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(replaces 02/02/05 version)



Victorian Employers' Chamber of Commerce and Industry

I CERTIFY under section 161 of the Fair Work (Registered Organisations) Act 2009 that the pages herein numbered 1 to 35 both inclusive contain a true and correct copy of the registered rules of the Victorian Employers' Chamber of Commerce and Industry.

DELEGATE OF THE GENERAL MANAGER
FAIR WORK AUSTRALIA

Rules of the Victorian Employers' Chamber of Commerce and Industry

Contents

1 - NAME OF ORGANISATION	1
2 - OFFICE	1
3 - OBJECTS	1
4 - INDUSTRY	4
5 - MEMBERSHIP AND CONDITIONS OF ELIGIBILITY	5
6 - APPLICATION FOR MEMBERSHIP.....	5
7 - PRIVILEGES OF ASSOCIATE MEMBERS.....	6
7A - HONORARY LIFE MEMBERSHIP.....	6
8 - SUBSCRIPTION	6
9 - UNFINANCIAL MEMBER.....	7
10 - TERMINATION OF MEMBERSHIP.....	7
11 - REGISTER OF MEMBERS.....	8
12 - MANAGEMENT	8
13 - OFFICE BEARERS.....	9
14 - POWERS OF THE BOARD OF DIRECTORS	10
15 - POWERS OF THE EXECUTIVE COUNCIL	11
16 - NOT USED.....	12
17 - REPRESENTATIVES.....	12
18 - ELIGIBILITY FOR OFFICE.....	12
19 - NOMINATING COMMITTEE.....	12
20 - ELECTION OF THE EXECUTIVE COUNCIL.....	13
20A - REGIONAL CHAIRPERSONS	14
21 - CONDUCT OF POSTAL BALLOTS.....	14
22 - ELECTION OF OFFICE BEARERS	16
22A - ELECTION OF EIGHT (8) EXECUTIVE COUNCIL MEMBERS TO BOARD OF DIRECTORS	17
22B – ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS.....	18
22C – ELECTION OF PRESIDENT AND DEPUTY PRESIDENT	19
23 - SCRUTINEERS	20
24 - RETIREMENT OF OFFICE BEARERS AND COUNCILLORS.....	20
25 - RETIREMENT OF THE EXECUTIVE COUNCIL	20
26 - CASUAL VACANCIES	21
27 - VACATION OF OFFICE.....	23
28 - MEETING OF MEMBERS.....	23
29 - MEETINGS OF COMMITTEES	25
29A - PROXIES.....	25
30 - NOTICES	26
31 - ANNUAL REPORT	27
32 - SECRETARY	27
33 - ACCOUNTS AND EXPENDITURE.....	29
34 - AUDIT	30
35 - PAYMENTS TO THE ORGANISATION.....	30
36 - APPLICATION OF INCOME AND PROPERTY	30
37 - INVESTMENT OF FUNDS	30
37A - HEDGING TRANSACTIONS	31
37B - APPOINTMENT OF INVESTMENT MANAGERS AND CUSTODIANS.....	31
38 - PROPERTY.....	32
39 - OBSERVANCE OF RULES.....	32
40 - BREACHES OF RULES.....	32
41 - ALTERATION TO RULES	33
42 - SEAL	33
43 - ARBITRATION PROCEEDINGS.....	33

44 - EXECUTION OF DOCUMENTS33
45 - INDEMNITY.....34
46 - GENERAL.....34
47 - FIDELITY GUARANTEE.....35
48 - WINDING UP35

RULES OF VICTORIAN EMPLOYERS' CHAMBER OF COMMERCE AND INDUSTRY

1 - NAME OF ORGANISATION

The Organisation shall be known as VICTORIAN EMPLOYERS' CHAMBER OF COMMERCE AND INDUSTRY (hereinafter referred to as "the Organisation").

2 - OFFICE

The office of the Organisation shall be at 486 Albert Street, East Melbourne, Victoria or at such other place as the Executive Council may determine.

3 - OBJECTS

The objects of the Organisation are:-

- (a) To further and protect the interests of its members in the proper conduct of their respective businesses, trades, professions and callings.
- (b) To promote commerce and industry and the interests of persons engaged as employers in trade, commerce and manufactures.
- (c) To take such action as may be necessary or advisable to regulate and determine the rates of pay and conditions of employment of employees of members or of employees in the industry either under the Fair Work Act 2009 or under the Laws of the several States or Territories of the Commonwealth or otherwise and to advise, assist and represent members in industrial matters.
- (d) To promote and foster the consideration and free discussion of all matters and questions affecting directly or indirectly trade, commerce and manufactures or the interests of employers of labour generally.
- (e) To promote or oppose legislative and other measures affecting or likely to affect trade, commerce and manufactures or interests of employers of labour generally.
- (f) To consider, initiate and support improvements in the laws affecting trade, commerce and manufactures or the interests of employers of labour generally.
- (g) To watch over and to promote depositions to Ministers of the Crown of the Commonwealth of Australia or of the several States of the Commonwealth or to any Public Body in relation to Bills presented to Parliament or action proposed to be taken or suggested affecting trade, commerce and manufactures or the interests of employers of labour generally.
- (h) To improve either abroad or within Australia the relations of members of the Organisation with their employees or with producers, distributors and consumers of Australian products and manufactures.
- (i) To develop, initiate, promote, support or oppose any existing or proposed policy of any relevant government or body, including legislation or any other measure, which will affect or potentially affect trade, commerce and manufacturing or interests of employers of labour generally.

- (j) To assist in organising present Associations of Employers and to establish form, subscribe to and subsidise or assist in the establishment, formation or promotion of and to support, aid and join any Association or Organisation calculated in any way to enhance or further either directly or indirectly the interests of trade, commerce and manufactures or the interests of employers generally.
- (k) To federate with affiliate with or act in conjunction with similar Associations in the other States of the Commonwealth and in New Zealand and to appoint representatives to any Association or Union of employers either in Australia or abroad.
- (l) To communicate with and act in conjunction with Associations of Employers in the several States of the Commonwealth of Australia and in New Zealand and concert and promote measures for the advancement or protection of trade, commerce, manufactures or the interests of employers of labour generally.
- (m) To enter into any amalgamation, affiliation, fusion or alliance with or co-operate or make any arrangement for the amalgamation or co-operation in whole or in part with any Association having objects altogether or in part similar to any of those of this Organisation or calculated to benefit the interests of those engaged in trade, commerce and manufactures or employers of labour generally.
- (n) To centralize the efforts of existing Associations by providing suitable premises for meetings and carrying on the work of a complete organisation for the purpose of keeping employers well informed as to all matters included in the purpose of this Organisation affecting their interests.
- (o) To establish branches and branch offices and to provide for the appointment of local committees to deal with local matters or matters of general interest to the Organisation which may require local attention.
- (p) To maintain and conduct a Club for the accommodation of members of the Organisation and to provide such rooms and other conveniences and generally to afford members all the usual privileges, advantages, conveniences and accommodation of a Club.
- (q) To establish or assist in the establishment of technical and statistical libraries and to provide therefor copies of Parliamentary and departmental reports official and other papers having reference to the industries, trade and commerce of Australia and of other countries and to collect, classify, tabulate and publish all information which might be calculated to interest members and the public generally in reference thereto and to permit access to the information possessed by the Organisation relating to the industries, trade and commerce aforesaid on such conditions as may be considered expedient.
- (r) To establish bursaries or scholarships for educational purposes to furnish and award competitive prizes in matters tending to further the interest of Australian products and manufactures and to establish and conduct and/or assist in establishing and conducting industrial or scientific museums, colleges or other organisations for industrial research and commercial intelligence bureaux.
- (s) To encourage the study of all matters relating to trade, commerce and manufactures and with that end in view to teach and instruct and to test by examination or otherwise the competence of persons and to award certificates and distinctions and to donate on such terms and conditions as may from time to time be prescribed, a prize or prizes or other rewards or distinctions.

- (t) To promote exhibitions of Australian products and manufactures.
- (u) To subscribe money for patriotic, educational, charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
- (v) To prosecute or defend any suits, applications and proceedings before any Court or Tribunal whatsoever as may be deemed necessary or expedient in the interests of the Organisation or its members.
- (w) To act as arbitrators in the settlement of and to appoint Committees to deal with disputes between members or any of them and their employees.
- (x) To print and publish any newspapers, periodicals, books or leaflets that the Organisation may think desirable for the promotion of its objects.
- (y) To adopt such means of making known the objects of the Organisation as may seem expedient and in particular by advertising in the press or on buildings, erections or hoardings by circulars, pictures or posters, by purchase and exhibition of works of art or interest by publication of books and periodicals and by granting prizes, awards and donations.
- (z) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Organisation in the shape of donations, annual subscriptions or otherwise.
- (aa) To acquire by purchase, take on lease or otherwise, lands and buildings and all other property, real or personal which the Board of Directors of the Organisation may from time to time think proper to acquire, and to re-sell lease or sublet, surrender, turn to account or dispose of such property or any part thereof and to erect on any such land any buildings and to alter, add to and maintain any building erected upon any such land.
- (bb) To sell, improve, maintain, manage, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Organisation.
- (cc) To raise and borrow money in such manner and upon such security (if any) as the Board of Directors of the Organisation shall think fit and in particular upon the security of any mortgage or mortgages of all or any part of the Organisation's property and rights (both present and future) or by the issue of debentures charged or not upon all or any part of the Organisation's property and rights (both present and future) and generally with such rights and upon such terms and conditions in all respects as the Executive Council shall see fit and to purchase redeem or pay off any such securities and re-issue same.
- (dd) To give guarantee bonds and indemnities and to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, drafts, debentures and all or any negotiable or transferable instruments.
- (ee) To invest and deal with the moneys of the Organisation not immediately required upon such securities or otherwise in such manner as may from time to time be determined.

- (ff) To take or otherwise acquire and hold shares in any other Organisation, Association or Company having objects altogether or in part similar to those of this Organisation or carrying on any business of whatsoever nature which is deemed by the Board of Directors of the Organisation to be capable of being conducted so as to further, directly or indirectly, the objects for which this Organisation is established or benefit the members thereof.
- (gg) To do any other act, matter or thing which may appear to the Board of Directors or the Executive Council of the Organisation to be in the interests of Australian industries or manufactures or Australian trade and commerce generally.
- (hh) To obtain and maintain any necessary licence or other authorisation to enable the Organisation to provide training, education or certification relating in any way to trade or commerce, which is recognised by any State, Territory or Commonwealth Government or any other relevant authority for particular purposes and to initiate and develop traineeships and apprenticeships or other similar schemes of qualification or training.
- (ii) To promote and facilitate the employment of apprentices and trainees in enterprises, particularly small and medium-sized enterprises.
- (jj) To promote and facilitate awareness among employers of labour market programs and available training arrangements, and thereby encourage the employment of unemployed persons.
- (kk) To develop traineeships and apprenticeships.
- (ll) To encourage and foster links between educators and employers, and increase the knowledge and understanding of young people and teachers about the world of work.
- (mm) To advise, assist and represent members generally, including by the provision of suitable training, services or information, in relation to industrial, employment and workplace matters and in developing effective, productive and enhanced relations between members and their employees.
- (nn) To ensure that membership of the Organisation is considered by business, government and the community generally as signifying that the members of the Organisation are:
 - a. constantly endeavouring to improve their business and its practices;
 - b. well organised, managed and governed;
 - c. ethical;
 - d. contributing to the overall economic and social development of the Victorian and Australian community;

4 - INDUSTRY

The Federation is formed in or in connection with the Clerical industry which shall include the keeping of accounts and records, the preparation and publication of documents, office organisation and business industrial and professional administration.

5 - MEMBERSHIP AND CONDITIONS OF ELIGIBILITY

The Federation shall consist of -

- (a) Those persons firms and companies or other incorporated bodies which at the date of adoption of these Rules namely were members of this Federation and who employ or usually employ labour engaged in any clerical occupation.
- (b) Any person firm or company which usually employs or employs labour engaged in any clerical occupation in connection with any trade, business, profession, occupation or calling carried on in Victoria by such person, firm or company and which is admitted as a member as hereinafter provided.
- (c) An Affiliated Society being a Trade Association or Chamber which in the opinion of the Executive Council is formed in the interests of employers in Victoria and which is a duly incorporated body usually employing labour engaged in any clerical occupation and which is admitted as a member as hereinafter provided.
- (d) Any person whether an employer in the industry or not who is an officer of the Federation and has been admitted as a member thereof.
- (e) Associate Members - An Affiliated Society as defined in sub-clause (c) hereof but which is not a duly incorporated body may be admitted as an Associate Member of the Federation subject to Rule 7 hereof.

6 - APPLICATION FOR MEMBERSHIP

Every application for membership shall be made to the Secretary in writing at the office of the Organisation and shall contain the correct name and address of the applicant and shall be signed by the applicant or in the case of a company applicant be sealed with the seal and shall be in a form approved from time to time by the Executive Council.

- (a) Upon receipt of an application for membership the Secretary shall inform the applicant in writing of:
 - (i) the financial obligations arising from membership; and
 - (ii) the circumstances and the manner in which a member may resign from the Organisation.
- (b) The Secretary shall submit all applications to a meeting of the Executive Council which may accept or reject the application. The applicant shall be informed of the result of his/her application for admission as a member by notice in writing signed by the Secretary. If the Executive Council rejects the application the applicant may by notice in writing addressed to the Secretary at the registered office of the Organisation within thirty (30) days of notice of such rejection appeal to the next Annual General Meeting of members and such meeting may accept or reject the application. The applicant shall be informed of the result of his/her appeal by notice in writing signed by the Secretary.
- (c) If and when the applicant is admitted to membership he/she shall upon paying his/her first annual subscription and/or entrance fee become a member of the Organisation.

7 - PRIVILEGES OF ASSOCIATE MEMBERS

The Executive Council may establish more than one (1) grade or type of associate membership but no Associate Member shall be entitled to be represented at meetings, save at the invitation of the Executive Council vote, appoint a representative in accordance with Rule 17 hereof or hold office in the Organisation.

An Associate Member:

- (i) is entitled to attend general meetings of the Organisation;
- (ii) is not entitled to vote at any meeting or in any election, poll or ballot;
- (iii) is not to be counted as part of any quorum;
- (iv) is not entitled to stand as a candidate for, or vote in, any election conducted under these Rules;
- (v) is not a member of the Organisation.

7A - HONORARY LIFE MEMBERSHIP

On the recommendation of the Executive Council, any person who has served with distinction as a member of the Executive Council (or its predecessor) may have bestowed upon him/her the title "Honorary Life Member" at any General Meeting of the Organisation and shall be entitled to the privileges set forth hereunder without payment of subscription.

- (a) Where a person upon whom the title Honorary Life member has been bestowed is otherwise eligible for membership of the Organisation pursuant to Rule 5(a)-(d) hereof, that person shall retain the rights and privileges conferred upon members in accordance with these Rules notwithstanding that the person may be referred to and/or entitled an Honorary Life Member.
- (b) Where a person upon whom the title Honorary Life Member has been bestowed is not otherwise eligible for membership of the Organisation pursuant to Rule 5(a)-(d) hereof, that person:-
 - (i) may not hold office in the Organisation.
 - (ii) may, if invited to do so (whether generally or specifically), attend as an observer at meetings of the Board of Directors, Executive Council or other committee established thereunder (as the case may be) but shall otherwise be disqualified from taking part in any proceeding of the Organisation.

8 - SUBSCRIPTION

- (a) The annual subscription and/or entrance fee payable by members shall be determined from time to time by the Executive Council.
- (b) A member's first annual subscription and/or entrance fee shall be payable on his/her admission to membership and future annual subscriptions shall be payable in advance at yearly intervals thereafter.

9 - UNFINANCIAL MEMBER

Any member who has not paid any subscription within three months from the date on which such subscription became due or payable shall be disqualified from taking part in any proceedings of the Organisation and may be struck off the roll of membership by resolution of the Executive Council in accordance with Rule 10(e).

10 - TERMINATION OF MEMBERSHIP

- (a)
 - (i) A member may resign from membership of the Organisation by written notice addressed and delivered to the Secretary. Such notice shall be taken to have been received by the Organisation when delivered to the Secretary.
 - (ii) A notice of resignation that has been received by the Organisation is not invalid because it was not addressed and delivered to the Secretary.
 - (iii) A resignation from membership of the Organisation is valid even if it is not effected in accordance with paragraph (i) hereof if the member is informed in writing by or on behalf of the Organisation that the resignation has been accepted.
- (b) A notice of resignation from membership of the Organisation takes effect:
 - (i) where the member ceases to be eligible to become a member of the Organisation:
 - (1) on the day on which the notice is received by the Organisation; or
 - (2) on the day specified in the notice, which is a day not earlier than the day when the member ceases to be eligible to become a member;whichever is later; or
 - (ii) in any other case:
 - (1) at the expiration of 2 weeks after the notice is received by the Organisation; or
 - (2) on the day specified in the notice;whichever is later.
- (c) If a member ceases to be engaged in or as an employer in the industry the membership of such member may, subject to the Member being accorded natural justice, be determined summarily by resolution of the Executive Council, provided however that such determination shall not affect the liability of the member to pay all monies owing by the member to the Organisation.
- (d) Any dues payable but not paid by a former member of the Organisation, in relation to a period before the member's resignation or termination from the Organisation took effect, may be sued for and recovered in the name of the Organisation in a court of competent jurisdiction, as a debt due to the Organisation.

- (e) If a member becomes unfinancial in accordance with Rule 9 his/her name may be struck off the Register of Members by Order of the Executive Council. Any member shall cease to be a member of the Organisation as soon as his/her name shall have been struck off the Register of Members by Order of the Executive Council and not sooner. Provided that where a member has become unfinancial and at least fourteen (14) days before the Executive Council orders that the member be struck off the Register of Members, the Secretary shall advise the person, in writing, that if he/she fails to pay the outstanding subscriptions within fourteen (14) days of the date of the letter then he/she will be struck off the Register of Members without further notice. If the person pays the outstanding subscriptions within that time then he/she shall not be struck off the Register of Members.
- (f) Any member who shall be expelled from the Organisation under the Provisions of Rule 40 hereof shall thereupon cease to be a member.
- (g) Members ceasing to be such from any cause whatsoever shall have no claim of any kind -- monetary or otherwise -- on the Organisation or its assets.

11 - REGISTER OF MEMBERS

- (a) The Secretary shall keep or cause to be kept a register of members in which shall be recorded the name and postal address, facsimile numbers, email addresses and any other relevant contact details of every member of the Organisation and a list of the names, postal addresses, and occupations of the persons holding office in the Organisation.
- (b) An entry of the name of a member in the register shall be as between the Organisation and the member prima facie evidence of membership of the Organisation.
- (c) Within 14 days after:
 - (i) the business, or part of the business, of a member is assigned or transferred to a person who is not a member of the Organisation; or
 - (ii) such a person succeeds to the business, or part of the business, of a member of the Organisation;the member is required to notify the Organisation of the assignment, transfer or succession.
- (d) Where the Organisation is notified in accordance with sub-rule (c) hereof the Organisation shall, within 28 days after being notified, give written notice of the assignment, transfer or succession to:
 - (i) a Register of the Australian Industrial Registry; and
 - (ii) any organisation of employees bound by an award or an order of the Commission that also bound the member in relation to the business or part of the business.

12 - MANAGEMENT

- (a) The management of the Organisation shall be vested in:-
 - (i) The Board of Directors.
 - (ii) The Executive Council.

- (b) The Board of Directors shall consist of the Office Bearers and the Secretary and six (6) members of the Executive Council (other than the Office Bearers) elected by and from the members of the Executive Council provided that past Presidents of the Organisation each of whom during the period he/she remains immediate past President of the Organisation or for a period of three years immediately following his/her vacation of office of President shall be entitled to attend meetings of the Board of Directors but shall not be a member of the Board of Directors and shall not be entitled to move or second or vote on any motion of the Board of Directors.
- (c) The Executive Council shall consist of twenty-three (23) members, or such greater or lesser number as determined from time to time by the Executive Council, elected by and from the members of the Organisation, two (2) of whom shall be the Officers elected as provided in rule 22 hereof, six of whom shall be the members of the Board of Directors elected in accordance with Rule 22A and five of whom shall be the Regional Chairpersons elected in accordance with Rule 20A hereof together with the Secretary elected pursuant to rule 32 hereof, provided that past Presidents who by virtue of sub-paragraph (b) are entitled to attend meetings of the Board of Directors shall be entitled to attend meetings of the Executive Council but shall not be members of the Executive Council or be entitled to move or second or vote on any motion.

13 - OFFICE BEARERS

- (a) The Office Bearers shall be a President and one Deputy President to be elected as hereinafter provided.
- (b) The President in all official relations of the Organisation shall take precedence over all other members. He/she shall be entitled to take the Chair when present at any meeting of the Board of Directors or Executive Council or other Committee and, when acting as Chair, shall have a casting vote in addition to his/her own in all cases of equality in the voting or ballot on any question. For the avoidance of doubt, he/she shall not be entitled to any further votes in his/her capacity as a member of the Board of Directors or the Executive Council or other Committee. He/she shall be ex-officio a member of all Committees. He/she shall be elected for a three year term, retire at the conclusion of that term and shall be eligible for re-election.
- (c) The Deputy President shall be elected and hold office for a term of three years and shall be eligible for re-election. In the absence of the President from any meeting of the Executive Council or the Board of Directors or other Committee of which a Deputy President is a member or if at any meeting of a Committee the President although present does not desire to act as Chairperson the Chair shall be taken by the Deputy President. The Deputy President is entitled to one vote, and in circumstances where he/she takes the Chair in place of the President, shall have a casting vote in addition to his/her own in all cases of equality in the voting or ballot on any question. For the avoidance of doubt he/she shall not be entitled to any further votes in his/her capacity as a member of the Board of Directors or the Executive Council or other Committee.
- (d) In the absence of the President and Deputy President from any meeting of the Executive Council or Board of Directors or other Committee or if at any meeting of a Committee (other than the Executive Council or the Board of Directors) the President or Deputy President although present do not desire to act as Chairperson then the meeting shall elect a Chairperson for the time being.

14 - POWERS OF THE BOARD OF DIRECTORS

Subject to these Rules and to any By-laws, Regulations or Orders from time to time made by the Executive Council hereunder and to any directions from time to time given to it by the Executive Council and to any resolution of a General or Special Meeting of Members the Board of Directors shall have the general conduct and control of the business of the Organisation and without limiting the generality of the foregoing shall have the following specific powers:

- (a) To receive accounts duly and authorise their payment or otherwise.
- (b) In consultation with the President to promulgate guidelines relating to the appointment, resignation, retirement or re-appointment of members of the Board of Directors and/or the Executive Council.
- (c) To ensure that satisfactory procedures are followed by the Organisation so that the funds of the Organisation are subjected to adequate control and, satisfy the requirements of the Fair Work (Registered Organisations) Act 2009 and any Regulations made thereunder and, inter alia, regularly review the expenditure of the Organisation making recommendations for payment or otherwise of such expenditure.
- (d) To initiate, examine, alter amend or otherwise deal with such projects and expenditure as will promote the objects of the Organisation and to adopt such measures as it from time to time deems expedient for the purpose of giving effect to those objects or any of them.
- (e) To lodge any document referred to in Rule 43 hereof.
- (f) Notwithstanding the powers conferred upon the Executive Council pursuant to Rule 32 hereof, to suspend up to a period of 12 months or remove the Secretary in accordance with Rule 32(iv) hereof and to fix his/her remuneration.
- (g) To form branches of the Organisation in such places as may from time to time be determined by the Executive Council.
- (h) To act on behalf of the Organisation in all matters relative to bankrupts and insolvents, assignments for the benefit of creditors or liquidators.
- (i) To put into effect the powers and authorities hereby vested in the Executive Council for regulating the conduct and proceedings of the Organisation and of the Committee meetings, and generally to provide for all such matters and things relating to the management of the property of the Organisation and to the conduct of its business as are not inconsistent with or repugnant to these Rules or required to be done by the Organisation in General Meetings.
- (j) To purchase, take on lease or licence or otherwise acquire, hold, sell, lease, mortgage, exchange or otherwise own, possess or deal with any real or personal property and renovate, alter, improve or erect buildings on any property with the moneys of the Organisation and to let, hire, lease or sell such property including power to mortgage, charge or encumber same for the purposes of the Organisation.

- (k) To determine who shall be appointed or removed from office as a Director or Directors of any company in respect of which the power of appointment or removal of Directors is vested in the Organisation.
- (l) To co-opt for a period of not longer than 12 months in each case, up to two additional persons to the Board of Directors. Any person co-opted must be a member of the Executive Council. Any such person or persons so appointed shall not be eligible to:
 - a. vote at any meeting of the Board of Directors; or
 - b. be elected as an Office Bearer of the Organisation; or
 - c. attend meetings of the Board of Directors except by invitation; or
 - d. exercise any function or power, whether individually or collectively, conferred on the Board or any member of the Board by these Rules or by the *Fair Work (Registered Organisations) Act 2009* or any regulations made thereunder.
- (m) To appoint a Nominating Committee in accordance with Rule 19 hereof.

15 - POWERS OF THE EXECUTIVE COUNCIL

Subject to these rules and to the powers conferred on the Board of Directors by these Rules and to any resolution of a General or Special Meeting of Members, the Executive Council shall have the following powers:

- (a) To determine matters of policy concerning the affairs of the Organisation either of its own volition or if referred to it by the Board of Directors.
- (b) To repeal, alter or add to any Rule to enable the Organisation to comply with the provisions of the *Fair Work (Registered Organisations) Act 2009* or any Regulations thereunder or to comply with the requirements of the Registrar.
- (c) To hear and determine any charge made against a member.
- (d) To appoint from time to time a Returning Officer, not being the holder of any other office and not being an employee of the Organisation, to conduct all elections to be held in accordance with these Rules and to terminate any such appointment. No Returning Officer shall be a candidate for any office the election for the filling of which he/she would conduct.
- (e) To direct the policy of the Organisation in all matters affecting the interests of members.
- (f) To establish Committees to investigate and report to the Executive Council on any matter of policy affecting the Organisation or its members.
- (g) To appoint for such time as it determines appropriate up to two additional persons to the Executive Council who are not representative of a member of the Organisation. Any such person or persons so appointed shall not be eligible to vote in any ballot of the Executive Council or to be elected as an Office Bearer of the Organisation.

- (h) From time to time to make such By-laws and Regulations and issue such Orders consistent with the Rules for the time being of the Organisation as shall appear to it conducive to the good management and effective working of the Organisation and all such By-laws, Regulations and Orders shall be proposed to the members of the Organisation at the next General Meeting after making thereof and may be repealed or altered by a General Meeting but all such By-laws, Regulations and Orders shall come in to force immediately they are made and shall be binding on all members and officers of the Organisation.
- (i) To delegate any of its powers to a Committee or Committees consisting of members of its body.
- (j) To refer matters to any Committee or Committees consisting of members of the Organisation or other persons eligible under Rule 18 hereof, save however that no such Committee or Committees shall have the power to exercise any of the powers of the Executive Council. Any decision, recommendation, advice or report of any committee constituted by virtue of this sub-rule shall be void and of no affect unless same has been referred to and ratified by a duly constituted meeting of the Executive Council.

16 - NOT USED

17 - REPRESENTATIVES

- (a) A member of the Organisation which is a firm, company or other incorporated body may by notice in writing to the Secretary of the Organisation under the hand of the Manager or Secretary of the member from time to time appoint a representative to act for the member in meetings and proceedings of the Organisation and may by like notice from time to time remove any such representative and appoint another in his/her place or in the place of a representative who had died or resigned Provided However that no paid officer or employee of an Affiliated Society shall be eligible to act as representative for a member in accordance with this Rule.
- (b) The representative shall have all the privileges of a member under these Rules (except the power of appointing a representative under this present Rule) and shall be eligible to hold office in the same way as an individual member.

18 - ELIGIBILITY FOR OFFICE

Any Proprietor, Partner, Director, General Manager, Manager or Secretary of a firm or company which is a member of the Organisation shall (subject to the provisions for nomination hereinbefore contained and to rules 21 (a) and 26 hereof and to the provisions of the Fair Work (Registered Organisations) Act 2009) be eligible to hold office as President, Deputy President, Member of the Executive Council or the Board of Directors or other Committee established thereunder.

19 - NOMINATING COMMITTEE

- (a) No later than 30 June in each year the Board of Directors shall appoint a Nominating Committee of five (5) members (one of whom shall be the President) who shall all be members of the Organisation or persons eligible under Rule 18 hereof and in such appointments two (2) members will be members of the Executive Council who are not Office Bearers.

- (b) The Nominating Committee shall meet together for the transaction of business adjourn and otherwise regulate its proceedings as it shall think fit and may fix the quorum necessary for the transaction of business. Until otherwise so fixed the quorum shall be three (3) members personally present.
- (c) The President shall be entitled to preside as Chairperson at all meetings of the Nominating Committee at which he/she is present. If within fifteen (15) minutes of the time appointed for the meeting the Chairperson is not present or does not desire to preside the members shall choose one of their number to act as Chairperson.
- (d) It shall be the duty of the Nominating Committee to select and recommend as a candidate for membership of the Executive Council leading business persons, citizens and Honorary Life Members who are members of the Organisation or eligible under Rule 17 or 18 hereof.
- (e) The Nominating Committee may, no later than the last business day of July in any year lodge with the Secretary a list setting out the names of any candidates nominated by it for election to the Executive Council with the consent in writing of each candidate to stand for election. The Secretary shall cause the names of any candidates so nominated for election to the Executive Council to be included in the Notice calling for nominations as candidates for election in accordance with Rule 20 hereof.

20 - ELECTION OF THE EXECUTIVE COUNCIL

- (a) All members of the Executive Council (other than the Secretary and the Regional Chairpersons) shall be elected in the manner hereinafter prescribed by and from the members prior to the Annual General Meeting.
- (b) No later than 31 August in each year (or the first business day thereafter), the Returning Officer shall cause a notice to be given to each member calling for nominations for the Executive Council. Such notice shall contain the names of the persons nominated by the existing Nominating Committee as candidates for membership of the Executive Council and shall advise members of the closing date for nominations, which is determined under paragraph (c).
- (c) In addition to the persons nominated by the existing Nominating Committee for election as members of the Executive Council any member who has lodged with the Secretary of the Organisation no later than 15 September in each year (or the first business day thereafter) a notice of his/her candidature signed by him/her and four other financial members of the Organisation shall also be eligible for election.
- (d) Members of the Executive Council other than members of the Board of Directors who are not retiring under Rule 22A and the Regional Chairpersons shall retire and be elected as provided in Rule 25 hereof.
- (e) If only the required number of nominations to fill the vacancies on the Executive Council have been received by the Returning Officer he/she shall at the time nominations close inspect the nominations of candidates and satisfy himself/herself so far as he/she reasonably can that such nominations are regular and valid. Should the Returning Officer find any nomination to be defective he/she shall before rejecting same, notify the candidate of the defect, and, where it is practicable to do so, shall give the candidate the opportunity of remedying the defect within a period of not less than seven (7) days of receipt of notice.

Upon being satisfied that the nominations are regular and valid the Returning Officer shall forthwith declare the person or persons so nominated elected unopposed to the position for which he/she was so nominated.

- (f) If more than the number of nominations required to fill any office are received an election therefore shall be taken by a secret ballot which shall consist of a postal ballot of financial members conducted in accordance with Rule 21.
- (g) A casual vacancy in the position of any Member of the Executive Council may be filled in accordance with Rule 26.

20A - REGIONAL CHAIRPERSONS

- (a) There shall be a Regional Chairperson for each of Victorian Employers' Chamber of Commerce and Industry's five regions (as defined from time to time by the Executive Council), namely Bendigo, Ballarat, Gippsland, Geelong and Wodonga. Each Regional Chairperson shall be elected directly by those members whose registered business address is located in the relevant region ('regional members'). Regional Chairpersons shall be elected for a term of one year but shall be eligible for re-election.
- (b) The election of Regional Chairpersons shall be made directly by relevant regional members prior to the Annual General Meeting.
- (c) No later than the first business day after 31 August in each year, the Returning Officer shall cause a notice to be given to each regional member calling for nominations for the Regional Chairperson in respect of their region.
- (d) Any regional member who has lodged at the office of the Organisation no later than 15 September in each year (or the first business day thereafter) a notice of his/her candidature signed by the candidate and four other financial members of the Organisation from the candidate's region shall be eligible for election to the position of Regional Chairperson.
- (e) If only the required number of nominations to fill the vacancies for Regional Chairpersons have been received by the Returning Officer, the Returning Officer shall declare the person or persons so nominated elected unopposed to the position of Regional Chairperson.
- (f) If more than the number of nominations required to fill the positions of Regional Chairpersons are received, an election shall be taken by secret ballot which will consist of a postal ballot of financial members in each particular region conducted in accordance with Rule 21.
- (g) A casual vacancy in the position of any Regional Chairperson may be filled in accordance with Rule 26.

21 - CONDUCT OF POSTAL BALLOTS

- (a) Any postal ballot required under these rules must be conducted in accordance with this Rule.
- (b) The roll of voters for any ballot, in relation to a direct voting system, is to be closed 7 days before the day on which nominations for the election open. [Note: depending on which positions are the subject of the postal ballot, the roll of voters could be the financial members of the organisation, or the financial members within a region]

- (c) The Returning Officer must:-
- (i) Inspect the nomination of candidates and satisfy himself/herself so far as he/she reasonably can that such nominations are regular and valid. If he/she finds any nomination to be defective he/she shall before rejecting the same notify the person concerned of the defect and where it is practicable to do so give the person the opportunity of remedying the defect within a period of not less than seven (7) days of the receipt of his/her notice.
 - (ii) Permit any duly nominated candidate to appoint by notice in writing over his/her signature any member of the Organisation his/her scrutineer to represent him/her at the election.
 - (iii) Prepare or cause to be prepared such number of ballot papers as there are members upon which ballot papers the names of the duly nominated candidates shall appear in alphabetical order. One ballot paper may contain provision for voting in respect of more than one election.
 - (iv) Within fourteen (14) days of the close of nominations forward by prepaid post to each financial member of the Organisation one (1) ballot paper which the Returning Officer shall have previously initialled for each such election together with a declaration envelope suitable for containing ballot papers and a prepaid envelope, both in the form prescribed by the Fair Work (Registered Organisations) Act 2009, addressed to the Returning Officer at the address arranged by him/her for the return of ballot papers as provided in paragraph (vi) hereof being an envelope that may be posted without expense to the voter.
 - (v) With such ballot papers the Returning Officer shall forward to each member a notification:-
 - (A) Of the closing date for the receipt of returned ballot papers which shall be not later than fourteen (14) days after the date of closing of nominations;
 - (B) That the voting is to be conducted by striking out the name of each candidate for whom the member does not desire to vote.
 - (vi) Hire or otherwise arrange for a post office box or other post office receptacle to which ballot papers may be forwarded to him/her and arrange as far as possible that such box or receptacle shall not be available to be opened nor be opened by any person other than himself/herself.
 - (vii) After the closing date the Returning Officer shall collect the envelopes containing the ballot papers and check the same to ensure that no votes are cast except by members entitled to cast and shall then remove the sealed envelopes containing the ballot papers and open the same. He/she shall then mix the ballot papers so that they are not able to be identified.
 - (viii) Admit the ballot papers properly marked and count the votes thereon indicated.
 - (ix) In the case of a tie between candidates, draw lots.

- (x) Immediately following the conclusion of the count advise the Secretary by letter the names of the persons declared by him/her to be elected.
- (d) A member must not mark a ballot paper or the envelope immediately containing the name with his/her name or otherwise publish or disclose his/her identity thereon or therein but shall identify himself/herself in such manner as shall be determined by the Returning Officer.

22 - ELECTION OF OFFICE BEARERS

- (a) All office bearers, other than the Secretary, shall be elected by and from members of the Board of Directors in the manner hereinafter prescribed after the completion of the election of the members of the Board of Directors in the year that the term of Office Bearer is due to expire but no later than fourteen (14) days before the Annual General Meeting.
- (b) Subject to Rule 22 (d), Office Bearers of the Organisation, other than the Secretary, will hold office for a term of three years, being counted from the date that the Office Bearer was last elected, to the date on which the third subsequent election is held.
- (c) Subject to Rules 26 and 27 at the third Annual General Meeting following an Office Bearer (other than the Secretary) first being elected, that Office Bearer must retire from office. An Office Bearer who is required to retire under this Rule retains office until the dissolution or adjournment of the meeting at which the retiring Office Bearer retires.
- (d) The Returning Officer shall, by notice given not later than 20 October (or the first business day thereafter) in each year to all members of the Board of Directors, following the election of the Board of Directors in any year in which the term of an Office Bearer is due to expire, call for nominations for the respective offices of President and Deputy President (as the case may be) and any member of the Board of Directors may in writing nominate a member of the Board of Directors who is eligible to be an office bearer for any office and the candidate shall also sign the nomination. Nominations for the offices of President and Deputy President shall close on 30 October (or the first business day thereafter) in each year that an election is to be held for that office and the Returning Officer must include that date in the notice calling for nominations.
- (e) If only the required number of nominations to fill any office or offices are received by the Returning Officer at the close of nominations the Returning Officer shall inspect the nominations of candidates and satisfy himself/herself so far as he/she reasonably can that such nominations are regular and valid. Should the Returning Officer find any nomination to be defective he/she shall before rejecting same, notify the candidate of the defect, and, where it is practicable to do so, shall give the candidate the opportunity of remedying the defect within a period of not less than seven (7) days of receipt of notice. Upon being satisfied that the nominations are regular and valid the returning officer shall forthwith declare the person or persons so nominated elected unopposed to the position for which he/she was so nominated.
- (f) If more than the number of nominations required to fill any office is received an election shall be taken by a secret ballot of all members of the Board of Directors, in person or by proxy, conducted according to Rule 22C.
- (g) A casual vacancy in the position of any Office Bearer may be filled in accordance with Rule 26.

22A - ELECTION OF EIGHT (8) EXECUTIVE COUNCIL MEMBERS TO BOARD OF DIRECTORS

- (a) Each year three (or in the third year of successive three year periods, two) members of the Executive Council shall be elected to the Board of Directors, in addition to the Secretary.
- (b) The eight members of the Executive Council elected to the Board of Directors shall be so elected by ballot of the members of the Executive Council conducted in accordance with Rule 22B.
- (c) Subject to Rule 22A (d) members of the Board of Directors, other than the Secretary, will hold office for a term of three years, being counted from the date that the Director was last elected to the date on which the third subsequent election is held.
- (d) Subject to Rules 26 and 27 at every Annual General Meeting, the Retiring Directors, as defined in sub-Rule 22A(e), must retire from office. A Director who is required to retire under this Rule retains office until the dissolution or adjournment of the meeting at which the retiring Director retires.
- (e) Subject to Rules 26 and 27, after the transition process set out in Rule 22A (j):
 - 1. the Retiring Directors for the purpose of sub-rule (c) will be in the first and second year of successive three year periods, the three members of the Board of Directors, who have served the longest since they were last elected, regardless of whether their term has expired or not;
 - 2. In the Third year of successive three year periods, the two members of the Board of Directors, who have served the longest since they were last elected, regardless of whether their term has expired or not, will be the Retiring Directors for the purpose of sub-rule (c).
- (f) The Returning Officer shall, by notice given not later than 20 October (or the first business day thereafter) in each year to all members of the Executive Council, following the election of Executive Council Members in any year in which the term of an Office Bearer is due to expire in accordance with Rule 22(d), call for nominations for any vacant positions on the Board of Directors. Any member of the Executive Council may in writing nominate a member of the Executive Council who is eligible to be an office bearer for any office and the candidate shall also sign the nomination. Nominations for any vacant position on the Board of Directors shall close on 30 October (or the first business day thereafter) in each year and the Returning Officer must include that date in the notice calling for nominations.
- (g) If only the required number of nominations to fill any office or offices are received by the Returning Officer at the close of nominations the Returning Officer shall inspect the nominations of candidates and satisfy himself/herself so far as he/she reasonably can that such nominations are regular and valid. Should the Returning Officer find any nomination to be defective he/she shall before rejecting same, notify the candidate of the defect, and, where it is practicable to do so, shall give the candidate the opportunity of remedying the defect within a period of not less than seven (7) days of receipt of notice. Upon being satisfied that the nominations are regular and valid the returning officer shall forthwith declare the person or persons so nominated elected unopposed to the position for which he/she was so nominated.
- (h) If more than the number of nominations required to fill any office is received an election shall be taken by a secret ballot of all Executive Council members, in person or by proxy, conducted according to Rule 22B.

- (i) A casual vacancy in the position of any Regional Chairperson may be filled in accordance with Rule 26.
- (j) Sub-rules (d) and (e) take effect subject to the transitional provisions of this Rule 22A(j):
 - (i) At the Annual General Meeting in 2010 all 8 members of the Board of Directors, other than the Secretary, shall be elected and, subject to the following, will be eligible to serve a three year term;
 - (ii) At the Annual General Meeting in 2011, the three members of the Board of Directors who are to retire at that meeting will be those three members, other than the Secretary, chosen by agreement of the Board of Directors, or failing a unanimous agreement, by lots drawn prior to the calling of nominations by the Returning Officer for the election of members of the Board of Directors;
 - (iii) At the Annual General Meeting in 2012, the three members of the Board of Directors who are to retire at that meeting will be those three members, other than the Secretary, and excluding those members of the Board of Directors elected in 2011, chosen by agreement of the Board of Directors, or failing a unanimous agreement, by lots drawn prior to the calling of nominations by the Returning Officer for the election of members of the Board of Directors;
 - (iv) At the Annual General Meeting in 2013, the two members of the Board of Directors who are to retire at that meeting will be the two directors, other than the Secretary, who have been in office for the longest period

22B – ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

- (a) Any election which is required for a member of the Board of Directors (other than the Secretary) must be conducted in accordance with this Rule;
- (b) Following the election for members of the Executive Council in each year, the Secretary must call a meeting of the Executive Council by giving at least 7 days' notice to the members of the Executive Council. The Notice must specify that the purpose of the meeting is for the election of the members of the Board of Directors of the organisation, and include the names of the candidates;
- (c) At the meeting of the Executive Council called under paragraph (b), the Returning Officer must:
 - (ii) Permit any duly nominated candidate to appoint by notice in writing over his/her signature any member or representative of any member of the Organisation his/her scrutineer to represent him/her at the election.
 - (iii) Prepare or cause to be prepared such number of ballot papers as there are members of the Executive Council entitled to vote, upon which ballot papers the names of the duly nominated candidates shall appear in alphabetical order. One ballot paper may contain provision for voting in respect of more than one election.
 - (iv) Supply to each member of the Executive Council entitled to vote one (1) ballot paper which the Returning Officer shall have previously initialled.

- (v) Direct each voting member to strike out on the ballot paper the name of each candidate for whom he/she does not desire to vote and thereafter to so fold the ballot paper so that the marking thereon is not visible until unfolded.
 - (vi) Collect the folded ballot papers and ensure that no person returns more ballot papers than he/she has votes.
 - (vii) Admit ballot papers properly marked and count the votes thereon indicated.
 - (viii) At the conclusion of the count declare to the meeting the candidate or candidates as the case may be receiving the majority of votes elected.
 - (ix) In the case of a tie between candidates draw lots.
- (d) If at that meeting all members entitled to vote are not present either in person, or by proxy, a postal ballot shall be held so as to be completed within fourteen (14) days of the meeting and the provisions of Rule 21 hereof shall apply to such ballot, with such alterations as are necessary.

22C – ELECTION OF PRESIDENT AND DEPUTY PRESIDENT

- (a) Any election which is required for the Position of President or Deputy President must be conducted in accordance with this Rule;
- (b) Following the election for members of the Board of Directors in each year, the Secretary must call a meeting of the Board of Directors by giving at least 7 days' notice to the members of the Executive Council. The Notice must specify that the purpose of the meeting is for the election of the members of the President and Deputy President of the organisation, and include the names of the candidates;
- (c) At the meeting of the Board of Directors called under paragraph (b), the Returning Officer must:
 - (ii) Permit any duly nominated candidate to appoint by notice in writing over his/her signature any member or representative of any member of the Organisation his/her scrutineer to represent him/her at the election.
 - (iii) Prepare or cause to be prepared such number of ballot papers as there are members of the Board of Directors entitled to vote, upon which ballot papers the names of the duly nominated candidates shall appear in alphabetical order. One ballot paper may contain provision for voting in respect of more than one election.
 - (iv) Supply to each member of the Board of Directors entitled to vote one (1) ballot paper which the Returning Officer shall have previously initialled.
 - (v) Direct each voting member to strike out on the ballot paper the name of each candidate for whom he/she does not desire to vote and thereafter to so fold the ballot paper so that the marking thereon is not visible until unfolded.
 - (vi) Collect the folded ballot papers and ensure that no person returns more ballot papers than he/she has votes.

- (vii) Admit ballot papers properly marked and count the votes thereon indicated.
 - (viii) At the conclusion of the count declare to the meeting the candidate or candidates as the case may be receiving the majority of votes elected.
 - (ix) In the case of a tie between candidates draw lots.
- (d) If at that meeting all members entitled to vote are not present either in person, or by proxy, a postal ballot shall be held so as to be completed within fourteen (14) days of the meeting and the provisions of Rule 21 hereof shall apply to such ballot, with such alterations as are necessary.

23 - SCRUTINEERS

All scrutineers shall, so far as possible, having regard to the time of their appointment in the case of a postal ballot be entitled to observe the posting of nomination forms and the consideration thereof on return and in the case of all elections be entitled to inspect the nomination forms and observe the form and distribution of ballot papers, the collection of ballot papers on their return, the checking of votes, the admission and counting of votes, the conduct of the determination of the election by lot and the declaration of the ballot. In every case it shall be the right and the duty of the scrutineer to observe any act performed or directed by the Returning Officer which may effect the result of the election and the Returning Officer shall take all reasonable steps by notification or otherwise to enable each scrutineer to exercise this right, but no election shall be invalidated by reason of the fact that a scrutineer does not, in fact, exercise all or any of such rights if he/she has had a reasonable opportunity to do so. A scrutineer shall direct the attention of the Returning Officer to any irregularity he/she may detect whether in the nomination forms, the form of distribution of ballot papers, the admission of the right of any person to vote, the admission or counting of ballot papers or in respect of any other matter to be observed or done under these Rules in connection with elections. A scrutineer shall do all things necessary so that the conduct of an election shall conform to these Rules and so that the secrecy of the ballot shall be observed.

24 - RETIREMENT OF OFFICE BEARERS AND COUNCILLORS

- (a) Those members of the Board of Directors (other than the Secretary) who are due to retire in any year (other than members of the Executive Council with the exception of the Regional Chairpersons) shall retire from office at the Annual General Meeting held in that year but shall be eligible for re-election.
- (b) Notwithstanding anything elsewhere contained in these Rules where a ballot is required to be held for the election of any office bearer the retiring office bearer shall continue in office until the result of that ballot has been declared.

25 - RETIREMENT OF THE EXECUTIVE COUNCIL

Members of the Executive Council with the exception of the Regional Chairpersons shall serve for a period of three (3) years provided however that:

- (a) The 4 (four) members of the Executive Council with the exception of the Regional Chairpersons and members of the Board of Directors who are not due to retire in that year, who have been longest in office since their last election shall retire at each Annual General Meeting whether their three (3) year term has expired or not but they shall otherwise be eligible for re-election;

- (b) Members of the Executive Council who have been elected to the Board of Directors (as office bearers or otherwise) other than the Secretary shall remain subject to this Rule notwithstanding that they shall retire from the Board of Directors at the Annual General Meeting;

26 - CASUAL VACANCIES

- (a) Subject to these Rules, the Board has the power at any time to appoint any person to fill a casual vacancy as a Director or a Member of the Executive Council, including the Regional Chairpersons.

- (b) Any Director or Executive Council Member appointed under this Rule may hold office only until the next Annual General Meeting of the Organisation and is then eligible for election at that meeting, but is not to be taken into account in determining the number of Directors or Executive Council Members (as the case may be) who are to retire by rotation at the Annual General Meeting.

- (c) Despite anything in these Rules, if a casual vacancy, or a further casual vacancy, occurs within the term of an office, and the unexpired part of the term of that office exceeds:

- (i) 12 months; or
- (ii) three-quarters of the term of the office;

whichever is the greater, then that vacancy must be filled by an ordinary election in accordance with these Rules.

- (d) If a casual vacancy in the Board of Directors is one described in Rule 26 (c), that casual vacancy in the Board of Directors (other than the position of Secretary or the Office Bearers) shall be filled by an election by members of the Executive Council conducted in the following manner and the person so elected shall hold office until the expiration of the term of office of the board member to whose place he/she was elected.

- (i) The Returning Officer shall call for nominations for the position rendered vacant in the notice calling for the next meeting of the Executive Council following the creation of such vacancy and any member of the Executive Council may in writing nominate a member of the Executive Council who is eligible to be a member of the Board of Directors and the candidate shall also sign the nomination.
- (ii) If only the required number of nominations to fill the vacated position are received the Returning Officer shall inspect the nominations of candidates and satisfy himself/herself so far as he/she reasonably can that such nominations are regular and valid. Should the Returning Officer find any nomination to be defective he/she shall before rejecting same, notify the candidate of the defect, and, where it is practicable to do so, shall give the candidate the opportunity of remedying the defect within a period of not less than seven (7) days of receipt of notice. Upon being satisfied that the nominations are regular and valid the Returning Officer shall forthwith declare the person or persons so nominated elected unopposed to the position for which he/she was so nominated.

- (iii) If more than the number of nominations required to fill any vacated position are received an election shall be taken by a secret ballot of all Executive Council members, in proxy or in person, in the manner set forth in Rule 22B hereof.
 - (iv) If at the next meeting of the Executive Council all members entitled to vote are not present, in proxy or in person, a postal ballot shall be held so as to be completed within fourteen (14) days of the meeting and the provisions of Rule 22B hereof shall apply to such ballot.
- (e) If a casual vacancy in the office of either President or Deputy President is one described in Rule 26 (c), but the retiring office bearer remains a member of the Board of Directors, that vacancy shall be filled by an election by members of the Board of Directors conducted in the following manner and the person so elected shall hold office until the expiration of the term of office of the office bearer to whose place he/she was elected.
- (i) The Returning Officer shall call for nominations for the position rendered vacant in the notice calling for the next meeting of the Board of Directors following the creation of such vacancy and any member of the Board of Directors may in writing nominate a member of the Board of Directors who is eligible to be hold office and the candidate shall also sign the nomination.
 - (ii) If only the required number of nominations to fill the vacated position are received the Returning Officer shall inspect the nominations of candidates and satisfy himself/herself so far as he/she reasonably can that such nominations are regular and valid. Should the Returning Officer find any nomination to be defective he/she shall before rejecting same, notify the candidate of the defect, and, where it is practicable to do so, shall give the candidate the opportunity of remedying the defect within a period of not less than seven (7) days of receipt of notice. Upon being satisfied that the nominations are regular and valid the Returning Officer shall forthwith declare the person or persons so nominated elected unopposed to the position for which he/she was so nominated.
 - (iii) If more than the number of nominations required to fill any vacated position are received an election shall be taken by a secret ballot of all Board of Directors members, in proxy or in person, in the manner set forth in Rule 22C hereof.
 - (iv) If at the next meeting of the Board of Directors all members entitled to vote are not present, in proxy or in person, a postal ballot shall be held so as to be completed within fourteen (14) days of the meeting and the provisions of Rule 22C hereof shall apply to such ballot.
- (f) If a casual vacancy in the Executive Council is one described in Rule 26 (c), that casual vacancy in the office of member of the Executive Council including the Regional Chairpersons shall be filled by an election conducted in the following manner and the person so elected shall hold office until the expiration of the term of office of the member of the Executive Council to whose place he/she was elected.

- (i) The Returning Officer shall cause a notice to be given to each member calling for nominations for the position vacated. Such notice shall contain the names of the persons nominated by the existing Executive Council as candidates for membership of the Executive Council, and shall advise members of the closing date for nominations.
 - (ii) In addition to the persons nominated by the existing Executive Council for election as members of the Executive Council any member who has lodged at the office of the Organisation prior to the closing date for nominations a notice of his/her candidature signed by him/her and four other members of the Organisation shall also be eligible for election.
 - (iii) If only the required number of nominations to fill the vacancies on the Executive Council have been received by the Returning Officer at the time nominations close, the provisions of Rule 20(e) herein shall apply as if they were repeated in this provision, with such alterations as are necessary.
 - (iv) If more than the number of nominations required to fill any office are received a postal ballot shall be held so as to be completed within thirty (30) days of the closing date for nominations and the provisions of Rule 20(f) shall apply to such ballot as if they were repeated in this provision, with such alterations as are necessary.
- (g) Any vacancy in the Nominating Committee shall be filled by the Board of Directors.

27 - VACATION OF OFFICE

The office of President, Deputy President, or member of the Executive Council or the Board of Directors or other Committee shall ipso facto be vacated:

- (a) If he/she ceases to be a member of the Organisation or a representative of a member or person eligible under Rule 17 or Rule 18 hereof; or
- (b) If he/she retires from office; or
- (c) If by a resolution passed by a two-thirds majority of members present and voting at a Special General Meeting called for that purpose in accordance with Rule 28(b) hereof he/she is found guilty of misappropriation of the funds of the Organisation or a substantial breach of the rules of the Organisation or of gross misbehaviour or gross neglect of duty.

28 - MEETING OF MEMBERS

- (a) The Annual General Meeting of the Organisation shall be held in each year in November at which meeting a report and balance sheet duly audited shall be submitted and for the transaction of any other business of which due notice shall have been given. General Meetings may also be held at such other times as the Executive Council may direct and the Executive Council may invite the Presidents and/or Secretaries of Affiliated Societies (including Associate Members) to attend such meetings.

- (b) Special General Meetings of the Organisation shall be held from time to time as may be directed by the Executive Council or upon the request in writing of fifty (50) members of the Organisation and in the case of any special meetings a notification of the purpose for which such meeting is called shall be given.
- (c) At least seven (7) clear days' written notice shall be given to each member of each meeting at which he/she is entitled to attend specifying the place, the day and the hour of the meeting and the business to be transacted thereat.
- (d) Notices of meeting shall be forwarded by or on behalf of the Secretary and shall be served upon all members entitled to attend in accordance with Rule 30.
- (e) The accidental omission to give notice of the meeting to or the non-receipt of notice of the meeting by any member shall not invalidate the proceedings at any meeting.
- (f) No business shall be transacted at any meeting unless a quorum of members is present at the time when the meeting proceeds to business, except as herein otherwise provided. Fifteen (15) members present in person and not by proxy shall form a quorum.
- (g) If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall form a quorum.
- (h) The President, or in his/her absence, the Deputy President, shall preside at all Annual and Special General Meetings of the Organisation. If at any such meeting the President or the Deputy President, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson, the members present shall choose from one of their number to be Chairperson.
- (i) At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the results of the show of hands) demanded by at least three (3) members, and unless a poll is so demanded a declaration by the Chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book of proceedings of the Organisation shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (j) If a poll is duly demanded, it shall be taken in such manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The admissibility of any vote may be determined by the Chairperson.
- (k) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

- (l) A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time during the meeting as the Chairperson of the meeting directs.
- (m) On a show of hands every member present in person or by his/her duly appointed representative as herein provided shall have one (1) vote.
- (n) Whenever a ballot of members of the Organisation is to be taken for the purpose of submitting the matter to a vote to the members of the Organisation or of a Branch, Section or other Division of the Organisation, the Secretary shall notify every member concerned of the meeting at which the vote is to take place or of the arrangements for any ballot which is to be held by notice given in accordance with Rule 30 and shall ensure that every member concerned be given the opportunity of voting at such meeting or ballot.
- (o) At the Annual General Meeting the members present may determine from time to time the amount that may be paid to the President and the Board by way of an honorarium. The Board shall have the discretion to determine how any such amount is apportioned.

29 - MEETINGS OF COMMITTEES

- (a) The Board of Directors shall meet for transaction of business at such time and such place as it shall determine or upon the request of the President. Three (3) members shall constitute a quorum.
- (b) The Executive Council shall meet at least four (4) times per calendar year or upon the request of the President. A meeting of the Executive Council shall also be convened upon request of five (5) members of the Executive Council. Such request shall be delivered in writing to the Secretary who shall thereupon issue notice convening the meeting. Six (6) members present in person and not including proxies at any meeting of the Executive Council shall constitute a quorum.
- (c) Should there be no quorum present within fifteen (15) minutes from the time for which any meeting is called the meeting may be dissolved and the names of the members present shall be recorded in the Minutes Book.

29A - PROXIES

- (a) The persons or office bearers identified in column 1 of the table below may appoint a proxy to vote at a meeting of the body or committee identified next to that person in column 2 of the table below:

The following person or office bearer:	May appoint a proxy in relation to:
A member of the Organisation	Any general meeting of the organisation, including the Annual General Meeting
A member of the Executive Council	A meeting of the Executive Council

- (b) A person appointing a proxy may direct the proxy to vote either for or against each or any resolution. A proxy for a member of the Organisation at a general meeting must be a financial member of the Organisation. Proxies appointed by a member of the Executive Council must be a member of the Executive Council.
- (c) An instrument appointing a proxy must be in a form approved by the Board of Directors from time to time, or substantially in that form.
- (d) An instrument appointing a proxy must be deposited with the Secretary and stamped as received at the office of the Organisation, or any other place the Board may determine from time to time, not later than forty-eight hours (or a lesser period as may be stipulated in the notice of meeting) before the time for holding the meeting or adjourned meeting or poll at which the person named in the instrument proposes to vote.
- (e) Where a notice of meeting provides for electronic lodgement of proxies to a specified email address or transmission by other electronic means, a proxy lodged at the electronic address and in the manner specified in the notice is taken to have been received at the Office and validated by the person appointing the proxy if there is compliance with the requirements set out in the notice.
- (f) No instrument appointing a proxy is, except as provided in this Rule, valid after the expiration of twelve months after the date of its execution.
- (g) Any person who is entitled to appoint a proxy who is or who intends to be absent or resident abroad may deposit with the Secretary and stamped as received at the office of the Organisation, appointing a proxy and the appointment is valid for all meetings during the person's absence or residence abroad, until the earlier of the proxy being revoked by the appointor or the appointor returning from abroad.

30 - NOTICES

- (a) A notice may be served by the Organisation upon any member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his/her registered place of address or in the event that the member has provided the organisation with a facsimile number which appears in the Register of Members, by facsimile transmission, or in the event that the member has provided the organisation with an email address which appears in the Register of Members, by email transmission.
- (b) Each member shall notify to the Secretary an address in the State of Victoria which shall be deemed his/her registered address for the purpose of these Rules.
- (c) As regards those members who have no registered place of address in Victoria a notice posted up in the registered office of the Organisation shall be deemed to be duly served on them at the expiration of twenty-four (24) hours after it is so posted up.
- (d) Any notice required or allowed by a Court of Law or otherwise to be given by the Organisation to the members or any of them by advertisement shall be sufficiently advertised if advertised once in two (2) Melbourne daily newspapers.

- (e) Any notice sent by post, facsimile transmission or email transmission shall be deemed to have been served on the day following that on which the letter, envelope or wrapper or facsimile transmission or email transmission containing the same is posted or transmitted and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper or facsimile transmission or email transmission containing the notice was properly addressed and stamped and put into the post office or in the case of a facsimile transmission was sent to the facsimile number provided by the member, or in the case of email transmission, was sent to the email address provided by the member. A certificate in writing signed by the Secretary of the Organisation that the letter, envelope or wrapper facsimile transmission or email transmission containing the notice was so addressed, stamped and posted or transmitted shall be conclusive evidence thereof.
- (f) The signature to any notice to be given by the Organisation may be written or printed.
- (g) Where a given number of days' notice or notice extending over any other period is required to be given the day of service shall unless it is otherwise provided be counted in such number of days or other period.

31 - ANNUAL REPORT

The Executive Council shall cause an Annual Report to be prepared for presentation to the Annual General Meeting.

32 - SECRETARY

- (a) There shall be a Secretary of the Organisation who shall be elected by the members of the Organisation for a term of four (4) years unless before the expiration of such term he/she resigns by giving not less than three (3) months notice to the President or is dismissed from office in accordance with sub-rule (iv) hereof.
- (b) An election for the office of Secretary shall be conducted by the Returning Officer who shall deliver or post to each member of the Executive Council nomination forms for the office of Secretary. The nomination forms shall be accompanied by a notification specifying the closing date for nominations which shall not be less than seven (7) nor more than twenty eight (28) days from the day of delivery or posting of the nomination forms.
 - (i) Nominations may only be made by members of the Executive Council and shall be in writing signed by the nominator and assented to by the nominee.
 - (ii) If only one nomination to fill the office of Secretary is received the Returning Officer shall inspect the nomination and shall satisfy himself/herself so far as he/she reasonably can that such nomination is regular and valid. Should the returning officer find the nomination to be defective he/she shall before rejecting same, notify the candidate of the defect, and, where it is practicable to do so, shall give the candidate the opportunity of remedying the defect within a period of not less than seven (7) days of receipt of notice. Upon being satisfied that the nomination is regular and valid the Returning Officer shall forthwith declare the person so nominated elected unopposed at a General Meeting of the Organisation or by notice forwarded to all members of the Organisation.

- (iii) If more than one nomination is received an election by postal ballot of members of the Organisation shall be conducted in accordance with the procedure prescribed by sub-rules (f) and (g) of Rule 20 hereof.
- (c) Any casual vacancy in the office of Secretary may be filled up by the Executive Council and any person chosen to fill such vacancy shall retain office until an election is held in accordance with the procedure prescribed by sub-rule (ii) hereof. Such election shall be held and completed within twelve (12) months of the date on which the office became vacant, and the person appointed to fill the vacancy shall be eligible to be a candidate for election.
- (d) The Secretary may be suspended from office for a period not exceeding twelve (12) continuous months by resolution of the Executive Council and subject to his/her being given an opportunity to be heard by the Executive Council he/she may be summarily removed from office by resolution of the Executive Council if in the opinion of the majority of such Executive Council he/she is guilty of
 - (i) misappropriation of the funds of the Organisation; or
 - (ii) a substantial breach of the rules of the Organisation; or
 - (iii) gross misbehaviour; or
 - (iv) gross neglect of duty.
- (e) The Secretary shall -
 - (i) Have charge of all books of the Organisation and shall be responsible for their safe custody and also for the safe custody of such other papers and property belonging to the Organisation as the Executive Council shall direct and shall be responsible for the same to the Executive Council.
 - (ii) Keep all letters and documents properly filed for reference as well as copies of all important papers connected with the affairs of the Organisation when originals cannot be filed.
 - (iii) Keep minutes of all meetings of the Executive Council, Board of Directors and other Committees.
 - (iv) Summon members to meetings.
 - (v) Attend, unless excused, all meetings of the Executive Council all meetings of the Board of Directors, all meetings of members and keep and prepare the Minutes of such meetings where necessary.
 - (vi) Keep the records required to be kept by an organisation registered under the Fair Work (Registered Organisations) Act 2009, lodge and file with and furnish to the Fair Work Australia all such documents as are required to be lodged or filed under such Act at the prescribed times and in the prescribed manner and generally do all things necessary to be done by a registered organisation.
 - (vii) Be responsible for the general administration of the Organisation.

- (f) Notwithstanding the above the Secretary may be referred to as and/or entitled Chief Executive Officer and if so any reference to the Secretary in these Rules shall be regarded as a reference to the Chief Executive Officer.

33 - ACCOUNTS AND EXPENDITURE

- (a) The Secretary shall cause to be kept correct accounts of the receipts and expenditure of the Organisation and all moneys received shall be forthwith lodged in some Bank specified by the Board of Directors to the credit of the Organisation. All payments of \$10 or more on behalf of the Organisation shall be made by cheque unless otherwise determined by the Board of Directors and shall be signed by one of the following:-

The President or the Deputy President, and shall be countersigned by the Secretary or such other officer as approved by the Board of Directors, unless otherwise determined by the Board of Directors.

- (b) If so determined by the Board of Directors, a Bank account known as the Secretary's Imprest Account may be opened from which payments of salaries, wages and such other disbursements as may from time to time be determined by the Board of Directors may be made by cheque signed by any two of the Secretary and such other officers of the Organisation as the Board of Directors may determine.
- (c) All expenses or money paid except from petty cash shall subject to sub-rule (e) hereof be the subject of approval or confirmation by the Board of Directors. Such approval or confirmation shall be in such form as the Board of Directors may from time to time determine.
- (d) No loan, grant or donation of any amount exceeding one thousand dollars (\$1,000-00) shall be made by the Organisation unless the Board of Directors has -
- (i) satisfied itself -
 - (A) that the making of the loan, grant or donation would be in accordance with these Rules and any By-laws Regulations and Orders made by the Executive Council from time to time; 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) approved the making of the loan, grant or donation.
- (e) Sub-rule (d) hereof shall not apply to any expenditure of the Organisation which is by way of provision for, or reimbursement of, out-of-pocket expenses incurred by persons for the benefit of the Organisation.

34 - AUDIT

An Auditor shall be appointed in accordance with the Fair Work (Registered Organisations) Act 2009 and any Regulations made thereunder for the ensuing twelve (12) months at a meeting of the Board of Directors. Any decision by the Board of Directors to appoint an auditor must be ratified by the next General Meeting of the Organisation following the appointment. The Board of Directors may renew the appointment of a previously appointed auditor for a further twelve (12) months without requiring the ratification of a General Meeting. A duly audited financial statement of accounts, covering the period from the date of the presentation of the last statement of accounts up to the date of closing of the Organisation's financial year, together with a balance sheet at the latter date shall be prepared by the Secretary be audited by the Auditor and be presented to the Annual General Meeting.

35 - PAYMENTS TO THE ORGANISATION

All monies received by the Organisation shall be banked in the name of the Organisation in such Bank Account as the Board of Directors may direct.

36 - APPLICATION OF INCOME AND PROPERTY

The income and property of the Organisation wheresoever derived shall be applied solely towards the promotion of the objects of the Organisation as set forth in these Rules and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Organisation. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Organisation or to any Barrister and Solicitor or to any person not being a member of the Organisation in return for any services actually rendered to the Organisation nor prevent the payment of interest at a rate not exceeding ten (10) per centum per annum on any money borrowed from or lawfully due to any member of the Organisation nor to the payment to any member for any occasional service.

37 - INVESTMENT OF FUNDS

- (a) The Board of Directors may invest any funds of the Organisation which the Board of Directors considers surplus to the current requirements of the Organisation:
- (1) in any investments which a trustee is authorised to invest trust funds under any law of the Commonwealth of Australia or any State or Territory thereof;
 - (2) in any stocks, shares, units in any trust, debentures, debenture stock, bonds, notes or other securities issued by any corporation (whether incorporated in or outside the Commonwealth of Australia and whether listed on a stock exchange or not) or any government or local council, governmental or semi-governmental authority or agency or statutory body formed or regulated under any law of the Commonwealth of Australia or any State or Territory thereof;
 - (3) in any real property, whether located within or outside the Commonwealth of Australia;

- (4) on deposit with, or in certificates of deposit issued by, any corporation (whether incorporated in or outside the Commonwealth of Australia and whether listed on a stock exchange or not), any bank authorised to carry on the business of banking under any law of the Commonwealth of Australia or of a State or Territory thereof or any wholly-owned subsidiary of such a bank, any dealer in the short term money market (whether approved by the Reserve Bank of Australia as an authorised dealer or not) and any building society, credit union or friendly society formed under any law of any State or Territory of the Commonwealth of Australia or any member of the Australian Merchant Bankers' Association;
 - (5) in future contracts (as defined in section 9(1) of the Corporations Law);
 - (6) in membership of a company whether limited by a guarantee or otherwise or unlimited;
 - (7) in bills of exchange, promissory notes or other negotiable instruments issued, accepted or endorsed by any bank authorised to carry on the business of banking under any law of the Commonwealth of Australia or of a State or Territory thereof or by any listed corporation (whether incorporated in or outside the Commonwealth of Australia) with a market capitalisation of \$60,000,000 or more;
 - (8) in any right or interest, whether legal or equitable, in respect of any of the investments referred to in paragraphs (1) to (7);
 - (9) in any option contract in respect of any of the investments or in respect of any index composed of any of the investments referred to in paragraphs (1) to (8) inclusive; and
 - (10) by way of loan or advance secured by any property in the nature of the investments referred to in paragraphs (1) to (9) inclusive or any mortgage, charge or other security interest over real or personal property.
- (b) The Board may alter, realise or exchange any investment made under Rule 37(a).

37A - HEDGING TRANSACTIONS

The Board of Directors may resolve to enter into any contract or arrangement in the domestic or international financial markets (including without limitation, a currency swap, an interest rate swap, a currency and interest rate swap, a forward exchange rate contract, a forward interest rate contract, a futures contract or an option contract) for the purpose of managing or varying financial returns or financial or currency risks of the Organisation, including without limitation, currency exchange rate, interest rate, discount rate, share price or share price index, volatility and other risks.

37B - APPOINTMENT OF INVESTMENT MANAGERS AND CUSTODIANS

- (a) The Board of Directors may resolve to appoint any person, firm or corporation as an investment manager upon such terms and conditions (including without limitation, conferring upon any such investment manager the right to sub-delegate any or all of the investment manager's authorities, powers, discretions and duties under such appointment) as the Board of Directors sees fit to exercise, subject to any guidelines or directions which the Board of Directors may issue from time to time:

- (i) any or all of the investment powers of the Board of Directors under Rule 37; and
 - (ii) any or all of the hedging powers of the Board of Directors under Rule 37A.
- (b) The Board of Directors may resolve to appoint any person, firm or corporation as a custodian upon such terms and conditions (including without limitation, conferring upon any such custodian the right to sub-delegate any or all of the Custodian's authorities, powers, discretions and duties under such appointment) as the Board of Directors sees fit to hold in safekeeping in the name of the Organisation to protect and to otherwise deal with any investments or property of the Organisation (including any documents of title or any interest, dividends or other income accruing in respect of such investments or property) in the manner and as directed by the Board of Directors or any investment manager appointed by the Board of Directors from time to time.

38 - PROPERTY

All property which may be acquired or be purchased with the moneys of the Organisation or be donated to the Organisation shall be vested in the Organisation and the Board of Directors shall have power to control and invest the same in the name of the Organisation. At the direction and discretion of the Board of Directors the Organisation may buy and sell at auction or by private contract any freehold or leasehold property, take on lease or licence any property and expend monies on the renovation, alteration and improvements of such property or any purchase land and erect buildings thereon for the purpose of furthering any of the objects of the Organisation and lease or hire any such property and mortgage or encumber such property.

39 - OBSERVANCE OF RULES

Every member shall be bound to further to the best of his/her ability the objects, interests and influences of the Organisation and shall observe the Rules of the Organisation.

40 - BREACHES OF RULES

- (a) The Secretary may and shall, if so directed by the Executive Council, charge any member with an offence against these Rules. Such charge shall be in writing, signed by the Secretary and a copy thereof shall be sent to the member so charged by post addressed to him/her at his/her address on the register of members.
- (b) If any member be charged with a breach of these Rules or failure to observe a resolution of the Executive Council of which he/she shall have had notice he/she shall within fourteen (14) days of the time when a copy of the charge shall have been posted or delivered to him/her, answer such charge in writing.
- (c) The Secretary shall report to the Executive Council all relevant facts surrounding the charge made, the result of his/her investigations and the answer made by the member charged and the Executive Council shall deal with the matter on the evidence tendered by the Secretary and the member charged may, if he/she so desires, appear with any representative before the Executive Council and answer the charge. The member charged shall be given seven (7) days notice of the meeting at which the Secretary's report is to be considered and a copy of that report and be advised that his/her representative may attend that meeting to answer the charge.

- (d) If upon any charge as aforesaid, a member be held by the Executive Council to have committed any breach of these Rules, or to have failed to observe a resolution of the Executive Council of which he/she has had notice he/she may by resolution of the Executive Council:-
- (i) be reprimanded; or
 - (ii) be fined a sum not exceeding \$200; or
 - (iii) be expelled from the Organisation.
- (e) Any member who shall be expelled from the Organisation or struck off the roll of membership shall forfeit any interest in or right to any assets or property of the Organisation.
- (f) A member expelled from the Organisation under this Rule may by notice in writing addressed to the Secretary at the office of the Organisation within twenty-one (21) days of the date of the Secretary's notification to him/her of his/her expulsion, appeal to a General Meeting of the Organisation, which the secretary must call within 21 days of receiving the notice of appeal, and which meeting shall hear his/her representations and a report from the Executive Council and may allow the appeal or dismiss it or, in lieu of expulsion, fine the member a sum not exceeding \$200.

41 - ALTERATION TO RULES

Subject to Rule 15(b) these Rules may be amended, altered, varied, modified, deleted or added to at any General Meeting of the Organisation, duly convened and held, provided that notice in writing of the proposed amendments shall have been sent to all members at least twenty-one (21) days prior to such meeting, and provided that no Rule shall be amended, altered, varied, modified, deleted or added to except by a resolution carried by a three-fourths majority of the members present and voting.

42 - SEAL

The common seal of the Organisation shall be kept in the joint custody of the President and the Secretary. Such seal shall not be affixed to any instrument without the authority of the Board of Directors and when so affixed shall be authenticated by the signatures of two (2) members of the Board of Directors and the Secretary.

43 - ARBITRATION PROCEEDINGS

The Board of Directors may by resolution give the consent of the Organisation to the lodging of any document under the Fair Work Act 2009, the Fair Work (Registered Organisations) Act 2009 (or like Act) or any State legislation and without limiting the generality thereof submit any industrial dispute to conciliation and arbitration or object to the registration of any organisation or any application to amend the Rules of any organisation and in respect of any such proceedings, the Organisation may be represented therein by the Secretary or such other persons as may be determined by the Secretary or the Board of Directors.

44 - EXECUTION OF DOCUMENTS

Subject to Rule 42 Industrial Agreements and other documents may be entered into and executed by or on behalf of the Organisation by the Secretary under the authority of the Board of Directors.

45 - INDEMNITY

Every member of the Board of Directors, the Executive Council and every officer and servant of the Organisation shall be indemnified by the Organisation against all costs, losses and expenses which any such member, officer or servant may incur or become liable for by reason of any contract entered into or act or thing done by him/her in the exercise of his/her duties in any of those capacities respectively and it shall be the duty of the Executive Council out of the funds of the Organisation to pay all such costs, losses and expenses.

46 - GENERAL

- (a) A resolution in writing signed by all members of Executive Council or Board of Directors (as the case may be) for the time being in Victoria (not being less than the number fixed by or pursuant to these Rules as a quorum) shall be as valid and effectual as if it had been passed at a meeting of Executive Council or Board of Directors (as the case may be) duly called and constituted.
- (b) Subject to the provisions of the Fair Work (Registered Organisations) Act 2009, all Acts and Regulations of the Executive Council, Board of Directors and Nominating Committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of the members of the Executive Council, Board of Directors or Nominating Committee or any of them, or that they or any of them were not qualified to act as members or a member of the Executive Council, Board of Directors or Nominating Committee (as the case may be) be as valid and effectual for all purposes as if all members of the Executive Council, Board of Directors or Nominating Committee (as the case may be) had been duly appointed and were qualified to act as such.
- (c) No member of the Executive Council, Board of Directors or Nominating Committee (any such member being hereinafter referred to as a "member") shall be disqualified by his/her office from holding any office or place of profit under the Organisation or under any Corporation in which the Organisation shall be a shareholder or otherwise interested or from contracting with the Organisation either as Vendor, Purchaser or otherwise howsoever, nor shall any such Contract, or any Contract or arrangement entered into by or on behalf of the Organisation in which any member shall be in any way interested be avoided, nor shall any member be liable to account to the Organisation for any profit arising from any such office or place of profit, or realised by any such Contract or arrangement by reason only of such member holding that office, or of the fiduciary relations thereby established, but it is declared that the nature of his/her interest must be disclosed by him/her at the first meeting of each such Executive Council, Board of Directors or Nominating Committee (as the case may be) at which the Contract or arrangement is taken into consideration if his/her interest that exists or in any other case at the first meeting of the Executive Council, Board of Directors or Nominating Committee (as the case may be) after the acquisition of his/her interest. If a member becomes interested in a contract or arrangement after it is made or entered into the disclosure of his/her interest shall be made at the first meeting of each such Executive Council, Board of Directors or Nominating Committee held after he/she becomes so interested. No member shall as a member vote in respect of any contract or arrangement in which he/she is so interested as aforesaid and if he/she does so vote his/her vote shall not be counted but this prohibition may at any time or times be suspended or relaxed to any extent by a General Meeting, and such prohibition shall not apply to any contract or arrangement between the Organisation and any Corporation in which the Organisation is a shareholder, or in which shares are held by any Corporation in which the Organisation has the right to appoint Directors. An interested member may sign any instrument to which the seal of the Organisation is affixed.

A general notice to such a Executive Council, Board of Directors or Nominating Committee (as the case may be) that a member is a member of any specified firm or corporation and is to be regarded as interested in all transactions with that firm or corporation shall be sufficient disclosure under this Rule to the respective Executive Council, Board of Directors or Nominating Committee (as the case may be) as regards such member and the said transaction, and after such general notice it shall not be necessary for such member to give a special notice to the respective Executive Council, Board of Directors or Nominating Committee, (as the case may be) relating to any particular transaction with that firm or corporation provided such notice is given at a meeting of the respective Executive Council, Board of Directors or Nominating Committee (as the case may be) or brought up and read at the next meeting of the respective Executive Council, Board of Directors or Nominating Committee after it is given.

47 - FIDELITY GUARANTEE

The Secretary and such other officers as the Board of Directors may determine handling moneys of the Organisation shall be guaranteed by a Guarantee Society in such sum and in such Society as the Board of Directors may from time to time determine. The premium in connection with such guarantee or guarantees shall be paid by the Organisation.

48 - WINDING UP

- (a) The Organisation may be wound up by a resolution carried by a three-fourths majority of the members present at a General Meeting specifically called for the purpose, of which not less than twenty-one (21) days' notice in writing, setting forth in detail the objects of the meeting shall have been given to all members. At any General Meeting at which a resolution for winding up the Organisation is duly carried a Liquidator may be appointed and his/her remuneration fixed.
- (b) Every member of the Organisation undertakes to contribute to the assets of the Organisation in the event of the same being wound up during the time he/she is a member or within one (1) year afterwards for payment of the debts and liabilities of the Organisation contracted before the time on which he/she ceased to be a member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of contributories amongst themselves such amount as may be required not exceeding Two dollars twenty cents (\$2.20) Provided However that if any member pays or receives any dividend bonus or other profit in contravention of Rule 36 hereof the liability to contribute of every member of the governing body of the Organisation who has concurred in or authorised such profit shall be unlimited and the liability to contribute of every member of the Organisation who has received any such dividend bonus or other profit shall likewise be unlimited.
- (c) If upon the winding up or dissolution of the Organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Organisation but shall be given or transferred to some other institute or institutions having objects similar to the objects of the Organisation to be determined by the members of the Organisation at or before the time of the dissolution or in default thereof by such Judge of the Supreme Court of the State of Victoria as may have or acquire jurisdiction in the matter or in the absence of any such Institution then to such public charity or public charities as such Judge may determine.

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