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**Real Estate Employers' Federation of South Australia
and the Northern Territory**

I CERTIFY under section 161 of the Fair Work (Registered Organisations) Act 2009 that the pages herein numbered 1 to 36 both inclusive contain a true and correct copy of the registered rules of the Real Estate Employers' Federation of South Australia and the Northern Territory.

DELEGATE OF THE GENERAL MANAGER
FAIR WORK COMMISSION

[Enquiries about these rules or other rules relating to this organisation which are currently in force may be directed to any office of Fair Work Commission.]

**Rules of the Real Estate Employers' Federation of South Australia
and the Northern Territory**

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**RULES OF THE REAL ESTATE EMPLOYERS' FEDERATION OF SOUTH AUSTRALIA
AND THE NORTHERN TERRITORY**

CONSTITUTION AND RULES

PREAMBLE

Definitions

“Act”: means the *Fair Work (Registered Organisations) 2009* (Cth) and the Regulations made there under, as amended from time to time.

“Member”: means a person, firm, company or corporate body admitted to Membership in accordance with these Rules.

“Agreement”: means an Agreement as defined under the Act.

“General Meeting” and “Annual General Meeting”: means the General Meeting and Annual General Meeting of the Federation as prescribed in Rules 7.2 and 7.3

“Auditor”: means the auditor or firm of auditors appointed under Rule 9.8.

“Award”: has the same meaning as that term in section 4(1) of the Act.

“Board”: means the Board of the Federation as prescribed in Rule 6.1.

“board”: for the purposes of Rule 9 means a group of persons who supervise, govern or otherwise have oversight of a corporation, organisation, association or other like body include a Board of Directors, other than the Board of the Federation as prescribed in Rule 6.1.

“Board member”: is a member of the Board.

“Board Office Bearers”: President Deputy President.

“Business Member”: a person admitted to the Federation pursuant to Rule 2.

“declared person or body”: for the purposes of Rule 9, a person is a declared person or body if:

- (i) a Board member has disclosed a material personal interest under Rule 9.12; and
- (ii) the interest relates to, or in, the person or body; and
- (iii) the Board member has not notified the Federation that he or she no longer has the interest.

“disclosure period”: for the purposes of Rule 9 means a financial year.

“Objects”: the objects of the Federation set out in Rule 3.

“Chairperson”: means the chairperson of the Board and other meetings as provided for in these Rules.

“Commission”: means the Fair Work Commission or its successor.

PREAMBLE

“financial duties”: for the purposes of Rule 9 includes duties that relate to the financial management of the Federation.

“General Manager”: means the General Manager of the Fair Work Commission.

“Industrial Relations Advocate”: the Industrial Relations Advocate of the Federation as prescribed in Rule 6.3.

“Executive Officer”: the Executive Officer of the Federation as prescribed in Rule 6.3.

“Financial Member”: means a Member who has paid all subscriptions and levies as prescribed in the Rule 4.

“Representative”: a representative of a Member who is appointed as it's representative under Rule 4.4.

“non-cash benefit”: for the purposes of Rule 9 means property or services in any form other than money, but does not include a computer, mobile phone or other electronic device that is used only or mainly for work purposes.

“Notice”: means a written notice or E-mail.

“Office”: means the registered office of the Federation.

“peak council”: for the purposes of Rule 9 has the same meaning as under section 12 of the *Fair Work Act 2009* (Cth).

“Register”: means the register of Members maintained under Rule 4.10.

“related party”: for the purposes of Rule 9 has the same meaning as under section 9B of the Act.

“relative”: for the purposes of Rule 9 means:

- (iv) a parent, step parent, child, stepchild, grandparent, grandchild, brother or sister of the person:
or
- (v) the spouse of the first mentioned person.

“relevant non-cash benefits”: for the purposes of Rule 9 means the non-cash benefits provided to the Board member, at any time during the disclosure period, in connection with the performance of his or her duties as a Board member, by the Federation or a related party of the Federation.

“relevant remuneration”: for the purposes of Rule 9, means the sum of any remuneration disclosed by a Board member under that Rule and any remuneration paid to the Board member, during the disclosure period.

“remuneration”: for the purposes of Rule 9 includes pay, wages, salary, fees, allowances, leave, benefits or other entitlements but does not include a non-cash benefit or the reimbursement or payment of reasonable expenses for the costs incurred in the course of the Board member carrying out his or her duties.

“Seal”: means the common seal of the Federation.

“Subscription Fee” and “Levies”: means the amount determined by the Board under Rule 4.5 and 4.6 to be paid by a Federation member.

“Plural/Singular”: means every reference in these Rules to the singular shall include the plural and vice versa.

RULE 1 - NAME AND OFFICE

1.1 Name

1.1.1 The name of the Federation shall be the “REAL ESTATE EMPLOYERS’ FEDERATION OF SOUTH AUSTRALIA AND THE NORTHERN TERRITORY”, (hereinafter called “the Federation”).

1.2 Office

1.2.1 The Registered Office and ordinary place of business of the Federation shall be the REI House, 249 Greenhill Road, Dulwich, South Australia 5065, or at such other place the Federation may determine from time to time.

RULE 2 - ELIGIBILITY

2.1 The Federation shall consist of an unlimited number of persons, firms, companies, or corporate bodies from the State of South Australia and the Northern Territory, who or which employ persons in the industries or occupations of selling or buying (by auction or other wise), exchanging, or otherwise dealing with or disposing of, or negotiating for the sale, purchase, exchange or any other dealing with or disposition of, any land, property or business on behalf of any person, whether or not he or she carries on any other business separately from, or in conjunction with, that business and includes a person, firm, company or corporate body who or which carries on the business of selling or exchanging, or negotiating for the sale or exchange, of any land or business on his/her own behalf.

2.2 Provided that person, firm, company or corporate body appearing from the records of the Federation to be Members, as at the date of adoption of these Rules, shall be deemed to be Members of the Federation.

RULE 3 - OBJECTS AND POWERS

3.1 Objects

3.1.1 The Objects of the Federation shall be:

- (a) Promote the general interests and welfare of the members of the Federation.
- (b) Encourage and foster unanimity of opinion and action amongst employers in all matters relating to conciliation and arbitration in industrial matters, or any other matter deemed pertinent or necessary.

- (c) Promote the settlement of industrial disputes, advise and represent members before industrial tribunals, and to prepare and collate evidence for submission before those tribunals.
- (d) Establish and maintain for the use of members and the officers of the Federation, a library containing books, papers and other publications relating to these objects.
- (e) Keep members fully and promptly informed upon matters affecting awards, rates and their interpretation, and all other matters affecting them as members.
- (f) Conduct seminars and hold lectures and such other functions deemed necessary to further educate members in all matters affecting them as members.
- (g) Acquire, print, publish and circulate such books, journals and other writings, as may be conducive to the attainment of the objects of the Federation.
- (h) Co-operate, act in conjunction with, or affiliate with any person or other body, whether corporate or otherwise, in respect of any matters which may be deemed to be in accordance with these objects, and to do all things incidental thereto.
- (i) Protect the interests of members in relation to parliamentary legislation and the like which may affect members as such.
- (j) Establish good relations with employees, and organisations representing their interests.
- (k) Enter into such contracts and agreements or other undertakings, as may be deemed necessary or desirable, for the purpose of these objects and the rules generally.
- (l) For the betterment and carrying out of the above objects to:
 - (i) Raise money by subscription, levy or other lawful means.
 - (ii) Borrow money whether on security or otherwise.
 - (iii) Spend, invest, or otherwise dispose of money or securities.
- (m) To purchase, lease, hire or otherwise acquire for the purpose of the Federation any real or personal property and to let, sell, mortgage or dispose of the same.

3.2 Powers

3.2.1 Subject to the Act, in pursuing its objects under Rule 3.1, the Federation has the power to do anything that a natural person may lawfully do.

3.2.2 The Powers of the Board in pursuing and implementing the Objects shall be:

- (a) In addition to the powers and authority by these rules or otherwise expressly conferred on it, the Board may exercise all such powers and do all such acts and things as may be exercised or done by the Federation, and are not hereby or by Statute expressly directed or required to be done by the Federation in General Meeting, but subject nevertheless to the provisions of these rules and to any by-laws, regulations and orders made hereunder, and to any regulations from time to time made by the Federation in General Meeting, provided that no by-law, regulation or order so made shall invalidate any prior act of the Board which would have been valid if such by-law, regulation or order had not been made.
- (b) The Board shall (subject to any regulation or direction made or given by the Federation in General Meeting), have the management of the income, funds and property of the Federation, and also the management and superintendence of all other affairs and concerns thereof and no expenditure shall be incurred or money paid by, or on behalf of the Federation, otherwise than with the approval of the Board.
- (c) The Board shall have power to appoint, suspend or remove any paid officer of the Federation, and shall also define the duties and fix the remuneration of all such officers.
- (d) The Board may invest any moneys belonging to the Federation and not immediately required, and may vary such investments at its discretion.
- (e) To do any act which is necessary for, or ancillary to, the attainment and/or the advancement of the Objects of the Federation.

RULE 4 - MEMBERSHIP

4.1 Application for Membership

- 4.1.1 Application for membership shall be made in writing, in a form approved by the Board, and shall be accompanied by an amount equal to the subscription for the first year, or part thereof, payable according to these rules.

4.2 Entitlement to Membership

- 4.2.1 Any applicant who has paid the appropriate subscription fee and lodged the required application for membership, and who, by the nature of their occupation and has the qualifications required by these rules, and is not of general bad character, is entitled to be admitted to Membership of the Federation and to remain a Member thereof, and enjoy all the advantages of Membership, for so long as the person complies with the Rules of the Federation.

4.3 Information for Applicant

- 4.3.1 The Executive Officer shall cause the applicant to be informed, by notice in writing, of the financial obligations arising from membership of the Federation, and the circumstances and manner in which a member may resign from the Federation.

4.4 Representative

- 4.4.1 A Member who is a firm, company or corporate body, shall by properly executed notice to the Executive Officer, appoint a natural person as its representative to act on it's behalf in the affairs and proceedings of the Federation.
- 4.4.2 A representative appointed under Sub-rule 4.4.1 must be a bona fide officer, partner, or senior or managerial level employee of the Member who appointed him or her.
- 4.4.3 A person's appointment as a representative under Sub-rule 4.4.1 ceases upon him or her ceasing to be a bona fide officer, partner or employee of the Member who appointed him or her.
- 4.4.4 Any person appointed as a representative under Sub-rule 4.4.1, may by like notice be removed as the representative of the Member who appointed him or her, and another representative appointed in his or her stead in the manner provided in Sub-rule 4.4.1.
- 4.4.5 A person appointed as a representative in accordance with this Rule shall have all the rights and privileges of the Member who appointed him or her.

4.5 Subscriptions.

The Board shall determine Membership Subscription Fees.

4.6 Levies

The Board may make financial levies, interim or final, on members as follows:

- (a) The Board may make a levy on Members for any of the objects of the Federation.
- (b) Any such levy shall be made by resolution of the Board, which shall set out details thereof, the manner in which the levy shall be charged against Members, the due date for payment, and any other matters incidental thereto.
- (c) A levy made under this rule may be calculated by any method.
- (d) The Federation, at a General Meeting held within one (1) month of the declaration by the Board of a levy, has power to amend or revoke any levy made by the Board, and any levy shall be deemed to have been amended or revoked in the terms of the decision of the General Meeting.
- (e) The total amount of any such levy payable by a Member shall not in any one financial year exceed the amount of the current subscription fee payable under these Rules by such a Member.

4.7 Payment of Subscriptions

- 4.7.1 Subscriptions shall become due and payable on the first day of October, in each year in respect of the financial year of the Federation commencing on that date, and ending on 30th September in the following year. The Board may introduce a system for paying Membership Subscription Fees by installments either for the general membership or for an individual Member in which case part payment of subscriptions shall become due and payable on or before the installment date.

4.7.2 The Executive Officer, in the first week of October in each year, will issue by the way of postage or email, all registered members with an invoice for the annual subscriptions. A member shall not be financial if the subscription has not been paid within three months of the date of issue of the invoice or if paying by installments has not been paid within three months of the installment date.

4.7.3 Payment of subscriptions may be made by a Member, by cheque, credit/debit card or Electronic Funds Transfer into a Bank nominated by the Federation.

4.8 Processing of Application

4.8.1 Any Application for Membership shall be immediately forwarded to the Executive Officer.

4.8.2 The Executive Officer shall determine as soon as is practicable whether the application complies with the provisions of these Rules, and whether the applicant is eligible for Membership of the Federation. The Executive Officer will submit the application to the Board for determination and approval.

4.9 Refusal of Application

4.9.1 If the Executive Officer determines that the application should be refused for any reason, the Executive Officer shall not reject the application, but rather the application shall be referred forthwith to the Board, which shall determine whether the application should be accepted.

4.9.2 If the Board decides that the application should be refused, the applicant shall be informed of the Board's decision by the Executive Officer in writing, and the applicant shall be given an opportunity to revise the application.

4.9.3 If the Executive Officer determines that the revised application should be refused for any reason, the Executive Officer shall not reject the application, but rather the application shall be referred forthwith to the Board, which shall determine whether the application should be accepted.

4.9.4 The decision of the Board shall be final and binding for the purposes of these Rules, subject to section 167 of Schedule 1 of the Act.

4.10 Procedure upon Acceptance – Register

4.10.1 Forthwith upon the Board determining that the application should be accepted, the Executive Officer shall cause the following particulars, taken from the 'Application for Membership', to be entered in the Register of Members:

- (a) Business Name.
- (b) Trading Name.
- (c) Business Address.

- (d) Name of Director or Owner.
- (e) Date of commencement of Membership.
- (f) Date of entry on Register.
- (g) If applicable, who the representative is, as per Rule 4.4.

4.11 Commencement of Membership

- 4.11.1 Upon acceptance of an 'Application for Membership', the Applicant shall be deemed to be a Member of the Federation from the date of the approval of the application by the Board in accordance with sub-rule 4.2.1 and shall, upon request, receive free of charge a copy of the current registered 'Constitution and Rules'.

4.12 Rejection of Application

- 4.12.1 Upon rejection of an application by the Board, the Executive Officer shall forthwith refund to the applicant any monies paid to the Federation by the applicant by way of fees or subscriptions.

4.13 Members not financial

- 4.13.1. Any Member failing to pay any subscription fee, levy and/or additional fee within 3 months after the date on which it becomes due and payable, shall be disqualified from taking part in any proceedings of the Federation (including voting at General Meetings and/or Annual General Meetings), and shall be liable to pay an additional 10% of the outstanding subscription fee, levy and/or additional fee.

- 4.13 .2. Any subscription fee, levy or additional fee which is outstanding may be recovered through any lawful action (including, but not limited to, debt collection processes and/or legal proceedings), instituted by the Executive Officer on behalf of the Federation, or a person duly authorised by the Executive Officer and the Member shall be liable for all of the Federation costs (including, but not limited to, debt collection fees, search fees and/or legal costs on a solicitor and client basis) of instituting and maintaining such action or proceedings.

- 4.13.3. The Federation may suspend the provision of services to any Member who is disqualified under Rule 4.13.1. If the Board suspends a Member from the provision of services the Board must state for what period. To suspend the provision of services means the Member during the period of suspension will no longer receive the normal membership services as provided by the Federation and will not be able to access the members' only website.

- 4.13.4. Where a Member is in default under Rule 4.13.1 the Member may be removed by resolution of the Board as a Member. Such action shall be without prejudice to the right of the Federation to recover any arrears of subscription or unpaid levy, together with any additional amount provided for under Rule 4.13.1.

- 4.13.5. Upon becoming a Member not Financial in accordance with this Rule, a Member shall only be reinstated to Financial Membership for the purposes of those Rules, if the Member pays all fees and levies outstanding at that date, together with such fees in advance as would be required to be paid by the Member if they had not become a Member not Financial.

- 4.13.6 A Member not financial shall have a right of reply before the Board makes a decision under rule 4.13.3 or 4.13.4 according to the following procedure:

- (a) Prior to the Board taking any action against a Member not financial in accordance with rules 4.13.3 (suspension of services) or 4.13.4 (removal as a member) the Board must cause a notice to be served on the Member either by post or email advising the Member of the following:
- That the Member may be facing impending suspension from the provision of services or removal as a Member; and
 - That the Member has 21 days from the date of the notice in which to advise the Executive Officer that they wish to be heard either by written or oral submissions to a Board meeting in relation to any Board proposal of being suspended from the provision of services or being removed as a member
- (b) The Executive Officer upon receiving any Member's advice that they wish to be heard by the Board will arrange for the Member's written or oral submissions to be presented to the Board.
- (c) The Board in making any decision to suspend the Member from the provision of services or to remove the Member as a Member must take into account the Member's written or oral submissions and advise the Member in writing of any decision and the reason for the decision.

4.14 Resignation of Membership

4.14.1 A Member may resign from Membership by written notice, including by E-mail communication, addressed and delivered to the Executive Officer.

4.14.2 A notice of resignation from Membership takes effect either:

- (a) Where the Member ceases to be eligible as a Member:
- (i) On the day on which the notice is received by the Federation; or
 - (ii) On the day specified in the notice, which is a day not earlier than the day when the Member ceases to be eligible to be a Member.

Whichever is the later.

- (b) In any other case:
- (i) At the end of two (2) weeks, or such shorter period as is specified in these Rules, after the notice is received by the Federation; or
 - (ii) On the day specified in the notice;

Whichever is the later.

4.14.3 Any dues payable but not paid by a former Member, in relation to a period before the Member's resignation from the Federation took effect, may be sued for and recovered in the name of the Federation, in a court of competent jurisdiction, as a debt due to the Federation.

4.14.4 A notice delivered by the person mentioned in sub-rule 4.14.1 is taken to have been received by the Federation when it was delivered.

- 4.14.5 A notice of resignation that has been received by the Federation is not invalid because it was not addressed and delivered in accordance with sub-rule 4.14.1.
- 4.14.6 A resignation from Membership is valid even if it is not affected in accordance with this Rule, if the Member is informed, in writing, by or on behalf of the Federation, that the resignation has been accepted.
- 4.15 Recovery of Arrears
- 4.15.1 In spite of subsection 177(2) of Schedule 1 of the Act, legal proceedings for the recovery of an amount payable by a person in relation to the person's Membership, must not be commenced after the end of the period of twelve (12) months starting on the day on which the amount became payable.
- 4.15.2 The amount ceases to be payable at the end of the period if legal proceedings to recover the amount have not been commenced by then.

4.16 Membership Records

- 4.16.1 The Federation shall keep a Register of Members, which shall contain all such matters and particulars as are prescribed under section 230 of Schedule 1 of the Act, together with the further particulars prescribed by sub-rules 4.10.1.
- 4.16.2 The Federation shall issue each Financial Member with a written acknowledgment of Membership, containing the name of the Member, and any other particulars determined from time to time by the Board.
- 4.16.3 The Federation shall keep a record of all acknowledgments of Membership issued during the preceding twelve (12) months.

4.17 Change of Address

- 4.17.1 A Member who changes their business address shall notify the Federation of any such change within a period of one (1) month thereof.

4.18 Duties of Members

- 4.18.1 It shall be the duty and responsibility of each Member to:
- (a) Protect at all times the interests, confidentiality and intellectual property of the Federation and of the Members thereof, in so far as they relate to the Federation affairs and the Objects of the Federation.
 - (b) Act at all times with complete honesty in relation to the funds and property belonging to the Federation, and to account promptly to the Federation for any money or other property of the Federation which may pass into their possession for any reason whatsoever.
 - (c) Refrain from any act, which is intended, or is likely to bring the Federation into disrepute or disgrace.
 - (d) Comply with all lawful resolutions, decisions or directions of the Board, in relation to matters concerning the Federation's affairs.
 - (e) Comply strictly at all times with these Rules, including any variation thereof from time to time.
 - (f) Notify the Federation as soon as practicable of any occurrence, matter or thing which may give rise to an industrial dispute involving Members of the Federation, or which may affect the industrial interest of Members.
 - (g) Deal with all other Members of the Federation with honesty and respect in relation to the affairs of the Federation, and without limiting the generality.

4.19 Discipline of Members

4.19.1 If a Member is found by the Board to have contravened any of the Rules of the Federation, the Board may discipline that Member by any of the following means:

- (a) Imposing a fine in a sum not exceeding one year's subscription for the current year.
- (b) Suspend the Membership of the Member for a period not exceeding six (6) months.
- (c) Expel the Member from the Federation.

4.20 Disciplinary Procedure

4.20.1 If any Financial Member (the "Complainant") believes that grounds exist for disciplining another Member in accordance with sub-rule 4.19, the Complainant may deliver to the Executive Officer, a notice in writing containing the following particulars (hereafter called "the Complaint"):

- (a) Name of Complainant.
- (b) Name of accused Member.
- (c) Facts and circumstances alleged by the Complainant to exist, and which constitute grounds for dealing with the Member under sub-rule 4.19, including the specific Rule alleged to have been contravened by the Member.
- (d) A request that the Board hear the Complaint and determine whether the Member should be dealt with under sub-rule 4.19.
- (e) Upon receiving such Notice, the Complaint shall be dealt with (including any Appeal) in accordance with the procedure prescribed in sub-rule 9.7, with all necessary adaptations for the purposes of hearing a Complaint under this Rule.

4.21 Cessation of Membership

4.21.1 The Membership of a Member shall cease (other than by resignation) once any one of the following occurs:

- (a) The Member remains a Member not Financial for a continuous period of one (1) year.
- (b) The Member is expelled in accordance with sub-rule 4.19.
- (c) The death of the Member.

4.22 Effect of Cessation of Membership

- 4.22.1 If the Membership of a Member is terminated on the grounds of sub-rule 4.21.1 (a) or (b), the Member shall not be entitled to any refund of any fees or contributions paid in advance, and shall remain liable for the payment of any fees, contributions or levies which were payable at the date of cessation of Membership, to the same effect as if the Member had resigned from the Federation under these Rules.

4.23 Register Update

- 4.23.1 It shall be the duty of the Executive Officer as directed by the President or Deputy President, to regularly (at least at six (6) monthly intervals) review the register of Members kept in accordance with these Rules and section 172 of Schedule 1 of the Act, and to ensure Members thereon who have resigned or whose Membership has ceased for any other reason, are removed forthwith from the register, or alternatively, that the register is clearly marked with an indication that such person is no longer a Member of the Federation.

4.24 Participation in Ballots

- 4.24.1 Every Financial Member of the Federation has the right to vote in any ballot taken for the purpose of submitting a matter to a vote of Members of the Federation.

RULE 5 - ELECTION OF BOARD MEMBERS AND OFFICE BEARERS

5.1 Returning Officer

- 5.1.1 At a Board meeting not later than 30 December of each year, the Board shall appoint a natural person to be the Returning Officer, for the conduct of elections of Board Members.
- 5.1.2 The Returning Officer shall not at the time of appointment or at any time during their appointment be:
- (a) A nominee for, or hold any other office in the Federation.
 - (b) An employee of the Federation.

5.2 Nominations (Board Members)

- 5.2.1 Candidates for election to any position on the Board must be Financial Members or Representatives of a financial member, for at least twelve (12) continuous months standing of the Federation, at the date on which nominations close.
- 5.2.2 No person shall be eligible to be, or continue to be, a member of the Board or an Office Bearer, if he or she ceases to be a member or the representative of the member, or ceases to be a financial member or representative thereof.

RULE 5 - ELECTION OF BOARD MEMBERS AND OFFICE BEARERS

- 5.2.3 The Returning Officer shall forward nomination forms to every Member entitled to nominate a candidate or candidates for an election. Any nomination form shall carry thereon or therewith a notification of the closing date of nominations, which shall be not less than 14 days nor more than 28 days from the date the Returning Officer so delivers the nomination form.
- 5.2.4 Nominations shall close at 5.00 pm on the day which is twenty-eight (28) days prior to the opening date of a postal ballot.
- 5.2.5 Candidates shall be nominated in writing by at least two (2) other Members of the Federation as the case may be, who must be Financial at the date on which nominations close. All nomination papers must be signed by and contain the addresses of those making the nomination, be countersigned by the person nominated and be lodged with the Returning Officer on or before the date fixed for the closing of nominations.
- 5.2.6 If the Returning Officer finds a nomination to be defective, the Returning Officer shall, before rejecting the nomination, notify the person nominated of the defect and, where practicable to do so, allow them an opportunity to remedy the defect within a period of time no later than within seven (7) days after being so notified.
- 5.2.7 No nomination paper shall be rejected for any formal defect or error therein if the Returning Officer is satisfied that the provisions of the Rules have been substantially complied with.
- 5.2.8 If at the close of nominations there are no more eligible candidates that are required to fill the positions advertised, the Returning Officer shall declare the nominated candidate or candidates duly elected, and the elected candidate shall take office from the next ordinary meeting of the Board.
- 5.2.9 If the number of persons who are duly nominated as candidates exceed the number to be elected, then a secret postal ballot shall be taken in the manner herein provided.
- 5.2.10 A candidate may withdraw their consent to their nomination by 12.00 noon on the date fixed for the closing of nominations, by delivering to the Returning Officer a notice in writing to that effect, and thereupon and thereby the nomination shall be cancelled.
- 5.2.11 After the closing date for nominations and after the Returning Officer has checked the eligibility of all candidates and nominators, the Returning Officer shall supply a summary of nominations to all candidates.
- 5.2.12 Any candidate who wishes to challenge the accuracy of any information contained in the "Candidate Information", may object by notice in writing to the Returning Officer within seven (7) days of receiving such information.
- 5.2.13 The Returning Officer shall rule upon any such objection as expeditiously as possible, after giving the candidate whose information is challenged, a proper opportunity to be heard. The decision of the Returning Officer as to the content of the candidate's information shall be final, and no appeal shall lie in relation to such decision.

5.3 Register of Voters

5.3.1 For the purpose of every election it shall be the duty of the Executive Officer, at the written request of the Returning Officer, to compile a register of voters for the Federation, and in doing so the Executive Officer shall observe the following:

- (a) The register of voters shall consist of the full names of all Financial Members of the Federation entered on the Membership register of the Federation, seven (7) days before nominations for the election open.
- (b) Where the register of voters consists of the names of all Financial Members of the Federation, the register of voters shall be a correct alphabetical roll, showing in Part A thereof, the full names and addresses of all the eligible Members.

5.3.2 The Executive Officer shall have full access to any and all records of the Federation, which discloses information for compiling or verifying the register of voters.

5.3.3 The Returning Officer shall make such checks of the records of the Federation as are necessary to verify the register of voters.

5.3.4 The Returning Officer shall at all times during which the office of the Federation is open for business keep open for inspection by any person, without fee, a copy of the register of voters (with current deletions and supplementary roll) and shall furnish copies of such rolls to any person requiring them on payment of a reasonable fee.

5.4 Voting by Postal Ballot

5.4.1 The Returning Officer shall:

- (a) Transmit by prepaid post in a sealed envelope to every member entitled to vote, a printed ballot paper, on which shall appear the Returning Officer's initials, or a facsimile of those initials, together with the printed candidate information (if any), compiled by the Returning Officer.
- (b) Post the ballot papers on the last working day immediately preceding the date set for the opening of the ballot.
- (c) If a Member will be absent from their residential address during a ballot, they may advise the Returning Officer of an alternative address to which the Returning Officer shall post ballot material.

5.4.2 Every ballot paper so transmitted to a voter shall be accompanied by:

- (a) An unsealed, reply paid envelope, addressed to the Returning Officer at a post office box number designated by the Returning Officer. The Returning Officer shall ensure that the designated post office box is adequately secured.
- (b) A prepaid stamped addressed envelope, together with a declaration envelope, both in the form prescribed by the Workplace Relations (Registration and Accountability of Organisations) Regulations 2003.

5.4.3 Each and every ballot paper shall:

- (a) Be of such material and opacity, as when folded once, to effectively conceal the manner in which the same shall have been marked in voting.
- (b) Be distinguished by a complex security pattern and a different colour of paper from the ballot papers used at any preceding two (2) elections.
- (c) Contain a printed list of the names of all candidates for the office or positions to be filled at the election, with each name inserted once only with the surname first, followed by the first name and middle name(s), and arranged in the order of surnames determined by lot (as drawn by the Returning Officer), and with the name of no other person appearing.
- (d) Where two (2) or more candidates have the same surname, first name and middle name(s), have distinguished on those ballot papers those candidates by the addition, relative to their names as listed on those ballot papers, of their residences, occupations or other matter, if any, necessary to distinguish them.
- (e) Have an instruction to the voter to complete and sign the declaration on the envelope provided in accordance with sub-rule 5.4.2 or their vote will not be counted.

5.4.4 The method of voting shall be the "first past the post" method.

5.4.5 After posting the ballot papers, the Returning Officer shall provide a locked ballot box or sealed container, of which the Returning Officer only shall keep the key, and the Returning Officer shall forthwith place such ballot box or sealed container in a safe and secure place.

5.4.6 The voter shall mark and fold the ballot paper so as to conceal the manner in which it was marked. The voter shall then place the folded ballot paper in the declaration style envelope provided and shall seal this envelope. The voter shall complete and sign the form of declaration on the envelope and place the envelope in the reply paid envelope addressed to the Returning Officer, and shall seal the reply paid envelope and post it so as to reach the Returning Officer by the time specified for the closing of the poll.

5.4.7 The Returning Officer shall have deposited in the ballot box or sealed container referred to in sub-rule 5.4.5, every envelope addressed to him/her that is received through the post until 10.00 am on the day appointed for closing the poll.

5.4.8 Any eligible voter who has not received ballot material, or who has in their possession spoilt ballot material, may make an application to the Returning Officer for duplicate ballot material. In such an event the Returning Officer may provide duplicate ballot material to a voter only if the Returning Officer is satisfied that a ballot paper has been destroyed, lost, damaged or misused. In the case of a damaged or misused ballot paper, such duplicate ballot material may only be issued by the Returning Officer, on receipt of the damaged or misused ballot paper. Duplicate ballot material may only be issued by the Returning Officer, if the eligible voter requests such duplicate ballot material in writing at least (3) days before closing the poll.

5.4.9 All envelopes containing ballot papers that have been received after 10.00 am on the day appointed for closing the poll, and which the Returning Officer has on that account refused to accept, shall be endorsed to that effect by the Returning Officer and set aside for separate custody.

5.5 Scrutiny

5.5.1 For the purposes of every election, the Returning Officer shall appoint a place at which the votes shall be examined and the result of the election ascertained.

5.5.2 Scrutineers:

- (a) Any candidate may, by advice in writing to the Returning Officer, appoint one scrutineer to be present at any stage of the election.
- (b) Scrutineers shall be advised that the absence of a scrutineer will not delay any step in the election.
- (c) Scrutineers must produce a letter of authority or suitable identification on their initial introduction to the Returning Officer.
- (d) All scrutineers shall, in the case of a ballot, be entitled to observe the admission and the counting of votes, the conduct of and the determination of the election, and the declaration of the poll.
- (e) All reasonable steps should be taken to enable each scrutineer to exercise their rights. No election shall be vitiated should a scrutineer not exercise any or all such rights, having had reasonable opportunity to do so.

5.5.3 Examination of Votes:

- (a) As soon as practicable after 10.00 am on the day appointed for closing the poll, the Returning Officer shall forthwith convey the ballot box or security container to the place appointed under sub-rule 5.5.1 and shall then and there in the presence of such of the candidates and scrutineers as may attend, deal with the declaration style envelopes as provided in this rule.

5.5.4 Final Determinations by Returning Officer.

- (a) Forthwith, after completing the proceedings, the Returning Officer shall make out a written statement signed by the Returning Officer, and countersigned by any scrutineers who are present and consent to sign the same, containing the numbers, in words and figures, of the votes received for each candidate.
- (b) If more than one candidate receives the same number of votes, the Returning Officer shall determine by drawing lots between the equal candidates, which candidate or candidates, as the case may be, shall be elected.

RULE 5 - ELECTION OF BOARD MEMBERS AND OFFICE BEARERS

- 5.5.5 The Returning Officer shall thereupon declare the result of the election, which shall contain all information as required by Regulation 140 of the Workplace Relations (Registration and Accountability of Organisations) Regulations 2003.
- 5.5.6 After the declaration of the election, the Returning Officer shall make up in separate parcels:
- (a) All the ballot papers, declaration forms, envelopes, books and papers kept and used by him/her during the polling.
 - (b) All declaration style envelopes set aside for separate custody under sub-rules 5.4.9.
 - (c) The marked register of voters.
- 5.5.7 Upon the completion of the report required by sub-rule 5.5.8, the Returning Officer shall seal up the parcels, and shall keep the same in a secure place for a period of not less than twelve (12) months following the declaration of the election.
- 5.5.8 As soon as practicable after the declaration of the election, the Returning Officer shall make a written report on the election to the Industrial Registrar and Federation.
- 5.5.9 The Returning Officer's report shall include all information required by section 197 of Schedule 1 of the Act, and Regulation 141 of the Workplace Relations (Registration and Accountability of Organisations) Regulations 2003.
- 5.6 Election of Board Office-Bearers (President and Deputy President)
- 5.6.1 The Board Office Bearers shall be elected by, and from amongst, the Board Members in the manner provided in this Rule.
- 5.6.2 A Board meeting shall be held at a time and date determined by the Returning Officer, advised in writing, within 1 months of the Annual General Meeting in each year, for the purpose of electing the Board Office Bearers.
- 5.6.3 Nominations for each office shall be called by the Returning Officer by notice sent to each Board Member, as soon as practicable following the declaration of the election of Members to the Board.
- 5.6.4 Nomination papers shall be returned to the Returning Officer at the nominated address, by the time and date determined by the Returning Officer, provided that Board Members shall receive not less than 14 days notice of the closing of nominations. Nominations shall be in writing, signed by the nominator and the nominee, and state the office or offices for which the nominee is nominated.
- 5.6.5 The Returning Officer shall examine all nomination papers received, and if finding a nomination to be defective, shall before rejecting the nomination, notify the person concerned of the defect, and where it is practicable to do so, give that person the opportunity of remedying the defect within a period of not less than 7 days after being so notified.

RULE 6 - STRUCTURE OF THE ORGANISATION

- 5.6.6 A nominator may withdraw a nomination or a nominee may decline nomination by notice to the Returning Officer.
- 5.6.7 The election for each Board Office Bearer shall be conducted separately in the order set out in this Rule.
- 5.6.8 If there are no more nominations for a Board Office Bearer than the number of vacancies to be filled, the Returning Officer shall declare the nominee or nominees elected to the office for which they were nominated.
- 5.6.9 Where candidates exceed the number of vacancies, an election shall be held by ordinary secret ballot amongst the Board Members present at the board meeting. The Returning Officer shall prepare the ballot papers and determine the manner in which votes are to be marked thereon.
- 5.6.10 A candidate who receives the highest number of votes cast for the positions of President and Deputy President shall be declared elected by the Returning Officer. In the event of an equality of voting the Returning Officer shall determine the matter by lot.
- 5.6.11 Where a Board Member has been nominated for more than one office, the Returning Officer shall withdraw the Board Member's nomination immediately that Board Member has been declared elected to any prior office.
- 5.6.12 In the election of Board Office Bearers, Board Members unable to be in attendance at the Board meeting called for that purpose, shall be entitled to be represented by an proxy Board Member who may vote as set out in Rule 7.5.

RULE 6 - STRUCTURE OF THE ORGANISATION

6.1 Board

- 6.1.1 Subject to Rule 7.2.3 the Board shall be the supreme policy making body of the Federation and all decisions of the Board shall be binding on all Members, and all other decision making bodies within the Federation.
- 6.1.2 The number of members of the Board shall be determined by the Board from time to time, provided that the Board shall consist of not less than eight (8) persons. The Board Office Bearers shall be President and Deputy President.
- 6.1.3 The Board shall, unless it otherwise determines, meet monthly (except January) between Annual General Meetings on such day and at such place as the Board may from time to time determine, and may otherwise meet for the dispatch of business, and may adjourn and otherwise regulate all meeting and proceedings.
- 6.1.4 The Board shall be responsible for the care, conduct, management and administration in all respects of the affairs, business, funds, and property of the Federation shall be vested in the Board.

6.2 Powers and Duties of the Board

- 6.2.1 Without limiting the generality of the preceding clause, the Board shall have the following powers and duties, subject to these Rules:
- (a) Decide policy of the Federation.

- (b) Direct the Executive Officer to carry out and perform any power or duty vested in the Board by these Rules, and to discharge such other duties and responsibilities as may be assigned from time to time.
- (c) Confirm, vary, alter, overrule, or otherwise deal with decisions of the Federation.
- (d) Decide any matters submitted to it for decision by the Executive Officer.
- (e) Submit any matter to the Members of the Federation for decision by way of ballot or purpose.
- (f) Institute and/or defend legal proceedings in matters relating to the affairs of the Federation.
- (g) Appoint and/or dismiss such agents as are deemed necessary to enable the Federation to discharge its functions, and to assist the Federation in carrying out their respective functions under these Rules.
- (h) Hear and determine any form of dispute which may arise between members of the Federation.
- (i) Do all such things as are necessary or incidental to the carrying out of all or any of the Objects of the Federation or the obligations of the Federation in accordance with any Act or law.

6.3 Industrial Relations Advocate and Executive Officer

6.3.1 Appointment of Industrial Relations Advocate:

The Board may appoint a person as Industrial Relations Advocate of the Federation under arrangements determined by the Board.

6.3.2 The Industrial Relations Advocate shall:

- (a) Be engaged on terms and conditions determined by the Board.
- (b) Act generally on behalf of the Federation.
- (c) Be subject to the control and direction of the Board, and shall give effect to all decisions on the Board and General and Annual General meetings.
- (d) Promote the settlement of industrial disputes, advise and represent members before industrial tribunals, and prepare and collate evidence for submission before those tribunals.
- (e) Keep members fully and promptly informed upon matters affecting awards, rates and their interpretation, and all other matters affecting them as members.

- (f) Conduct seminars, and hold lectures and such other functions deemed necessary, to further educate members in all matters affecting them as members.
- (g) Acquire, print, publish and circulate such books, journals and other writings as may be conducive to the attainments of the Federation.
- (h) Protect the interests of members in relation to parliamentary legislation and the like which may affect members as such.
- (i) Establish good relations with employees, and organisations representing their interests.

6.3.3 Appointment of Executive Officer.

The Board may appoint a person as Executive Officer of the Federation under arrangements determined by the Board.

6.3.4 The Executive Officer shall:

- (a) Be engaged on terms and conditions determined by the Board.
- (b) Act generally on behalf of the Federation.
- (c) Be subject to the control and direction of the Board and shall give effect to all decisions on the Board and General and Annual General meetings.
- (d) Give, or cause to be given, notice of all Annual General Meetings, General Meetings, Board Meetings and any other committees constituted under these Rules.
- (e) Prepare annually, and submit to the Auditor to be audited a Profit and Loss statement and Balance Sheet for the preceding financial year.
- (f) Be in attendance, unless prevented by illness, incapacity, leave or other sufficient reason, at all Board, General and Annual General Meetings and keep, or cause to be kept, minutes of the proceedings of any such meetings, where necessary.
- (f) Not pay, commit, lend or other wise appropriate any of the property or funds of the Federation for any purpose whatsoever except in accordance with these Rules.
- (h) Perform all acts and take all necessary steps for the promotion and future benefit and advantage of the Federation and its Members.

6.3.5 The Board may appoint a replacement in the event of a vacancy occurring in the office of Industrial Relations Advocate and/or Executive Officer.

6.3.6 The Board shall cause to be kept by the Executive Officer.

- (a) A proper record of the business transacted at all meetings of the Federation, the Board, or any committees thereof.

- (b) The Register and Registers of Members and their postal addresses, and keep such at the Office.

6.3.7 The Executive Officer shall cause to be issued:

- (a) Notices of all resolutions, decisions, amendments of and under these Rules, and of all meetings connected with the Federation.
- (b) All notices and returns required to be given by or on behalf of the Federation under any law.

RULE 7 - MEETINGS

7.1 Board Meetings

The Executive Officer shall notify each member of the Board by E-mail or written notice of the date and location of such meetings.

7.1.1 Proceedings at Board Meetings:

- (a) The minutes of any Board Meeting must state the method of meeting and the persons present.
- (b) Notice of every Board Meeting and agenda must be given to each member of the Board fourteen (14) days prior to every Board meeting.
- (c) Any notice of a Board Meeting may be given by E-mail or any other means of communication.
- (d) The President is the chairperson of all meetings of the Board.
- (e) At a Board meeting:
 - (i) In the absence or inability of the President to act as chairperson, the Deputy President shall act as chairperson.
 - (ii) In the absence or inability of the Deputy President to act as chairperson the Board Members may elect one of their numbers to be chairperson of that Board Meeting.
- (f) Subject to these Rules, questions arising at a board meeting are decided by a majority of votes of Board Members present, and any such decision is for all purposes deemed a decision of the Board.
- (g) In case of an equality of votes, the chairperson of the meeting, in addition to their deliberative vote (if any), has a casting vote. The chairperson has discretion both as to whether or not to use the casting vote, and as to the way in which it is used.

- (h) A facsimile, E-mail or similar means of communication, addressed to or received by the Federation, and purporting to be signed by a board member for the purposes of these Rules, is deemed to be a document in writing signed by that Board Member.
- (i) The Board may delegate any of their respective powers (other than those which can only be exercised by them under the Act) to:
 - (i) Committees consisting of such Board Members as they think fit.
 - (ii) The Executive Officer.

7.2 General Meetings:

- 7.2.1 If the Executive Officer receives a request in writing for a General Meeting of Members, signed by no less than five (5) percent of the Members of the Federation, the Board shall call a General Meeting of all Members of the Federation at a time, date and place which the Executive Officer determines to be the most likely to permit the maximum number of Members of the Federation to attend such meeting.
- 7.2.2 Particulars of such meeting, including the time, date and location thereof, will be notified to all Members of the Federation in writing, not more than six (6) weeks, nor less than four (4) weeks after the receipt of the request by the Executive Officer.
- 7.2.3 Any resolution passed or adopted at a General Meeting of the Members shall be conclusive and binding on all members and on the Board of the Federation.

7.3 Annual General Meetings

- 7.3.1 The Annual General Meeting of the Federation shall be held not later than 30 December in each year. The procedures for General Meetings shall apply to Annual General Meetings.
- 7.3.2 At least 14 days notice (exclusive of the day on which the notice is served and of the day for which notice is given), of an Annual General Meeting must be given to such persons as are entitled to receive notices of Annual General Meetings from the Federation.
- 7.3.3 A copy of financial reports will be supplied to members twenty one (21) days prior to the Annual General Meeting.
- 7.3.4 The ordinary business of an Annual General Meeting is to:
 - (a) Proving of minutes
 - (b) Receive the declaration of any elections conducted since the previous Annual General Meeting.
 - (c) Receive and consider the profit and loss account, the balance sheet, and the certificate of the Board and the report of the Auditor on the accounts of the Federation.

- (d) Appoint the Auditor.
- (e) Appoint the Returning Officer.
- (f) Transact any other business, which under these Rules or the Act, must be transacted at an Annual General Meeting.

7.4 Conduct of Meetings

- 7.4.1 At each of the meetings referred to in sub-rules, 7.1, 7.2 and 7.3, the President shall preside, or in his or her absence, the Deputy President.
- 7.4.2 In the absence of the President and Deputy President, the attending Members shall elect a presiding Member for the purposes of that meeting only.
- 7.4.3 If a Member is not present at a General Meeting or Annual General Meeting, that Member may be represented at the General Meeting or Annual General Meeting by a proxy executed by that Member in accordance with sub rule 7.5. Where a person so authorised is present at a General Meeting or Annual General Meeting, the Member is deemed to be personally present at the General Meeting or Annual General Meeting.
- 7.4.4 The minimum number of people required to establish a quorum for meetings shall be as follows:
 - (a) A Board Meeting will occur when the Board has fifty percent (50) percent of Board members present.
 - (b) A General Meeting of members of the Federation will occur when the General Meeting has, five (5) percent of the members of the Federation are present.
 - (c) An Annual General Meeting of members of the Federation will occur when the Annual General Meeting has, five (5) percent of the members of the Federation present.

7.5 Appointment of a Proxy

- 7.5.1 A Member may appoint one proxy. A proxy must be a Financial Member.
- 7.5.2 An instrument appointing the proxy may not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or proof of the power of attorney or authority to the satisfaction of the Board is or are deposited at the Office or at any other place specified for that purpose in the notice convening the General Meeting or Annual General Meeting not less than 30 minutes before the time for the holding of the General Meeting or Annual General Meeting or adjourned General Meeting or Annual General Meeting as the case may be at which the person named in the instrument proposes to vote.

- 7.5.3 It is sufficient if the proxy nomination is received at the Office by facsimile or E-mail transmission or by similar means of communication in a reasonably legible form. If the proxy is required to be accompanied by other documents then these documents, may also be received at the Office by facsimile or E-mail transmission.
- 7.5.4 An instrument appointing a proxy must be in writing under the hand of the Member, duly authorised in writing.
- 7.5.5 The instrument of proxy must be substantially in the form determined by the Board but the form must:
- (a) Enable the Member to specify the manner in which the proxy must vote in respect of a particular transaction; and
 - (b) Leave a blank for the Member to fill in the name of the person primarily appointed as proxy.
- 7.5.6 The form may provide that if the Member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the chairperson of the General Meeting or Annual General Meeting is appointed proxy.
- 7.5.7 An instrument for appointing a proxy may be in the following form, or in a form that is as similar to the following form as the circumstances allow:
- 7.5.8 An instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
- 7.5.9 If a proxy is only for a single General Meeting or Annual General Meeting, it may be used at any postponement or adjournment of that General Meeting or Annual General Meeting, unless the proxy states otherwise.
- 7.5.10 A proxy may be revoked at any time by notice to the Federation.
- 7.5.11 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution, and, where an instrument of proxy has so provided; the proxy is not entitled to vote on the resolution except as specified in the instrument.
- 7.5.12 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid despite:
- (a) The death or unsoundness of mind of the principal.
 - (b) The revocation of the instrument (or of the authority under which the instrument was executed) or of the power of attorney.

if the Federation has not received notice of the death, unsoundness of mind or revocation at the Office before the commencement of the General Meeting or Annual General Meeting or adjourned General Meeting or Annual General Meeting at which the instrument is used or the power is exercised.

RULE 8 - OFFICERS

- 7.5.13 A proxy is entitled to vote on a show of hands of Financial Members thereof and on a poll of Financial Members.
- 7.5.14 Except where these rules prescribe a special resolution, resolutions of Members at a General Meeting or Annual General Meeting shall require an ordinary resolution.
- 7.6 Voting at Meetings
- 7.6.1 Voting by members in attendance at each of the meetings referred to in sub-rules 7.2 and 7.3 may be by a show of hands and or by secret ballot as determined by the Members.
- 7.6.2 Any member unable to attend a meeting referred to in rules, 7.2 (General Meetings) or 7.3 (Annual General Meetings) may appoint another financial member of the Federation or representative of that body, to exercise that member's vote at the meeting. Such appointment shall be as per Rule 7.5. No member shall hold more than one proxy at any meeting.
- 7.7 Decisions
- 7.7.1 Decision(s) of a simple majority of the Membership voting in a Board Meeting, General Meeting or Annual General Meeting shall be binding on the Federation, and it shall take immediate steps to act in accord with such decision(s).

RULE 8 - OFFICERS

- 8.1 Election of Board Members
- 8.1.1 Board Members in the Federation must be elected to that office by direct voting system by secret postal ballot.
- 8.1.2 Such election shall be of the Member of the Federation and be conducted in accordance with Rule 5.
- 8.2 Election of Board Office Bearers
- 8.2.1 The Board Office Bearers shall be elected by and from amongst the Board Members.
- 8.2.2 Such election must be a secret ballot and be conducted in accordance with Rule 5.6.
- 8.3 Term of Office
- 8.3.1 The term of each officer of the Federation shall be as follows:
- (a) The President and Deputy-President shall hold office for a term of 2 years and shall be eligible for re-election.
 - (b) Board Members shall hold office for a term of 4 years and shall be eligible for re-election.

(c) Board Office Bearers of the Federation are the President and the Deputy President.

8.4 Casual Vacancies

8.4.1 Where a casual vacancy arises in any office of the Federation, the Board shall take immediate action to have such vacancy filled. The Board may fill such vacancy by appointment of an eligible person, provided that the unexpired portion of the term of office in which the vacancy occurs does not exceed three-quarters of the term.

8.4.2 Where the unexpired portion of the term of office in which the vacancy occurs exceeds three-quarters of the term, the Board may fill such vacancy by temporary appointment of an eligible person until an election is held in accordance with rule 5, with the necessary changes, provided that no person so temporarily appointed shall hold office for a period exceeding three months. Any person elected or appointed to a position in accordance with this rule shall hold office for the unexpired portion of the predecessor's term of office.

8.5 Duties of Board Office Bearers and Board Members

8.5.1 President

The President shall chair all meetings of which he/she is in attendance, and carry out such other duties on behalf of the Federation as may be determined, from time to time. These duties may include representing or speaking for the Federation in matters related to the objectives of the Federation.

8.5.2 Deputy President

The Deputy-President shall assist the President, and chair meetings at which the President may not be in attendance.

8.5.3 Board Members

A Board Member shall attend Board meetings and uphold the rights, improve, foster and protect the interests of Members.

8.6 Disqualification of Board Members

8.6.1 A Board Member may be removed from the office to which the officer has been elected only if the officer has:

- (a) Ceased to be eligible under the Rules to hold the office.
- (b) Has been found guilty under these Rules of:
 - (i) Misappropriation of the Federation's funds.
 - (ii) A substantial breach of these Rules.
 - (iii) Gross misbehaviour or gross neglect of duty.

8.6.2 If any member of the Board was absent without leave for five consecutive meetings without reason, they may be removed from office and their place filled in accordance with these rules.

8.6.3 Any member of the Board who acts in a manner or matter, or does anything which may prejudice or cause to be prejudiced the good order or conduct of the Federation, may be removed from office by a resolution of the Board. In determining whether a member of the Board should be removed from office the Board shall:

- (a) Give to the person at least seven days notice of any meeting of the Board at which the issue is to be considered, which notice shall be in writing and contain the details of any complaint against the person.
- (b) Give to the person an opportunity to address the meeting of the Board.
- (c) Give the person formal notice of any decision made by the Board.

8.7 Procedure for Disqualification

8.7.1 If any Board Member believes that grounds may exist for the removal of a Board Member from the Board as provided under these Rules, that Board Member may deliver to the Executive Officer a Notice in writing containing the following particulars:

- (a) Name of Member giving the Notice (to be called "the Complainant").
- (b) Name of the position held.
- (c) Facts and circumstances alleged by the Complainant to exist, and which constitute grounds for removal under the Rules (called "the Complaint").
- (d) Request that the Board hear the Complaint and determine whether the Board Member should be removed from their position, or otherwise dealt with.

8.7.2 Forthwith upon receiving such a Notice, the Executive Officer shall examine same, and unless the Notice clearly fails to comply with this Rule, the Executive Officer shall deliver a copy of the Notice to the Board Member concerned.

8.7.3 The Executive Officer shall refer the Notice to the next scheduled Board meeting, and the Executive Officer shall nominate a time and place for hearing the Complainant and the Board Member in relation to the Complaint, which time shall be not less than twenty-one (21) days after the Board Member is delivered a copy of the Notice.

8.7.4 The Executive Officer shall notify the Board Member and the Complainant forthwith of the proposed time and place of such hearing, such notification to be given at least seven (7) days prior to the proposed time and place of such hearing.

- 8.7.5 At such hearing, the following procedure shall apply:
- (a) The President shall preside, unless the President is the Board Member in respect of whom the Complaint is made, whereupon the Board shall elect a Chair before formal proceedings commence.
 - (b) The Complainant shall present the evidence, both oral and documentary, upon which the Complainant relies to establish the ground(s) alleged for the removal of the Board Member.
 - (c) The Board Member and his/her advisers (if any) are entitled to be present at all times that such evidence is given to the Board and, subject to sub-rule 8.7.5 (e), to cross-examine all witnesses called, and to object to the admission of any material as evidence.
 - (d) Should the Complainant or Board Member against whom an allegation is made fail to appear at the hearing and fail to provide a satisfactory explanation for their non-attendance, the Board may proceed with the hearing of the allegation in their absence provided it is first satisfied that notice of the hearing in accordance with this rule has been served on them.
 - (e) Neither the Complainant nor the Board Member shall be entitled to legal representation to conduct the case on their behalf, unless the Board regards:
 - (i) The seriousness of the allegations in the Complaint; and the possible consequences for the Board Member under this Rule.
 - (ii) Due to the technical nature of the evidence to be called, the interests of fairness and justice require that any party making such request be so represented.
 - (iii) The Board shall also have regard to any disadvantage, (physical, social, linguistic or educational), in respect of which the Board Member may require particular assistance or protection.
 - (f) If either the Complainant or the Board Member is granted permission under this Rule to be legally represented, the other party shall thereby be entitled to be legally represented.
 - (g) After hearing the Complainant's evidence, the Chair shall call upon the Board Member to present such evidence in defence as may be desired. If the Board Member is surprised or otherwise prejudiced in the conduct of the defence by the giving of substantial evidence by the Complainant, which the Board Member could not reasonably anticipate, the Board may adjourn the proceedings for such reasonable time as is necessary to permit the Board Member to prepare a defence.
 - (h) The Board Member may call such evidence, both oral and documentary, as is deemed necessary to answer the matter raised by the Complainant. The Complainant and his/her advisers may be present at all times that such evidence is given, and may cross-examine any witnesses and object to the admission of any material as evidence.

- (i) Any Member of the Board may ask such questions of the Complainant, Board Member or any witness as may be deemed appropriate for the proper and speedy resolution of the matter.
- (j) Upon the conclusion of the evidence of the Board Member, an oral summation of the respective cases presented by the Complainant and the Board Member may be given by either or both parties, with the Board Member being allowed the right to the concluding submission.
- (k) In the conduct of the proceedings and in making a determination under this Rule, the Board shall not be bound by the Rules of evidence and procedure applied in Courts, but shall be bound to act in accordance with the principles of equity and good conscience, and with the interests of the Federation and its Members as the foremost consideration. The Board may inform itself on any matter as it deems just and fair, and may have regard to matters within the knowledge of Members of the Board, provided that any such matters as are not the subject of evidence shall be brought to the attention of the Complainant and the Board Member before the Board acts upon them.
- (l) Upon hearing all evidence and submissions, the Board may adjourn proceedings for such reasonable period as is required to determine the matters before it and no longer.
- (m) The Board shall decide whether or not the grounds alleged by the Complainant have been made out, by a simple majority vote of all Members present at the whole of the hearing. The decision of the Board shall be final and binding and there shall be no further appeal.
- (n) If the Board decides, after a hearing conducted in accordance with this Rule, that any ground(s) exist under these Rules for the removal of a Board Member from the Board, the Board may decide that the Board Member:
 - (i) Shall be removed forthwith from the position held on the Board.
 - (ii) Shall be suspended from the position on the Board for such period, not exceeding three (3) months, as the Board may decide.
 - (iii) Shall be admonished in lieu of, or in conjunction with, any of the foregoing.

RULE 9 - ADMINISTRATION

9.1 General

- 9.1.2 Except as expressly provided elsewhere in these Rules, any document which is required to be executed by or on behalf of the Federation shall be signed by the Executive Officer together with one or more of the President or Deputy President, and shall be impressed with the Common Seal of the Federation.

9.2 Notification of Industrial Disputes

9.2.1 The Industrial Relation Advocate, or in his/her absence, the President shall notify the Australian Industrial Relations Commission in the manner prescribed under the Act and rules of the Commission of the existence or likelihood of an industrial dispute.

9.3 Property of the Association

9.3.1 All property of the Federation, both real and personal, shall be held by the Federation in the following manner:

- (a) The Federation shall maintain accounts at a bank, as required by direction of the Board, for the purposes of maintaining the financial affairs of the Federation. All such accounts shall be kept in the name of the Federation, with such other words as are necessary to describe the nature or purpose of the account.
- (b) Any cash, cheque, or other negotiable instrument belonging to the Federation which comes into the possession of any Member of the Federation shall be immediately paid or delivered to the Executive Officer, who shall immediately pay such sum into the appropriate Federation bank account.

9.4 Accounts

9.4.1 The Board shall cause to be kept a complete and accurate account of the income and expenditure of the Federation and shall have authority to act upon the Federation's bank accounts.

9.4.2 The Executive Officer shall, in accordance with these Rules, cause the books of account of the Federation to be maintained completely written up as required under these Rules, and at the end of each financial year of the Federation, shall cause to be prepared, a Financial Report including statement of Profit and Loss and a Balance Sheet for such financial year, which shall be submitted to the Board for its approval.

9.4.3 The Executive Officer shall cause proper books of account to be kept by the Federation, which record the financial transactions of the Federation.

9.4.4 The financial year of the Federation shall end on 30 September in each year, and all books of account and associated records shall close on that date.

9.4.5 All cheques, negotiable instruments and moneys belonging to the Federation shall forthwith, upon receipt thereof, be paid to such bankers as shall from time to time be nominated by the Board for the credit of the Federation.

9.4.6 Cheques shall be signed by such persons as may from time to time be authorised by the Board.

9.5 Purposes of Expenditure

9.5.1 The funds and property of the Federation may only be applied in the furtherance of the Objects of the Federation and in the maintenance of the Federation and the advancement of the interests of its Members.

9.5.2 Any expenditure incurred or purported to be incurred by any other persons other than those authorised in accordance with these Rules shall be deemed a substantial breach of these Rules and/or gross misbehaviour and/or neglect of duty.

9.5.3 The Federation must develop and implement policies and procedures relating to expenditure.

9.6 Loans, Grants and Donations

9.6.1 A loan, grant or donation of an amount exceeding \$1,000.00 must not be made by the Federation unless the Board has approved the making of the loan, grant or donation by satisfying itself:

- (a) That the making of the loan, grant or donation would be in accordance with the other Rules of the Federation.
- (b) In the case of a loan, 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.

9.7 Accounting Records

9.7.1 The Association shall maintain at all times the accounting records required by Schedule 1, Chapter 8, Part 3 of the Act, and shall promptly comply with all other requirements of Schedule 1.

9.8 Audits

9.8.1 An Auditor, who is a member of CPA Australia, The Institute of Chartered Accountants in Australia, or the National Institute of Accountants and holds a current Public Practice Certificate, shall be appointed by the Federation at the annual general meeting.

9.8.2 The Auditor shall hold office from the time of appointment until the next annual general meeting of the Federation, unless they have died or retired and any casual vacancy occurring in the office of the Auditor may be filled by resolution of the Board.

9.8.3 A retiring Auditor shall be eligible for re-appointment.

9.9 Auditor Duties

9.9.1 The Auditor shall at least once in every financial year examine the accounts of the Federation and shall ascertain the correctness of the Profit and Loss account and Balance Sheet of the Federation. A report will be provided by the Auditor to the Executive Officer for presentation to the Board and Annual General Meeting.

9.9.2 The Auditor for audit purposes only, shall at all reasonable times have access to the books and accounts of the Federation. Such information and explanation or the inspection of and documents as to the Auditor may appear necessary and proper, and may report from time to time to the Board with regard to such books and accounts.

9.10 Execution of Industrial Agreements or Documents

9.10.1 No industrial agreement or other documents shall be executed by or on behalf of the Federation unless such execution shall have been first approved by the Board and a resolution authorising such execution has been passed by the Board at a meeting thereof.

9.11 Disclosure by Board members of Relevant Remuneration and Non-Cash Benefits

9.11.1 Each Board member must disclose to the Federation any remuneration paid to the Board member:

- (a) because the Board member is a member of a board, if he or she:
 - (i) is a member of the board only because he or she is a Board member; or
 - (ii) was nominated for the position as a member of the board by the Federation or a peak council; or
- (b) by any related party of the Federation in connection with the performance of the Board member's duties as a Board member.

9.11.2 The disclosure required by Sub-rule 9.11.1 must be made to the Federation as soon as practicable after the remuneration is paid to the Board member and in writing by letter addressed to the Executive Officer, which letter must be presented to the next Board Meeting after the Executive Officer receives it.

9.11.3 The Federation must disclose to its members:

- (a) the identity of the Board members who are five highest paid in terms of relevant remuneration for the disclosure period; and
- (b) for those Board members:
 - (i) the actual amount of his or her relevant remuneration for the disclosure period; and
 - (ii) either the value of his or her relevant non-cash benefits, or the form of relevant non-cash benefits, for the disclosure period.

9.11.4 For the purpose of Sub-rule 9.11.3, the disclosure must be made:

- (a) in relation to each financial year;
- (b) within 6 months after the end of the financial year; and
- (c) in the Financial Report as required under Sub-rule 9.4.

9.12 Disclosure of Material Personal Interests

9.12.1 Each Board member must disclose to the Federation any material personal interest in a matter that:

- (a) the Board member has or acquires; or
- (b) a relative of the Board member has or acquires;

that relates to the Federation.

9.12.2 The disclosure required by Sub-rule 9.12.1 must be made to the organisation:

- (a) as soon as practicable after the interest is acquired; and
- (b) in writing by letter addressed to the President which letter must be presented to the next Board Meeting after the Executive Officer receives it.

9.12.3 The Federation must disclose to the members any interests that are disclosed under Sub-rule 9.12.1:

- (a) in relation to each financial year;
- (b) within 6 months after the end of the financial year; and
- (c) in the Financial Report as required under Sub-rule 9.4.

9.13 Disclosure of Payments

9.13.1 The Federation must disclose to the members either:

- (a) each payment made by the Federation, during the disclosure period:
 - (i) to a related party of the Federation; or
 - (ii) to a declared person or body of the Federation; or
- (b) the total of the payments made by the organisation, during the disclosure period:
 - (i) to each related party of the Federation; or
 - (ii) to each declared person or body of the Federation.

9.13.2 Sub-rule 9.13.1(a) does not apply to a payment made to a related party if the payment consists of amounts deducted by the organisation from remuneration payable to Board members or employees of the Federation.

9.13.3 For the purposes of Sub-rule 9.13.2, the disclosure must be made:

- (a) in relation to each financial year;
- (b) within 6 months after the end of the financial year; and
- (c) in the Financial Report as required under Sub-rule 9.4.

9.14 Approved Training

Each Board member whose duties include financial duties must, within 6 months of taking office as a Board member, undertake training as approved by the General Manager under section 154C of the Act and that covers each of the Board member's financial duties.

RULE 10 - RULES AND DISSOLUTION

10.1 Alteration of Rules

10.1.1 The Rules of the Federation may be amended, added to, or rescinded only by a resolution of the Board at a Board meeting or by the members at a General Meeting called for that purpose. The resolution must be carried by a simple majority of all persons entitled to vote at the Board meeting or at a General Meeting.

10.1.2 A resolution to amend, add to, or rescind any of the Rules of the Federation may be proposed by any Financial Member of the Federation and must be seconded by any other Financial Member of the Federation.

10.1.3 Notice of a resolution to amend, add to, or rescind the Rules shall be given to all Members of the Board or members of the Federation at least one (1) month prior to the Board meeting or the General Meeting, at which such resolution is proposed.

10.2 Application and Interpretation of Rules

10.2.1 The Board shall decide all matters affecting the application or interpretation of these rules.

10.2.2 Except where there is anything in the context repugnant to such construction, words importing the singular number only shall include the plural and vice versa, words importing the masculine gender only shall include the feminine, and words and expressions denoting individuals shall be taken to include and apply to firms, companies and other bodies which are members of the Federation.

10.3 Members not to be taken to be Partners

10.3.1 The members of the Federation shall not be deemed, nor taken to be, partners, nor shall members be liable for the acts or defaults of one another.

10.4 Indemnity of Officers Board and Board Members

10.4.1 Every Office Bearer, Board Member, Industrial Relations Advocate and Executive Officer of the Federation shall be indemnified by the Federation against all actions, suits, claims and proceedings, and the Federation shall pay all costs, losses, charges, and expenses which any Office Bearer, Board Member Industrial Relations Advocate and Executive Officer of the Federation may in good faith incur, or become liable for, by reason of any contract entered into or act or thing done by him or her in good faith as such Office Bearer, Board Member, Industrial Relations Advocate and Executive Officer of the Federation in the discharge of his or her duties, in accordance with these Rules and any such Office Bearer, Board Member, Industrial Relations Advocate and Executive Director of the Federation entitled to such indemnity shall on the establishment of his claim therefore, have a lien on the property of the Federation for the amount thereof.

10.5 Seal

10.5.1 The Federation shall have a common seal, which shall be held in the custody of the Executive Officer. The Seal shall be affixed only by authority of the Board and in the presence of two Office Bearers and the Executive Officer or of some other person as authorised by the Board. A record of the use of the Seal shall be maintained in the seal register kept by the Executive Officer.

10.6 Dissolving of the Federation

10.6.1 The Federation may be dissolved or wound up by special resolution of the Members in general meeting.

10.6.2 If a special resolution to dissolve or wind up the Federation is made, any assets of the Federation of whatever kind, after the satisfaction of all debts and liabilities, shall not be paid to or distributed amongst the Members, but shall be distributed to such charities or another Federation(s) having like objects (within the meaning of that term in section 4(1) of the Act) to which any assets may be transferred as shall be determined by the Members by ordinary resolution in a General Meeting or failing such decision by the Board. The time to be taken for such winding up or dissolution shall be determined by the Board.

END OF RULES