts as are necessary to make such submission effective. The Executive Council may, without limiting its powers in this respect, appoint any Member or Members of the Association or of any other organisation to represent the Association before the Commission including to prepare and file documents relating to Commission proceedings.

### **REASON FOR CHANGE:**

To modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

## **RULE 28 CHIEF EXECUTIVE**

### **RULE 25 CHIEF EXECUTIVE CURRENTLY READS:**

The Chief Executive shall be appointed by the Executive Council for a term fixed by the Executive Council. His or her salary and other emoluments and conditions of employment shall be as determined from time to time by the Executive Council through the President. He or she shall be under the direction of the Executive Council and shall call all meetings, conduct all correspondence, keep full and correct minutes of all proceedings and meetings, have the custody of all documents belonging to the Association, and perform such other duties as the Executive Council may from time to time appoint or require. He or she need not be a member of the Association.

### **PROPOSED NEW RULE 28 CHIEF EXECUTIVE:**

- (a) The Chief Executive will be appointed by the Executive Council for a term fixed by the Executive Council.
- (b) The Chief Executive's salary and other terms and conditions of employment will be determined by the Executive Council through the President.

- (c) The Chief Executive will be under the direction of the Executive Council and is required to:
  - (i) call all meetings;
  - (ii) conduct all correspondence;
  - (iii) keep full and correct minutes of all proceedings and meetings;
  - (iv) have the custody of all documents belonging to the Association; and
  - (v) perform such other duties as the Executive Council may from time to time require.
- (d) The Chief Executive is not required to be a Member of the Association.

**REASON FOR CHANGE:**

To modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

**RULE 29 CHIEF EXECUTIVE'S ACCOUNTING OBLIGATION**

**RULE 26 CHIEF EXECUTIVE'S ACCOUNTING OBLIGATION CURRENTLY READS:**

The Chief Executive shall keep the accounts of the Association and shall make up the Annual Statement of Accounts and Balance Sheet of the Association to the last day of June in each year, and shall have these audited as provided in Rule 31. He or she shall receive all entrance fees, subscriptions, and other moneys belonging to the Association, and shall deposit same without undue delay to the credit of the Association in some Bank to be nominated by the Executive Council.

**PROPOSED NEW RULE 29 CHIEF EXECUTIVE'S ACCOUNTING OBLIGATION:**

- (a) Under the direction of the President, the Chief Executive must keep the accounts of the Association and ensure an accurate and complete general purpose financial report is prepared, which complies with section 253 of the Registered Organisations Act, each financial year. The Chief Executive must have these documents audited in accordance with Rule 34.
- (b) The Chief Executive is responsible for receiving all membership fees, contributions and other moneys belonging to the Association, and is required to deposit these amounts without undue delay to the credit of the Association in the bank account nominated by the Executive Council.

**REASON FOR CHANGE:**

To correct new clause reference numbers and to modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

## **RULE 30 VACANCY IN CHIEF EXECUTIVE'S POSITION**

### **RULE 27 VACANCY IN CHIEF EXECUTIVE'S POSITION CURRENTLY READS:**

If the Chief Executive dies, resigns, retires, or is dismissed or the position for any reason becomes vacant during the course of their term, the vacancy may be filled by the Executive Council in accordance with Rule 25.

### **PROPOSED NEW RULE 30 VACANCY IN CHIEF EXECUTIVE'S POSITION:**

If the Chief Executive dies, resigns, retires or is dismissed or the position for any reason becomes vacant during the course of the Chief Executive's term, the vacancy may be filled by the Executive Council in accordance with Rule 28.

### **REASON FOR CHANGE:**

To correct new clause reference numbers and to modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

## **RULE 31 DUTIES OF THE CHAIR**

### **RULE 28 DUTIES OF CHAIRMAN CURRENTLY READS:**

The President, or in his or her absence one of the Vice-Presidents, or in their absence a member of the Executive Council, shall take the chair at all General Meetings or meetings of the Executive Council, superintend the discussions of questions tabled for consideration, preserve order so that business may be conducted in due form and with propriety, and upon the Minutes being confirmed shall sign the same. Such Chairman shall have a deliberative vote and a casting vote.

### **PROPOSED NEW RULE 31 DUTIES OF THE CHAIR:**

- a) The President, or in his/her absence one of the Vice-Presidents, or in the absence of the President and Vice-Presidents, a Member of the Executive Council, will take the chair at all General Meetings or meetings of the Executive Council and be referred to as the Chair. The Chair of a meeting is responsible for:
  - (i) managing the discussions of questions tabled for consideration;
  - (ii) preserving order so that business may be conducted in due form and with propriety; and
  - (iii) upon the minutes being confirmed, signing the minutes.
  
- b) The Chair will have a deliberative vote and a casting vote for any meeting that he/she chairs.

### **REASON FOR CHANGE:**

To modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

**RULE 32 GENERAL MEETINGS**

**RULE 29 GENERAL MEETINGS CURRENTLY READS:**

- (a) The Annual General Meeting of the Association shall be called by an order of the Executive Council signed by the Chief Executive.
- (b) The Annual General Meeting of the Association shall be held as soon as may conveniently be arranged after the first day of August in each year.
- (c) Notice of the Annual General Meeting shall be posted either in hard copy, or electronically by e-mail, to each member on the list of members twenty-one clear days at least prior to the meeting.
- (d) At this meeting the Executive Council shall present a report of the affairs of the Association, together with a duly audited statement of accounts prepared by the Chief Executive, and, should an election have been held in that year, the announcement of the election of officers and members of the Executive Council.
- (e) Twenty-five per centum of the members, including members present by proxy, shall constitute a quorum at the Annual General Meeting.
- (f) All business of the Annual General meeting shall be deemed special except the announcement of the Executive Council as elected, the consideration of the accounts balance sheets and ordinary reports of the Association and the appointment of the Auditor.
- (g) Special General Meetings shall be called by the Chief Executive on the direction of the President or the Executive Council or on the written request of not less than six members of the Association. Notice of such Special General Meeting (clearly setting out the matter to be dealt with at such meeting) shall be sent to each member of the Association addressed to him or her at the address on the list of members at least 14 days before the date fixed for the meeting. No other business shall be transacted at such meeting. Twenty-five per centum of the members, including members present by proxy, shall form a quorum at any such meeting.
- (h) The Chairman with the consent of the meeting may adjourn any General Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (i) A member entitled to attend and vote is entitled to appoint a proxy. The proxy need not be a member. To be effective, proxy forms (duly completed) must reach the Chief Executive not less than 48 hours prior to the meeting. The proxy may be in the following form:

I.....of.....  
being a financial member of.....('the Association')  
hereby appoint..... as my proxy  
to vote and act for me and on my behalf at the.....meeting  
of the Association to be held on the day of ....., and at any  
adjournment thereof.

## **PROPOSED NEW RULE 32 GENERAL MEETINGS:**

### *Annual General Meetings*

- a) The Annual General Meeting of the Association will be called by an order of the Executive Council signed by the Chief Executive.
- b) The Annual General Meeting of the Association must be held as soon as may conveniently be arranged after the 1st day of August in each year.
- c) Notice of the Annual General Meeting must be posted either in hard copy or by e-mail to each Member on the Register of Members at least 21 Days prior to the date of the Annual General Meeting.
- d) At the Annual General Meeting the Executive Council is required to present a report of the affairs of the Association, together with a duly audited statement of accounts prepared by the Chief Executive, and should an election have been held in that year, the announcement of the election of Officers and Members of the Executive Council.
- e) A quorum for the Annual General Meeting will be constituted by the presence of 25% of the Financial Members recorded in the Register of Members including those Financial Members present by proxy.
- f) All business of the Annual General Meeting will be deemed special except the announcement of the Executive Council as elected, the consideration of the accounts and ordinary reports of the Association and the appointment of the Auditor.

### *Special General Meeting*

- g) Special General Meetings will be called by the Chief Executive at the direction of the President or the Executive Council or on the written request of not less than 6 Financial Members of the Association.
- h) Notice of a Special General Meeting (clearly setting out the matter(s) to be dealt with at the Special General Meeting) must be sent to each Financial Member of the Association recorded in the Register of Members, either by post or by email, at least 10 Business Days before the date fixed for the Special General Meeting.
- i) Only the matter(s) listed in the notice for the Special General Meeting can be dealt with at the Special General Meeting.
- j) A quorum for a Special General Meeting will be constituted by the presence of 25% of the Financial Members recorded in the Register of Members including those Financial Members present by proxy.

*Adjourning General Meetings*

- k) The Chair, as determined in accordance with Rule 31, with the consent of the meeting, may adjourn any General Meeting from time to time and from place to place. Where an adjourned meeting is resumed, only the unfinished business from the adjourned meeting may be conducted at the resumed meeting.

*Vote by Proxy*

- l) A Financial Member entitled to attend and vote at a meeting is entitled to appoint a proxy to vote for the Member. The proxy need not be a Member. To be effective, a duly completed proxy form must be received by the Chief Executive at least 48 hours prior to the commencement of the meeting.
- m) The proxy may be in the following form:

I (name).....  
of (address).....  
being a Financial Member of the Association, hereby appoint .....  
..... as my proxy  
to vote and act for me and on my behalf at the.....meeting  
of the Association to be held on the day of ....., and at any  
adjournment thereof.

**REASON FOR CHANGE:**

To correct new clause reference numbers and to modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

**RULE 33 VOTING AND POLLS**

**RULE 30 VOTING AND POLLS CURRENTLY READS:**

- (a) At all meetings of the Association the voting shall be by show of hands unless a poll is required as provided by this Rule. On a show of hands each member present either in person or by proxy shall have one vote. On a poll each member shall have one vote for each \$100 paid by such member by way of subscription levies and contributions for the then current subscription period, any fraction of \$100 in such subscription levies and contributions being disregarded. Those Life and Honorary Members who have an entitlement to vote under Rule 7(b) shall have a minimum of one vote notwithstanding anything in this Rule.
- (b) At any General Meeting unless a poll is demanded by at least four members a declaration by the Chairman that the resolution has been carried and an entry to that effect in the Minute Book of the Association shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.



- (c) If a poll is demanded by four or more members it shall be taken at such time and in such manner as the Chairman directs and the result of such poll shall be deemed to be the resolution of the Association in General Meeting.

**PROPOSED NEW RULE 33 VOTING AND POLLS:**

- (a) At all meetings of the Association the voting will be by show of hands unless a poll is required as provided by this Rule 33.
- b) On a show of hands each Financial Member present, either in person or by proxy, will have one vote.
- c) On a poll each Financial Member will have one vote for each \$100 paid by the Financial Member by way of membership fees and contributions for the 12 month period ending 30 June. Any fraction of \$100 in such membership fees and contributions will be disregarded.
- d) Those Life Members and Honorary Members who have an entitlement to vote under Rule 8(b) will have a minimum of one vote notwithstanding anything in this Rule.
- e) At any General Meeting, unless a poll is demanded by at least 4 Financial Members, a declaration by the Chair that the resolution has been carried and an entry to that effect in the Minute Book of the Association will be sufficient evidence of the fact that the resolution was carried. Proof of the number or proportion of the votes recorded in favour of or against such resolution is not required.
- f) If a poll is demanded by 4 or more Financial Members, it will be taken at such time and in such manner as the Chair directs. The result of the poll will be deemed to be the resolution of the Association in General Meeting.

**REASON FOR CHANGE:**

To correct new clause reference numbers and to modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

**RULE 34 THE YEARLY OR OTHER MORE FREQUENT AUDIT OF ACCOUNTS**

**RULE 31 THE YEARLY OR OTHER MORE FREQUENT AUDIT OF ACCOUNTS CURRENTLY READS:**

- (a) The Annual General Meeting of the Association shall appoint and fix the remuneration of an Auditor or Auditors who shall continue in office until the next Annual General Meeting unless he or she or they shall be previously removed by a majority vote of members of the Association present at any Special Meeting called for that purpose. Any Auditor retiring from office shall be eligible for re-appointment.
- (b) Once at least in every year the accounts of the Association shall be examined and the correctness of the Statement of Income and Expenditure and Balance Sheet ascertained by the Auditor for the time being of the Association.

- (c) The Auditor shall at all reasonable times have access to the books and accounts of the Association and may in relation examine any members of the Executive Council and other officers of the Association.
- (d) Every account of the Association when audited and approved by the General Meeting shall be conclusive except as regards an error discovered within three months after the approval. Whenever any such error is discovered within that period the accounts shall be forthwith corrected and thenceforth shall be conclusive.

**PROPOSED NEW RULE 34 THE YEARLY OR OTHER MORE FREQUENT AUDIT OF ACCOUNTS:**

- a) The Annual General Meeting of the Association will appoint and fix the remuneration of an Auditor or Auditors who will continue in the position until the next Annual General Meeting unless removed by a majority vote of Members of the Association present at any Special Meeting called for that purpose. Any Auditor retiring from the position will be eligible for re-appointment, provided that the Auditor has not exceeded the term limit for being appointed as an Auditor as set out in section 256A of the Registered Organisations Act.
- b) At least once in every year the accounts of the Association will be examined and the correctness of the general purpose financial report ascertained by the Auditor.
- c) The Auditor must, at all reasonable times, have access to the books and accounts of the Association and may question any Member of the Executive Council and other Officers of the Association in relation to the books and accounts of the Association.
- d) Every account of the Association when audited and approved by the General Meeting, will be conclusive except as regards an error discovered within 3 months after the approval. Whenever any such error is discovered within that period, the accounts are to be immediately corrected and will be conclusive from the date of correction.

**REASON FOR CHANGE:**

To modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

**RULE 35 ACCESS TO THE REGISTER OF MEMBERS AND BOOKS OF ACCOUNT**

**RULE 32 REGISTER OF MEMBERS CURRENTLY READS:**

- (a) The Chief Executive shall keep a register of members in which shall be entered the names and addresses of all members of the Association.
- (b) The register of members and the books of account of the Association shall be open to the inspection of every member of the Association at all reasonable times.

**PROPOSED NEW RULE 35 ACCESS TO THE REGISTER OF MEMBERS AND BOOKS OF ACCOUNT:**

The Register of Members referred to in Rule 10 and the books of account of the Association will be open to inspection by every Member of the Association at all reasonable times.

**REASON FOR CHANGE:**

To correct new clause reference numbers and to modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

**RULE 36 ALTERATION OF RULES**

**RULE 33 ALTERATION OF RULES CURRENTLY READS:**

No new Rules shall be made nor any of the existing Rules altered or rescinded unless at a General Meeting specially called for that purpose at least two- thirds of the members present, including those members present by proxy, vote in favour of the proposed addition alteration or repeal.

**PROPOSED NEW RULE 36 ALTERATION OF RULES:**

No new Rules will be made, nor any of the existing Rules altered or repealed unless at a General Meeting specially called for that purpose and at least two-thirds of the Members present, including those Members present by proxy, vote in favour of the proposed addition, alteration or repeal.

**REASON FOR CHANGE:**

To modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

**RULE 37 THE MODE IN WHICH THE PROPERTY IS TO BE CONTROLLED AND FUNDS INVESTED**

**RULE 34 THE MODE IN WHICH THE PROPERTY IS TO BE CONTROLLED AND FUNDS INVESTED CURRENTLY READS:**

All moneys of the Association shall be paid by the Chief Executive to the credit of the Association at such Bank as may from time to time be decided upon by the Executive Council. The funds and property shall be vested in the Executive Council for the time being. The Executive Council may invest any moneys which in its judgment are in excess of requirements for current expenses, in such investments as it shall decide upon whether such investments are trustee investments or not.

**PROPOSED NEW RULE 37 THE MODE IN WHICH THE PROPERTY IS TO BE CONTROLLED AND FUNDS INVESTED:**

- a) All moneys of the Association must be paid by the Chief Executive to the credit of the Association into the bank account determined by the Executive Council.
- b) The moneys paid into the nominated bank account of the Association will be vested in the Executive Council for the time being.
- c) The Executive Council may invest any moneys which, in its opinion, are in excess of requirements for current expenses, in such investments as the Executive Council considers appropriate, whether such investments are trustee investments or not.

**REASON FOR CHANGE:**

To modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

**RULE 38 THE CONDITIONS UNDER WHICH FUNDS MAY BE DISBURSED**

**RULE 35 THE CONDITIONS UNDER WHICH FUNDS MAY BE DISBURSED CURRENTLY READS:**

- (a) No moneys shall be withdrawn from any account of the Association except in such a manner as shall be prescribed by the Executive Council.
- (b) The Chief Executive may be supplied with an amount for the purpose of paying small current expenses, as the Executive Council shall decide.
- (c) A loan, grant or donation of an amount exceeding \$1,000 shall not be made by this Association unless the Executive Council of the Association:
  - (a) has satisfied itself -
    - (i) that the making of the loan, grant or donation would be in accordance with the other rules of the Association; and
    - (ii) in relation to a loan - that, in the circumstances, the security proposed to be given for the repayment of the loan is adequate and the proposed arrangement for the repayment of the loan are satisfactory; and
  - (b) has approved the making of the loan, grant or donation.

**PROPOSED NEW RULE 38 THE CONDITIONS UNDER WHICH FUNDS MAY BE DISBURSED:**

- a) No moneys will be withdrawn from any account of the Association except in the manner prescribed by the Executive Council.
- b) The Chief Executive may be supplied with an amount for the purpose of paying small current expenses as the Executive Council decides.
- c) A loan, grant or donation of an amount exceeding \$1,000 must not be made by the Association unless the Executive Council:
  - (i) has satisfied itself:
    - (A) that the making of the loan, grant or donation would be in accordance with the other Rules; and
    - (B) 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
  - (ii) has approved the making of the loan, grant or donation.

**REASON FOR CHANGE:**

To modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

## **RULE 39 LIABILITY**

### **RULE 36 LIABILITY CURRENTLY READS:**

The members of the Association are not partners nor in any way liable for the acts or defaults of each other.

### **PROPOSED NEW RULE 39 LIABILITY:**

The Members of the Association are not partners nor in any way liable for the acts or defaults of each other.

### **REASON FOR CHANGE:**

There are no changes to this Rule except capitalisation.

## **RULE 40 ARREARS**

### **RULE 37 ARREARS CURRENTLY READS:**

Legal proceedings for the recovery of an amount payable, by any members or person who has become a member in relation to the person's membership, maybe commenced within 12 months starting on the day on which the amount became payable in the name of the Association by the Chief Executive whether or not the said person is then a member of the Association or not. Any unfinancial member shall not be entitled to attend any meeting of the Association or have a vote at any ballot or poll taken in pursuance of the Rules. A member shall be deemed unfinancial when his or her subscription remains unpaid for 30 days after it becomes due whether demanded or not.

### **PROPOSED NEW RULE 40 ARREARS:**

- (a) Legal proceedings for the recovery of an amount payable by any Member or Person who has become a Member in relation to the Person's membership, may be commenced in the name of the Association by the Chief Executive within 12 months of the day on which the amount became payable, whether or not the said Person is a Member of the Association at the time proceedings are commenced.
- (b) Only Financial Members will be entitled to attend meeting of the Association and vote in any ballot or poll taken pursuant to these Rules. A Member whose membership fees and contributions due to the Association are not paid on any due date will cease to be a Financial Member of the Association on and from the date following any such due date, whether demanded or not.

### **REASON FOR CHANGE:**

To modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

## **RULE 41 SEAL OF THE ASSOCIATION**

### **RULE 38 SEAL CURRENTLY READS:**

The Seal of the Association shall be in the custody of the Chief Executive and shall never be used except by the authority of the Executive Council, previously given in manner provided by these

Rules, and in the presence of two members of the Executive Council and the Chief Executive who shall sign every instrument to which the Seal is affixed.

#### **PROPOSED NEW RULE 41 SEAL OF THE ASSOCIATION:**

The common seal of the Association will be in the custody of the Chief Executive and must never be used except by the authority of the Executive Council, given in accordance with these Rules.

#### **REASON FOR CHANGE:**

To modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

#### **RULE 42 DISSOLUTION**

##### **RULE 39 DISSOLUTION CURRENTLY READS:**

- a) The Association may be dissolved whenever the Association has passed a resolution in favour of dissolution by a majority of not less than two-thirds of the members present personally or by proxy at a General Meeting specially called for that purpose of which seven days' notice has been duly given.
- b) Upon the dissolution of the Association, the property of the Association, not consisting of money, shall be sold.
- c) The proceeds from the sale of property referred to in Rule 39(b), together with any money held by the Association, shall be applied in satisfaction of the debts and liabilities of the Association.
- d) Any money remaining after the satisfaction of the debts and liabilities of the Association shall be distributed amongst members existing at the date of the resolution for dissolution. The money shall be distributed according to the amount of subscription, levies and contributions respectively paid by such members during the whole period of membership.
- e) If the funds of the Association on dissolution shall prove insufficient to meet its liabilities, including the expense of winding up, the deficiency shall be contributed by all members of the Association at the date of the resolution passed in favour of dissolution equally.

##### **PROPOSED NEW RULE 42 DISSOLUTION:**

- (a) The Association may be dissolved whenever the Association has passed a resolution in favour of dissolution by a majority of not less than two-thirds of the Financial Members present personally or by proxy at a General Meeting specially called for that purpose. Members must be provided with at least 5 Business Days' notice of the meeting to dissolve the Association.
- (b) Upon the dissolution of the Association, the property of the Association, not consisting of money, is to be sold.
- (c) The proceeds from the sale of property referred to in Rule 42(b), together with any money held by the Association, must be applied in satisfaction of the debts and liabilities of the Association.
- (d) Any money remaining after the satisfaction of the debts and liabilities of the Association is to be distributed amongst the Financial Members of the Association as at the date of the resolution for dissolution. The money must be distributed according to the amount of membership fees

and contributions respectively paid by such Financial Members during the whole period of membership.

- (e) If the funds of the Association on dissolution prove insufficient to meet its liabilities, including the expense of winding up, the deficiency must be contributed by all Members of the Association at the date on which the resolution for dissolution is passed, in equal shares.

**REASON FOR CHANGE:**

To correct new clause reference numbers and to modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

**RULE 43 ASSOCIATION POLICIES AND PROCEDURES**

**RULE 40 ASSOCIATION POLICIES AND PROCEDURES CURRENTLY READS:**

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

**PROPOSED NEW RULE 43 ASSOCIATION POLICIES AND PROCEDURES:**

- (a) The Association will develop and implement policies and procedures relating to the expenditure of the Association.
- (b) The Association may develop and implement such other policies and procedures as it considers necessary or appropriate.

**REASON FOR CHANGE:**

To modernise language. There are no substantive changes to the old Rule and the changes made are administrative in nature and ensures compliance with the Act.

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