

[031N: Incorporates alterations of 5 August 2019 [R2018/317]]  
Replaces rulebook of 5 April 2019 [D2018/9]

## **Australian Entertainment Industry Association**

I CERTIFY under section 161 of the *Fair Work (Registered Organisations) Act 2009* that the pages herein numbered 1 to 19 both inclusive contain a true and correct copy of the registered rules of the Australian Entertainment Industry Association.

DELEGATE OF THE GENERAL MANAGER  
FAIR WORK COMMISSION

# Rules of the Australian Entertainment Industry Association

## Contents

1 - NAME .....	1
2 - INTERPRETATION .....	1
3 - REGISTERED OFFICE .....	2
4 - OBJECTS .....	2
5 - MEMBERSHIP .....	3
6 - MEMBERSHIP BY ORGANISATIONS .....	4
7 - APPLICATION FOR MEMBERSHIP .....	4
8 - LIFE AND HONORARY MEMBERSHIP.....	5
9 - MEMBERSHIP FEES.....	5
10 - REGISTER OF MEMBERS .....	6
11- RESIGNATION OF MEMBERS.....	6
12 - TERMINATION OF MEMBERSHIP .....	7
13-REMOVAL OF MEMBER BY THE EXECUTIVE COUNCIL.....	8
14 - THE EXECUTIVE COUNCIL .....	9
15 - DUTIES OF THE PRESIDENT AND VICE-PRESIDENTS.....	10
16 - APPOINTMENT OF RETURNING OFFICER AND SCRUTINEERS .....	10
17- ELIGIBILITY TO NOMINATE AS CANDIDATE FOR ELECTION AND HOLD OFFICE .....	11
18 - NOMINATION OF CANDIDATES.....	11
19 - CANDIDATE’S PERSONAL STATEMENT .....	12
20- PROCEDURE FOR ELECTIONS .....	13
21 - CASUAL VACANCY ON THE EXECUTIVE COUNCIL.....	15
22 - POWERS AND DUTIES OF THE EXECUTIVE COUNCIL .....	15
23- MEETINGS OF THE EXECUTIVE COUNCIL .....	16
24 - ADOPTION OF RESOLUTIONS BY CORRESPONDENCE.....	16
25 - REMOVAL OF OFFICERS AND MEMBERS OF THE EXECUTIVE COUNCIL.....	17
26 – EXECUTION OF DOCUMENTS.....	18
27- BRINGING INDUSTRIAL DISPUTES BEFORE THE COMMISSION.....	18
28 - CHIEF EXECUTIVE .....	18
29 - CHIEF EXECUTIVE'S ACCOUNTING OBLIGATION .....	19
30 - VACANCY IN CHIEF EXECUTIVE'S POSITION .....	19
31 - DUTIES OF THE CHAIR.....	19
32 - GENERAL MEETINGS .....	19
33 - VOTING AND POLLS .....	21
34 - THE YEARLY OR OTHER MORE FREQUENT AUDIT OF ACCOUNTS .....	21
35 - ACCESS TO THE REGISTER OF MEMBERS AND BOOKS OF ACCOUNT.....	21
36 - ALTERATION OF RULES .....	22
37 - THE MODE IN WHICH THE PROPERTY IS TO BE CONTROLLED AND FUNDS INVESTED .....	22
38 - THE CONDITIONS UNDER WHICH FUNDS MAY BE DISBURSED .....	22
39 - LIABILITY .....	22
40 - ARREARS.....	23
41 - SEAL OF THE ASSOCIATION.....	23
42 - DISSOLUTION.....	23
43 - ASSOCIATION POLICIES AND PROCEDURES .....	23

RULES OF  
AUSTRALIAN ENTERTAINMENT INDUSTRY ASSOCIATION

**1 - NAME**

The name of the Association is Australian Entertainment Industry Association.

**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;

#### 4 - OBJECTS

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- (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.

### 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.

### 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 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 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;

## 5 - MEMBERSHIP

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- (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 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.

### 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.

## 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.

## 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.

### **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 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 5, that Person:
  - (i) retains the rights and privileges conferred upon members in accordance with these Rules, including 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.

### **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.

**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.

**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.



## 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.

**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 Rule 13(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.

#### **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.

### **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
  - (iv) 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.

### **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.

### **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.

### **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.

### **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..

**20- PROCEDURE FOR ELECTIONS**

- (a) Only those Financial Members, who are eligible to vote in accordance with Rule 18(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 the 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 the nominations.
- (h) A Financial Member will be entitled to cast the number of votes calculated in accordance with 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.

## 20- PROCEDURE FOR ELECTIONS

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- (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. e
- (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 3<sup>rd</sup> preference is elected to a higher office, the vote for the 3<sup>rd</sup> 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.



### **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 the 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.

### **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.

### **23- MEETINGS OF THE EXECUTIVE COUNCIL**

- (a) Meetings of the Executive Council shall 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.

### **24 - ADOPTION OF RESOLUTIONS BY CORRESPONDENCE**

- (a) For convenience of each Members 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.

**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.
- (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 shall 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.

## 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.

## 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.

## 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.

### **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.

### **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.

### **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 the 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.

### **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.

### **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 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.

### **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.

### **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.

### **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 at least two-thirds of the Members present, including those Members present by proxy, vote in favour of the proposed addition, alteration or repeal.

### **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.

### **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.

### **39 - LIABILITY**

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



#### **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.

#### **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.

#### **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 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.

#### **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.

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