

# CARAVAN TRADE & INDUSTRIES ASSOCIATION OF VICTORIA

Trading as Caravan Industry Victoria  
(amended as at 8 November 2023)



## Constitution

1.	NAME	1
2.	REGISTERED OFFICE	1
3.	INTERPRETATION	1
4.	OBJECTS	3
5.	MEMBERSHIP	4
6.	ELIGIBILITY FOR FULL AND PROBATIONARY MEMBERSHIP	5
7.	ELIGIBILITY FOR LIFE MEMBERSHIP	6
8.	ELIGIBILITY FOR ASSOCIATE MEMBERSHIP	7
9.	APPLICATION FOR MEMBERSHIP	7
10.	PROBATIONARY MEMBERSHIP	9
11.	MEMBERS OBLIGATIONS	10
12.	RESIGNATION OF MEMBERSHIP	10
13.	DISCIPLINE OF MEMBERS	11
14.	CHANGE OF BUSINESS STATUS	13
15.	SUBSCRIPTIONS	14
16.	MANAGEMENT	15
17.	COUNCIL MEETINGS	17
18.	APPOINTMENT OF RETURNING OFFICER	18
19.	ELECTION OF COUNCILORS AND THE PRESIDENT	18
20.	BALLOTS	19
21.	POWERS OF COUNCIL	22
22.	POWERS OF EXECUTIVE	23
23.	CHIEF EXECUTIVE OFFICER	24
24.	TREASURER	24
25.	CONDUCT OF MEETINGS	25
26.	VOTING	26
27.	RESOLUTIONS WITHOUT A PHYSICAL MEETING	27
28.	GENERAL MEETINGS	27
29.	SPECIAL GENERAL MEETINGS	28
30.	HYBRID MEETINGS	28

<b>31.</b>	<b>NOTICES OF MEETINGS</b>	<b>30</b>
<b>32.</b>	<b>APPLICATION OF FUNDS</b>	<b>31</b>
<b>33.</b>	<b>INSPECTION OF BOOKS</b>	<b>31</b>
<b>34.</b>	<b>STATEMENT</b>	<b>31</b>
<b>35.</b>	<b>AUDITOR</b>	<b>32</b>
<b>36.</b>	<b>AUDIT OF ACCOUNTS</b>	<b>32</b>
<b>37.</b>	<b>ALTERATION OF RULES</b>	<b>32</b>
<b>38.</b>	<b>NOTIFICATION TO REGISTRAR</b>	<b>32</b>
<b>39.</b>	<b>CHANGE OF NAME</b>	<b>33</b>
<b>40.</b>	<b>EXECUTION OF DOCUMENTS</b>	<b>33</b>
<b>41.</b>	<b>TRUSTEES</b>	<b>33</b>
<b>42.</b>	<b>FINES</b>	<b>33</b>
<b>43.</b>	<b>INDEMNITY OF OFFICERS</b>	<b>34</b>
<b>44.</b>	<b>CONTRIBUTIONS TO ASSETS ON WINDING UP</b>	<b>34</b>
<b>45.</b>	<b>DISSOLUTION OF ASSOCIATION</b>	<b>34</b>
<b>46.</b>	<b>DISTRIBUTION OF ASSETS</b>	<b>34</b>
<b>47.</b>	<b>DISPUTES AND MEDIATION</b>	<b>35</b>

**1. NAME**

The name of the trade union is "Caravan Trade and Industries Association of Victoria".

**2. REGISTERED OFFICE**

The registered office of the Association is 8/88 Dynon Road, West Melbourne or such other address as may be determined by the Council from time to time.

**3. INTERPRETATION**

**3.1 In these Rules, unless the contrary intention appears:**

"Act" means the *Trade Unions Act 1958* (Vic);

"Annual General Meeting" means the annual general meeting of the Association held in accordance with Rule 28.1;

"Associate Member" means a Member appointed as such by the Council under Rule 8;

"Association" means the Caravan Trade and Industries Association of Victoria;

"CEO" has the meaning given to that term in Rule 23.1;

"Code of Ethics" means the document setting out the ethical codes and guidelines of the Association as determined by the Council from time to time;

"Council" means the properly elected Council of the Association;

"Council Member" means a member of the Council (including the Executive);

"Due Date" means:

- (a) in relation to an annual fee for any year, 31 January of that year;
- (b) in relation to a fine imposed under Rule 42, the date being 30 days after the resolution to impose the fine; or

- (c) in relation to any other payment due to the Association, the date specified on the relevant invoice as the date for payment or, if no date is specified, the date being 30 days after the date of the invoice;

"Executive" means the President, two Vice-Presidents, and the Treasurer;

"Factory Direct Dealer" means any manufacturer of recreational vehicles, movable dwellings, camping equipment or associated industry goods or services that elects to sell the goods or services direct to the public, rather than through an industry retailer;

"Financial Member" means a Member who has paid the full amount of any applicable joining fee and all annual fees payable by the Member by the Due Date for such payments (or such later date as is agreed by the Association) and who is not overdue with any other payments due to the Association that are imposed pursuant to these Rules;

"Financial Year" means a period of 12 months ending 30<sup>th</sup> June;

"Full Member" means a current member of the Association whose application has been accepted in accordance with these Rules, including for the avoidance of doubt Life Members, but excluding Probationary Members and Associate Members;

"General Meeting" means a general meeting of Members convened in accordance with Rule 28 and for the avoidance of doubt includes any Annual General Meeting or Special General Meeting;

"Life Member" is a Member appointed as such by the Council in accordance with Rule 7;

"Member" means a Full Member, Associate Member, Life Member and Probationary Member, or any one of them;

"Membership Application" has the meaning given to that term in Rule 9.1;

"Nominating Member" means a Financial Member who, on the date of the nomination of the relevant Membership Application, has been a Financial Member for more than 12 months and who is not the President of the Association;

"Probationary Member" means a probationary member of the Association who is subject to a Probationary Period;

"Probationary Period" means either a 6 month or 12 month period from the date an applicant for membership of the Association is admitted as a Probationary Member in accordance with Rule 9.4(b), which period may be reduced or increased in accordance with these Rules;

"Register of Members" means the register of Members maintained in accordance with these Rules;

"Representative" means a natural person appointed by a corporate Member to act as its representative in all matters under these Rules;

"Returning Officer" means an independent third party appointed in accordance with Rule 18 to oversee the election of Council Members in accordance with Rule 19;

"Rules" means these rules of association and any Schedule or Annexure as amended from time to time;

"Special General Meeting" has the meaning given to that term in Rule 29.1;

"Special Resolution" means a resolution:

- (a) of which notice as required in accordance with Rule 31 has been given; and
- (b) that has been passed by at least 75% of the votes cast by Members present and entitled to vote on the resolution; and

"Trustee" means a trustee of the Association appointed by the Council in accordance with Rule 41.

"Wholesaler" means any wholesaler that elects to sell recreational vehicles, movable dwellings, camping equipment or associated industry goods or services direct to the public, rather than through an industry retailer;

- 3.2 Words or expressions contained in these Rules will be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958 (Vic)* and the Act as in force from time to time.

## **4. OBJECTS**

- 4.1 The objects of the Association are to promote the manufacture of Victorian made caravans, recreational vehicles, RV accessories and technology, and to represent Victorian manufacturers of the product in

the various Australian jurisdictions.

4.2 In furtherance of the Association's objects, the Association provides Members with support and assistance in relation to the following:

- (a) to secure for the Members the rights, privileges and advantages enjoyed by associations and trade unions under the Act, and any other law for the time being in force affecting the Association or its Members;
- (b) to support, oppose or seek variation to legislation or other proposals which may affect the caravan trade industry in Australia;
- (c) to co-operate with similar organisations in matters affecting the caravan trade industry in Australia; and
- (d) to do all things incidental in connection with the above objects and to do all such things as may be considered beneficial to the Members as a collective body.

## **5. MEMBERSHIP**

5.1 Subject to cessation of membership in accordance with these Rules, the Association must consist of the Members whose names are duly enrolled in the Register of Members from time to time.

5.2 The categories of membership of the Association are:

- (a) as a Probationary Member;
- (b) as a Full Member;
- (c) as an Associate Member; and
- (d) as a Life Member (which may also be known as honorary member from time to time).

5.3 Any right, privilege, or obligation granted to a Member under these Rules:

- (a) is not capable of being transferred; and
- (b) terminates upon the cessation of membership.

5.4 Any Member admitted to membership in accordance with these Rules,

who is not a natural person, may by written notice to the CEO:

- (a) appoint a Representative;
- (b) remove any such Representative; and
- (c) set out restrictions on the Representative's powers.

5.5 A Representative is entitled to:

- (a) exercise at a General Meeting all the powers which the Member who appointed the Representative could exercise if the Member were a natural person;
- (b) be counted towards a quorum by its attendance at a General Meeting as if the Member was present at the General Meeting; and
- (c) be nominated as a Council Member (including as CEO).

## **6. ELIGIBILITY FOR FULL AND PROBATIONARY MEMBERSHIP**

6.1 Applicants seeking to be admitted to the Association as Full Members or Probationary Members must:

- (a) submit a Membership Application in accordance with Rule 9.1;
- (b) be nominated and seconded for membership in accordance with Rule 9.2;
- (c) have, for at least the 12 months before submitting a Membership Application been:
  - (i) primarily engaged in the manufacture, sale or hire of recreational vehicles, movable dwellings or camping equipment, provided that, subject to Rule 6.3, the applicant is not a Factory Direct Dealer or Wholesaler;
  - (ii) primarily engaged in the manufacture, sale or hire of goods or services associated with the recreational vehicle, movable dwelling or camping industry, provided that, subject to Rule 6.3, the applicant is not a Factory Direct Dealer or Wholesaler; or
  - (iii) the proprietor or delegate of the proprietor of a licensed caravan park;

- (d) conduct a company or business within Australia; and
  - (e) comply with any additional requirements for membership which may be imposed by the Council in its absolute discretion from time to time.
- 6.2 For the purposes of determining eligibility for membership under Rule 6.1(c)(ii), the Council may determine, in its sole discretion, those goods or services which are deemed to be services or goods associated with the recreational vehicle, movable dwelling or camping industry.
- 6.3 Factory Direct Dealers and Wholesalers are not eligible for membership of the Association unless the Council, in its absolute discretion, determines otherwise. For the avoidance of doubt, any Factory Direct Dealer or Wholesaler that is a Member as at 9 April 2015 will be entitled to continue as a Member in accordance with these Rules.
- 6.4 For the avoidance of doubt, a Member will no longer be eligible for membership of the Association and the Council may consider in its sole discretion that a Status Change has occurred in accordance with Rule 14 in relation to a Member where any change to the nature of the activities conducted by the Member result in that Member becoming a Wholesaler or a Factory Direct Dealer.

## **7. ELIGIBILITY FOR LIFE MEMBERSHIP**

- 7.1 A person may be entitled to become a Life Member of the Association if not less than 75% of the Council Members resolve that the person has provided outstanding service to the Association over a period of not less than 10 years.
- 7.2 A candidate for Life Member must be proposed and seconded by two current Council Members and the nomination must be voted upon at the next Council meeting.
- 7.3 A Life Member:
- (a) may not hold office in the Association;
  - (b) may, if invited to do so (whether generally or specifically) attend as an observer at meetings of the Council, any committee established by the Council or the Members, but will otherwise be disqualified from taking part in any proceeding of the Association;

- (c) will not be entitled to vote in elections or at any meetings of the Association; and
- (d) will not be required to pay any fees, subscription, levies or contributions to the Association other than any amounts that are payable pursuant to any contract or agreement between the Association and the Life Member (other than these Rules).

## **8. ELIGIBILITY FOR ASSOCIATE MEMBERSHIP**

8.1 Subject to Rule 6.3, a person is eligible to apply to be an Associate Member if that person, in the sole discretion of the Council, is an organisation or an individual that:

- (a) supports the objects of the Association; and
- (b) provides funding or other assistance (for example consultancy services, market research, lobbying, accounting and administrative services) to the Association or the recreational vehicle, movable dwelling or camping industry,

but would not otherwise be eligible to be admitted to the Association as a Full Member or Probationary Member.

8.2 An Associate Member:

- (a) must not hold office in the Association; and
- (b) will not be entitled to vote in elections or at any meetings of the Association.

## **9. APPLICATION FOR MEMBERSHIP**

9.1 An application for membership of the Association (**Membership Application**) must be:

- (a) made in writing in the form approved by the Council from time to time;
- (b) nominated and seconded in accordance with Rule 9.2; and
- (c) lodged with the CEO.

9.2 Subject to Rule 9.3, the Membership Application must be:

- (a) nominated by a Nominating Member, by that Nominating Member signing the Membership Application; and
  - (b) seconded by another Nominating Member, by that Nominating Member signing the Membership Application
- 9.3 A Membership Application for an Associate Member does not need to be nominated or seconded by a Nominating Member.
- 9.4 The CEO must refer all Membership Applications to the Council. Upon receipt of a Membership Application, the Council will determine in its absolute discretion whether to:
  - (a) admit the applicant as a Full Member;
  - (b) admit the applicant as a Probationary Member and determine the applicable Probationary Period;
  - (c) admit the applicant as an Associate Member; or
  - (d) reject the Membership Application.
- 9.5 The Council is not required to provide reasons for any determination made by it under Rule 9.4.
- 9.6 Acceptance or rejection of Membership Applications pursuant to Rule 9.4 will be determined by a simple majority vote of those Council Members present at the relevant Council meeting.
- 9.7 The CEO must:
  - (a) as soon as practicable, notify the applicant in writing of the Council's determination under Rule 9.4;
  - (b) if the Council has determined to admit the applicant as a Full Member, Probationary Member or Associate Member, request payment within 28 days after receipt of the notification of the sum payable under these Rules as the joining fee and the first year's annual subscription on a pro rata basis; and
  - (c) upon payment of the amounts referred to in Rule 9.7(b) within the period referred to in that Rule, enter the approved applicant's name in the Register of Members as a Probationary Member, Associate Member or Full Member (as the case may be) and, upon the name

being so entered, the applicant will become a Member of the Association.

- 9.8 A person will not be entitled to submit a Membership Application under Rule 9.1 if a previous Membership Application submitted by that person was rejected for any reason by the Council in the preceding 12 month period.

## **10. PROBATIONARY MEMBERSHIP**

- 10.1 The CEO must, after the expiry of any Probationary Period in relation to a Probationary Member and provided that:

- (a) the Probationary Member has not breached these Rules, the Code of Ethics or any other obligations imposed on that Member during that Probationary Period; and
- (b) the Probationary Member has paid all fees, subscriptions (and other amounts) due and payable to the Association,

refer an application for the Probationary Member to become a Full Member to the Council (**Full Membership Application**).

- 10.2 Upon a Full Membership Application being referred to the Council in accordance with Rule 10.1, the Council will determine in its absolute discretion whether to approve or to reject the Full Membership Application, without having to provide any reasons. Acceptance or rejection of Full Membership Applications will be determined by a simple majority vote of those Council Members present at the relevant Council meeting.

- 10.3 The Council may, at any time, and in its sole and absolute discretion, waive or alter the Probationary Period of a Probationary Member.

- 10.4 The Council, in assessing a Full Membership Application, must take into account:

- (a) the length of time the Probationary Member has been engaged in the relevant business;
- (b) whether a related party of the Probationary Member is an existing Full Member;
- (c) the outcome of one or more site visits conducted by the Association

in respect of the Probationary Member's place of business; and

- (d) any other matters determined by the Council, in its absolute discretion from time to time.

10.5 Upon a Full Membership Application being approved by the Council, the CEO must, as soon as practicable, notify the Probationary Member in writing of such approval and enter the approved Probationary Member's name in the Register of Members as a Full Member and, upon the name being so entered, the Probationary Member will become a Full Member.

10.6 If the Council rejects a Full Membership Application, that Probationary Member will immediately cease to be a Member of the Association.

## **11. MEMBERS OBLIGATIONS**

11.1 Members must, at all times:

- (a) abide by the Code of Ethics and these Rules;
- (b) remain Financial Members;
- (c) without limiting clause 11.1(a), comply with Rule 14; and
- (d) notify the Association in writing of any change of address, facsimile number or email address within 14 days of such change.

## **12. RESIGNATION OF MEMBERSHIP**

12.1 A Member of the Association may resign from the Association by giving two (2) months' notice in writing to the CEO of the Member's intention to resign and, upon the expiration of that period of notice, the Member will automatically cease to be a Member.

12.2 If a Member fails to pay in full the annual fee payable by that Member in full by the Due Date, the Association may issue a notice to that Member:

- (a) advising the Member that it has failed to pay the annual fee or a portion of the annual fee as the case may be;
- (b) setting out the amount of the annual fee which remains outstanding (**Outstanding Amount**); and
- (c) requiring the Outstanding Amount to be paid by the Member in full within 14 days of the date of the notice.

12.3 If a Member fails to respond to a notice issued by the Association under Rule 12.2 by paying the Outstanding Amount by the date referred to in Rule 12.2(c), the Member will be taken to have resigned from the Association and the Member will automatically cease to be a Member on the date immediately after the date on which the Outstanding Amount was payable.

12.4 A Member who ceases to be a Member under this Rule 12 will:

- (a) remain liable to the Association for any money owed by that Member under these Rules and unpaid prior to the date on which the Member ceased to be a Member; and
- (b) not be entitled to any refund (or partial refund) of the Member's annual subscription.

### **13. DISCIPLINE OF MEMBERS**

13.1 Subject to these Rules, if any of the events set out in Rule 13.3 occur, the Council may by resolution:

- (a) expel a Member from the Association;
- (b) suspend a Member from membership of the Association for a specified period;
- (c) extend the Probationary Period of a Probationary Member;
- (d) fine a Member in accordance with Rule 42; or
- (e) place any conditions, limitations or restrictions on the membership of a Member (or the proposed disciplinary action), as the Council, in its sole and absolute discretion, deems reasonable.

13.2 For the avoidance of doubt, but subject to this Rule 13, the Council may elect to partially or fully suspend the exercise of any of its powers under Rule 13.1.

13.3 Rule 13.1 applies if the Member:

- (a) has refused or neglected to comply with these Rules;
- (b) has refused or neglected to comply with the Code of Ethics;
- (c) has been guilty of conduct unbecoming to a Member or prejudicial to

the interests of the Association;

- (d) fails to pay within 90 days of the Due Date any payment due by the Member to the Association;
- (e) becomes of unsound mind;
- (f) becomes bankrupt or subject to any form of insolvency administration or, in the opinion of the Council, is unable to pay its debts as and when they fall due; or
- (g) ceases to fulfil the eligibility requirements in Rule 6 or 7 (as the case may be).

13.4 In the event that any of the events set out in Rule 13.3(a), 13.3(c) or 13.3(e) occur, the Council must not exercise any of its powers under Rule 13.1 unless:

- (a) the Council has notified the Member in writing of its alleged breach of Rule 13.3 and requested that the Member (or the Member's Representative, as applicable), appear before a meeting of the Council, of which not less than 14 days' prior written notice has been given to the Member, to show cause why the Council should not exercise its rights under Rule 13.1 (**Disciplinary Meeting**); and
- (b) the Council, at any Disciplinary Meeting, (or any adjournment thereof) at which not less than five Council Members must be present in person, has, resolved by a majority of not less than two-thirds of the Council Members present and entitled to vote, to exercise its rights under Rule 13.1.

13.5 The Council is not required to provide reasons to any Member for a resolution passed in accordance with Rule 13.1.

13.6 After the passing of any resolution to expel, suspend, fine or otherwise discipline a Member in accordance with Rule 13.1, the Council must provide written notice of its decision to the Member and in the event that the Member:

- (a) has been expelled, cause the name of that Member to be deleted from the Register of Members; or
- (b) has been suspended, cause the Register of Members to be amended to reflect such suspension.

13.7 For the avoidance of doubt:

- (a) this Rule 13 applies to all Members of the Association (including Probationary Members); and
- (b) any Member ceasing to be a Member (for any reason):
  - (i) will not be entitled to any refund (or partial refund) of the Member's annual fees; and
  - (ii) will remain liable for and must pay to the Association all fees, subscriptions and moneys which were due at the time of ceasing to be a Member.

#### 14. CHANGE OF BUSINESS STATUS

14.1 A Member which is a body corporate or other incorporated entity must notify in writing (**Change Notice**) the Council of any:

- (a) change in the composition of its board of directors;
- (b) transaction or arrangement pursuant to which a third party has acquired (whether directly or indirectly) or has become the holder of, or otherwise acquired, the right to acquire or have an economic interest in all or a substantial part of the business of the Member;
- (c) transaction or arrangement pursuant to which a third party has acquired an interest in, become the holder of, or otherwise acquired, the right to acquire or have an economic interest in 10% or more of the shares in the Member or the votes that may be cast at a general meeting of the Member; or
- (d) change in the nature of the activities or business of the Member including, without limitation, the Member becoming a Wholesaler or a Factory Direct Dealer,

(each, a **Status Change**) within 30 days of the relevant Status Change occurring.

14.2 Without limiting Rule 14.1, if the Council believes that a Member has or will be subject to a Status Change, the Council may give notice in writing to that effect to the Member in which case the Member must (within 14 days of the date of the notice or such other period as the Council may determine):

- (a) respond in writing to the notice from the Council; and
  - (b) provide all information required by the Council for it to determine whether there has been, or will be, a Status Change.
- 14.3 If the Council considers that a Status Change has occurred in accordance with Rule 14.2, the Member will be deemed to have served a Change Notice.
- 14.4 At the first Council Meeting following receipt of a Change Notice from a Member or information provided by a Member pursuant to Rule 14.2, the Council must determine, at its sole discretion, whether membership of that Member is to be cancelled as a result of the Status Change (having regard to the eligibility requirements of Members) and notify the Member in writing of the decision, but is not required to give reasons for the decision.
- 14.5 Without limiting the Council's discretion under Rule 14.4, the Council may in making its decision under Rule 14.4, have regard to:
  - (a) the objects of the Association;
  - (b) the interests of the caravan trade industry in Australia; and
  - (c) the interests of the Members as a whole.

## **15. SUBSCRIPTIONS**

- 15.1 Subject to Rule 15.3, annual fees and joining fees for Full Members, Associate Members and Probationary Members will be determined by the Council and must be reviewed and determined by the Council each year by no later than 30 October.
- 15.2 The annual fees are payable by Members in advance on or before the 31st day of January each year.
- 15.3 Notice of any increase in the annual fees or joining fees will be given to Members not less than 30 days prior to the relevant Due Date.
- 15.4 Any money payable by a Member under these Rules that is not paid by that Member on or before the Due Date constitutes a debt due to the Association and the Association may take any action necessary to recover that debt (whether or not that Member is still a Member or has ceased to be a Member).

## **16. MANAGEMENT**

16.1 Subject to Rule 16.6, the affairs of the Association will be managed by a Council of not more than twelve Members.

16.2 The Council must consist of:

- (a) a President;
- (b) two Vice Presidents;
- (c) a Treasurer;
- (d) not more than seven elected Council Members; and
- (e) any Council Member who holds office in accordance with Rule 16.6.

16.3 Each Council Member must be a Full Member and a Financial Member (or a Representative of a Financial Member that is a Full Member).

16.4 To be eligible for election as the President an individual must:

- (a) be a Full Member and a Financial Member and have been a Full Member and Financial Member for the period of at least 5 consecutive years immediately prior to being elected as the President (or a Representative of such a Member); and
- (b) have served as a Council Member for at least 3 years whether or not that period was consecutive.

16.5 Subject to Rule 16.11(b), the President will be elected annually by election, in accordance with Rule 19 and will hold office until the conclusion of the next Annual General Meeting. A person may hold the office of President for a maximum term of 5 consecutive years.

16.6 In the event that a person who was the President of the Association is not otherwise elected as a Council Member for the year immediately following the year in which he or she vacates the office of President, he or she may hold office as an ex-officio Council Member for a term of 1 year, but will have no voting rights during that time.

16.7 All votes at Council meetings must be given personally or by Representative.

16.8 Subject to Rule 16.9, each Council Member other than the President (or

any Council Member appointed under Rule 16.6) will hold office for a period of two years.

16.9 On and from the 2012 Annual General Meeting:

- (a) the 6 Council Members who have been longest in office must vacate office but will be eligible for re-election together with any other candidates in accordance with Rule 19; and
- (b) the balance of the Council Members will hold office for a further term of 1 year and must resign from office on and from the next Annual General Meeting.

16.10 Subject to Rules 16.5 and 16.6, all retiring Council Members are eligible for re-election.

16.11 At the first Council meeting following the Annual General Meeting, which must be held no later than 30 days after the Annual General Meeting, Council Members must:

- (a) elect from amongst their number, two Vice Presidents, and the Treasurer who will hold office in those positions until the conclusion of the next Annual General Meeting; and
- (b) if no President was elected in accordance with Rule 19, the Council must also elect from amongst their number, a President who will hold office in that position until the conclusion of the next Annual General Meeting.

16.12 The Council may appoint any Full Member (or the Full Member's Representative) to fill a casual vacancy on the Council, and the new Council Member so appointed will hold office until the next Annual General Meeting, at which time the new Council Member will vacate office but will, subject to satisfying the eligibility criteria in Rule 16.3, be eligible for re-election in accordance with these Rules.

16.13 Where a Representative is a Council Member and that Representative ceases to be a Representative of the Member they represented at the time of the Representative's election (or appointment) to Council, then:

- (a) that person will automatically cease to be a Council Member on and from the date that is 30 days after the Council Member ceases to be the relevant Member's Representative; and

- (b) the person may be re-appointed to the Council to fill any casual vacancy contemplated by Rule 16.12 until the next Annual General Meeting.
- 16.14 A Council Member may be removed from office by a Special Resolution at a Special General Meeting called for that purpose.
- 16.15 Notwithstanding any other Rule, a Member may not have more than one Representative on the Council at any one time.
- 16.16 In the event of a casual vacancy in the Executive, the Council may appoint one of its Full Members to the vacant office and the Member so appointed may continue in office up to and including the conclusion of the next Annual General Meeting following the date of the Member's appointment.

## **17. COUNCIL MEETINGS**

- 17.1 The Council must meet at least once every three months at a time and place determined by the Council from time to time.
- 17.2 In addition to the meetings required under Rule 17.1, special meetings of the Council must be called by the CEO on matters of urgency, or on the requisition of the President or two Council Members. A minimum of 5 days' written notice must be given of any such special meeting and the business for which any such meeting has been called must be stated in the notice.
- 17.3 Without limiting the power of the Council to regulate their meetings as they think fit, a meeting of the Council may be held where one or more of the Council Members is not physically present at the meeting, provided that:
  - (a) all Council Members consent to the calling and the holding of the meeting by utilising the relevant form of communication;
  - (b) all Council Members participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously by means of the agreed form of communication;
  - (c) notice of the meeting is given to all the Council Members entitled to notice in accordance with the usual procedures agreed on or laid down from time to time by the Council Members and such notice does not specify that Council Members are required to be present in

person;

- (d) in the event that a failure in communications prevents Rule 17.3(b) from being satisfied by that number of Council Members which constitutes a quorum, then the meeting will be suspended until Rule 17.3(b) is satisfied again. If Rule 17.3(b) is not satisfied within 15 minutes from the time the meeting was interrupted, the meeting will be deemed to have terminated; and
- (e) any meeting held where one or more of the Council Members is not physically present will be deemed to be held at the location specified in the notice of meeting provided a Council Member is present at that location. If no Council Member is present at the location specified, the meeting will be deemed to be held at the location where the President of the meeting is located.

17.4 The Council Members may pass a resolution without a Council meeting being held if all the Council Members entitled to vote on the resolution are in favour of the resolution.

17.5 A Council Member may signify approval of a resolution by notifying all other Council Members by:

- (a) signing a document containing a statement that they are in favour of the resolution and returning it to the CEO; or
- (b) by notifying all other Council Members of his or her approval by other electronic means in any manner approved by the Council from time to time.

17.6 For the purposes of Rule 17.4, a resolution of the Council is deemed to have been passed when the last Council Member approves the resolution in accordance with Rule 17.5.

## **18. APPOINTMENT OF RETURNING OFFICER**

18.1 The Council must appoint an independent Returning Officer each year who will hold office until the next Annual General Meeting.

18.2 The Returning Officer will be responsible for the conduct of all elections within the Association, including without limitation the acceptance or rejection of all nominations.

## **19. ELECTION OF COUNCILORS AND THE PRESIDENT**

- 19.1 Nominations for election of Council Members and the President must:
- (a) be made in writing in the form approved by the Council from time to time; and
  - (b) be lodged not later than 21 days prior to the election for the relevant Council Members, and must be forwarded to the address of the Returning Officer.
- 19.2 Nominators and seconders of Membership Applications must be Full Members and Financial Members or a Representative of a Full Member and Financial Member (excluding that candidate or the Representative of that candidate). Nominees for election as Council Members or President must be Full Members and Financial Members or a Representative of a Full Member and Financial Member.
- 19.3 If the Returning Officer finds a nomination to be defective in any way the Returning Officer must, before rejecting the nomination, 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 seven (7) days after such notification.
- 19.4 The Returning Officer must declare the result of each election for office conducted:
- (a) if, after following the procedure in 19.3 (if applicable), there is only one proper nomination for an office, upon closing of the nominations; or
  - (b) if an election is held for office, as soon as the result is known.
- 19.5 If there is only one nominee for President and the nominee withdraws his or her nomination prior to the election, the Council will elect from amongst their number a President to hold office in accordance with Rule 16.11(b).

## 20. BALLOTS

- 20.1 All elections of Council Members and the President must be by secret ballot conducted by the Returning Officer, whereby the Council may determine in its absolute discretion, whether such election will be conducted physically (**Physical Ballot**) or electronically (**Electronic Ballot**).

20.2 Where the Council has determined that an election will be conducted by Physical Ballot, such ballot must be held in accordance with the following:

- (a) the Returning Officer must have ballot papers printed and clearly identified;
- (b) ballot papers for an election must be in the form approved by the Council from time to time;
- (c) the Returning Officer must at least 10 days prior to the date of the election forward to each Full Member that is a Financial Member a ballot paper initialled by the Returning Officer together with instructions as to the manner in which a vote may be cast. Any duly completed vote received by the Returning Officer no later than 24 hours prior to the holding of the election will be eligible for counting;
- (d) immediately prior to the commencement of the Annual General Meeting the Returning Officer will cause ballot papers initialled by the Returning Officer to be handed to any Member or Representative entitled to vote and who provides a statutory declaration that the Member or Representative has not already cast a vote;
- (e) completed ballot papers must be placed in a box provided by the Returning Officer for that purpose. The voting will be declared closed at the commencement of the Annual General Meeting and immediately after the closing of voting the Returning Officer must count the votes;
- (f) the votes will be counted by the Returning Officer in the presence of two scrutineers appointed at the Annual General Meeting;
- (g) the Returning Officer must make and keep a record of the following:
  - (i) the total number of votes counted under Rule 20.2(f);
  - (ii) the number of ballot papers rejected as informal; and
  - (iii) the number of votes counted for each candidate,and the record must be signed by the Returning Officer and each of the scrutineers.

20.3 Where the Council has determined that an election will be conducted by

Electronic Ballot, such ballot must be held in accordance with the following:

- (a) the Returning Officer is responsible for coordinating all procedures and electronic systems necessary or desirable to undertake the Electronic Ballot using the relevant electronic voting website or platform approved by the Council from time to time (**Voting Platform**);
- (b) the Returning Officer must provide each Full Member that is a Financial Member (**Voting Members**) with a link to the relevant Voting Platform at which that Voting Member can cast a vote as part of the Electronic Ballot (**Voting Notice**), the Voting Notice must include:
  - (i) instructions as to the manner in which a vote may be cast; and
  - (ii) the closing date and time for casting a vote, being the commencement of the Annual General Meeting, but which must be a date and time that is not less than 10 days after the Voting Member receives the Voting Notice (**Closing Time**);
- (c) any duly completed vote received by the Returning Officer in accordance with the Voting Notice by the Closing Time will be eligible for counting;
- (d) the voting will be declared closed at the commencement of the Annual General Meeting;
- (e) immediately after closing of voting, the Returning Officer must, in the presence of two scrutineers appointed at the Annual General Meeting, review and count the votes in accordance with these Rules, including Rule 26.1;
- (f) the Returning Officer must deliver to the President a report, signed by the Returning Officer and each of the scrutineers, which sets out the following:
  - (i) the total number of votes cast in the Electronic Ballot under Rule 20.3(c); and
  - (ii) the number of votes counted for each candidate.

20.4 If an equal number of votes are received in respect of the election of two

or more candidates (**Tied Ballots**):

- (a) where the Tied Ballot relates to the appointment of the President and no other candidate has received votes in excess of the number of votes received by each of those candidates who received an equal number of votes, a re-election will be carried out for the position of the President in accordance with Rule 20.2 or Rule 20.3 (as applicable), except that:
  - (i) the candidates for election as the President will be taken to only be those candidates who received an equal number of votes during the Tied Ballot; and
  - (ii) the reference to 10 days in Rule 20.2(c) and Rule 20.3(b) (as applicable) will be taken to have been replaced with 14 days; and
- (b) where the Tied Ballot relates to the appointment of a Council Member (other than the President), and the number of candidates who received votes in excess (**Successful Candidates**) of the votes received by each candidate who received an equal number of votes (**Tied Candidates**) is such that all vacancies on the Council have been filled by the Successful Candidates other than one remaining vacancy on the Council (**Final Vacancy**), then:
  - (i) each Successful Candidate will be elected as a Council Member; and
  - (ii) a re-election will be carried out in order to fill the Final Vacancy in accordance with Rule 20.2 or Rule 20.3 (as applicable), except that:
    - (A) the candidates for election will be taken to only be the Tied Candidates; and
    - (B) the reference to 10 days in Rule 20.2(c) and Rule 20.3(b) (as applicable) will be taken to have been replaced with 14 days.

## 21. POWERS OF COUNCIL

- 21.1 The Council will have the following powers in addition to any other powers given by these Rules:

- (a) to elect and dismiss the Vice-Presidents and the Treasurer by simple majority;
- (b) to purchase, take on, lease or in exchange hire or otherwise acquire any real or personal property;
- (c) to construct improve maintain and develop buildings and structures of any description;
- (d) to borrow or raise or secure payment of money in such manner as the Council thinks fit;
- (e) to appear before any Court, Board or Commission in any manner or proceedings affecting the Association or its Members and to supervise the conduct of such proceedings and for any of these purposes to engage counsel and solicitors on their behalf;
- (f) to delegate such of its power as it deems fit to any committee, Council Member, Member or employee;
- (g) without limiting Rule 13, to cancel or suspend Members' memberships in accordance with the procedure set out in Rule 13;
- (h) subject to the approval of the Association in a General Meeting, to make levies on the Members in order to carry on the affairs of the Association; and
- (i) generally to manage and direct the affairs of the Association and to do all such acts and things necessary to carry the objects of the Association into effect.

## **22. POWERS OF EXECUTIVE**

22.1 The Executive has the following powers in addition to any other powers given to Council Members by these Rules:

- (a) to invest money with institutions approved under the *Trustee Act 1958 (Vic)* or as the Executive sees fit;
- (b) to engage for employment and to remunerate any person to be employed with such emoluments as the Council in its discretion sees fit and to discharge any person so employed;
- (c) to manage and oversee the day to day activities of the administration

of the Association; and

- (d) to manage and direct the business and affairs of the Association including its property and funds and to do all such acts and things necessary to carry the objects of the Association into effect; and
- (e) the power to act as delegate of the Council in accordance with the terms of such delegation including any and all powers that the Council may delegate to the Executive from time to time.

## **23. CHIEF EXECUTIVE OFFICER**

- 23.1 The Chief Executive Officer will be the Secretary of the Association from time to time (CEO).
- 23.2 The CEO is responsible for all documents, books, papers and records of the Association and must keep minutes of all proceedings, conduct all correspondence and discharge all other duties appertaining to that office, as the Council directs.
- 23.3 If required by the Act, at the direction of the Council, the CEO must cause the Association's financial report for each financial year to be audited and obtain an auditor's report, if required in accordance with the requirements of the Council from time to time and pursuant to Rule 36.
- 23.4 The CEO must, when instructed by the Association or Council, provide the auditor of the Association with all books, papers and other related documents in the possession of the CEO.

## **24. TREASURER**

- 24.1 The Treasurer must ensure that receipts are issued in respect of all moneys received on behalf of the Association and must ensure that such moneys are paid into the account of the Association at the bank nominated by the Council.
- 24.2 The Treasurer must ensure that correct accounts and books, showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association, are kept.
- 24.3 Subject to Rule 24.4, all payments from the funds of the Association must be:
  - (a) by cheque, signed by any two of three signatories, consisting of the

President, Treasurer or CEO; or

- (b) by credit card, direct debit or such other electronic means (including electronic transfer) as is approved by the Executive from time to time.

24.4 Notwithstanding Rule 24.3, the CEO may pay:

- (a) salaries, and other employee-related amounts (including without limitation payments to the Australian Taxation Office and to an employee's superannuation fund) and other amounts approved by the Executive from time to time, from the nominated account operated by the Association for that purpose; and
- (b) current expenses of the Association being less than \$1,000, without requiring a counter-signatory for such payments.

24.5 The Treasurer must ensure that the President, Treasurer and CEO are registered as authorised signatories on the Association's bank accounts from time to time.

## **25. CONDUCT OF MEETINGS**

25.1 All meetings of the Association or of the Council must be presided over by the President or in his or her absence by one of the Vice-Presidents, or if none of them is present, the Members or Council Members (as the case may be) must elect a Chairman from among the Council Members present.

25.2 No item of business may be transacted at a General Meeting unless a quorum is present.

25.3 Ten (10) Members personally present at any General Meeting of the Association (being Financial Members entitled under these Rules to vote at a General Meeting or their respective Representatives) constitutes a quorum for the purposes of the General Meeting.

25.4 Five (5) Council Members present at any Council Meeting of the Association will constitute a quorum for the transaction of the business of a Council Meeting.

25.5 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting if convened upon the requisition of Members must be dissolved and in any other case will stand adjourned to the same day in the next week at the same time

and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, then the meeting will lapse.

- 25.6 For convenience of Council Members, a motion may be submitted in writing to the President who must cause a copy of same to be forwarded to each Council Member who in turn must return same to the President with a notification in writing confirming whether the Council Member is in favour of, or against, the motion. Failure by a Council Member to return a motion to the President within 7 days of receipt will be deemed to constitute notification that the relevant Council Member is not in favour of the motion.
- 25.7 A certificate in writing by the President will be conclusive evidence that such motion was put to the Council and was carried or lost as the case may be, and on the signing of such certificate the motion will become a resolution of the Council as if same had been passed at a duly constituted meeting.

## **26. VOTING**

- 26.1 Notwithstanding any other Rule, Probationary Members are not eligible to vote at any meetings of the Association until such time as that Probationary Member has been accepted by the Council as a Full Member. For the avoidance of any doubt, any vote made by a Probationary Member will be invalid.
- 26.2 Subject to Rule 20, a question arising at a General Meeting of the Association will be determined on a show of hands unless before or on the declaration of the show of hands a poll is demanded. A declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minutes of the General Meeting, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution being required.
- 26.3 Upon any question arising at a General Meeting, a Member has one vote only. Votes must be cast by Members personally or by the Representative of a Member.

- 26.4 In the case of an equality of votes on a question at a General Meeting or a Council Meeting, the Chairman of the meeting is entitled to exercise a second or casting vote.
- 26.5 A Member is not entitled to vote at any General Meeting unless the Member is a Full Member and a Financial Member (or in the case of a Representative, the Representative is a Representative of a Full Member that is a Financial Member).

## **27. RESOLUTIONS WITHOUT A PHYSICAL MEETING**

- 27.1 Notwithstanding anything contained in these Rules, if the requisite number of Members or Council Members (as the case may be) sign a document which was sent to all Members or Council Members entitled to vote and states that they are in favour of the particular resolution set out in the document, then a resolution of the Members or Council Members is taken as having been passed on the date at which the document was last signed.
- 27.2 For the purposes of Rule 27.1:
- (a) a document is signed by the requisite number of Members or Council Members (as the case may be) if it is signed by Members or Council Members entitled to vote on the resolution who, if they voted in favour of the resolution at a physical meeting would pass the resolution; and
  - (b) 2 or more separate documents in identical terms, each of which is signed by one or more Member or Council Member entitled to vote are taken as constituting one document.

## **28. GENERAL MEETINGS**

- 28.1 An Annual General Meeting of the Association must be held each twelve months (or as near thereto as the President may determine) at which meeting:
- (a) a duly audited financial report and balance sheet for the Financial Year must be submitted;
  - (b) the proceedings for the election of the Council must take place; and
  - (c) any other business may be transacted of which due notice has been given, or which, in the opinion of the Chairman, may be considered

expedient.

- 28.2 An Annual General Meeting must be held within 5 months of the end of each Financial Year.
- 28.3 The Annual General Meeting will be additional to any other General Meetings that may be held in the same year.
- 28.4 It is not necessary for the notice of an Annual General Meeting to state that the business to be transacted at the meeting includes:
- (a) the consideration of the financial statements and the reports of the Council, the auditor and the Association;
  - (b) the election of Council members;
  - (c) the appointment and fixing of the remuneration of the auditors (if applicable); and
  - (d) any other business which, under the Act (or these Rules), is required to be transacted at an Annual General Meeting.

## **29. SPECIAL GENERAL MEETINGS**

- 29.1 General Meetings other than the Annual General Meeting must be called Special General Meetings.
- 29.2 The CEO must convene a Special General Meeting on the request in writing of:
- (a) the President, or in the President's absence by a Vice President;
  - (b) at least three Council Members; or
  - (c) at least seven Financial Members,
- and such meeting must be held within fourteen (14) days of the requisition for a Special General Meeting being received.
- 29.3 All business to be transacted at a Special General Meeting must be fully stated in the notice requisitioning such meeting.

## **30. HYBRID MEETINGS**

- 30.1 Notwithstanding any other provision within these Rules:

- (a) the Council may determine in relation to any General Meeting (including any General Meeting that is being held at more than one physical place) to enable any person entitled to attend and participate to do so by simultaneous attendance and participate by means of an electronic facility or facility (**Hybrid Meeting**);
- (b) the Members present in person, or by an electronic facility or facilities at a General Meeting that is a Hybrid Meeting will be counted in the quorum for, and entitled to participate, in that General Meeting;
- (c) a Hybrid Meeting will be duly convened and its proceedings valid if the Chairperson of the meeting is satisfied that adequate facilities are available throughout the meeting to:
  - (i) ensure the Members present are given a reasonable opportunity to participate in the business for which the meeting has been convened;
  - (ii) enable the Chairperson to be aware of proceedings at the Hybrid Meeting; and
  - (iii) enable the Members present at the Hybrid Meeting to vote by a show of hands or poll.
- (d) If a General Meeting is a Hybrid Meeting or is otherwise held partly by means of an electronic facility or facilities, the Council (and, at the General Meeting, the Chairperson of that meeting) may make any arrangement and impose any requirement or restriction in connection with participation by such electronic facility or facilities, including any arrangement requirement or restriction that is:
  - (i) necessary to ensure the identification of those taking part and the security of the electronic facility; and
  - (ii) proportionate to the achieve the objectives specified in Rule 30.1(c); and
  - (iii) if during a meeting that is a Hybrid Meeting, any technical difficulty occurs whereby one or more of the objectives specified in Rule 30.1(c) is not satisfied, the Chairperson may:
    - (A) adjourn the meeting until the technical difficulty is remedied or the Chairperson otherwise believes that the objectives specified in Rule 30.1(c) are satisfied; or

- (B) continue to hold the meeting in the place where the Chairperson is present (and any other place which is not affected by such technical difficulty) and transact business, and no Member present, may object to the meeting being held or continuing;
- (e) the inability of one or more Members to access, or to continue to access, the electronic facility or facilities for participation in a Hybrid Meeting does not affect the validity of the General Meeting or the business conducted at the meeting provided that sufficient Members are able to participate in the meeting as are required to constitute quorum under Rule 25.3 or 25.4 (as the context requires).
- (f) For the avoidance of doubt, the Association is under no obligation to offer to provide any electronic facilities for a General Meeting.

### **31. NOTICES OF MEETINGS**

- 31.1 Subject to Rule 28.4, notice of all General Meetings must be given in writing to each Financial Member and Life Member, stating the nature of the business to be transacted.
- 31.2 Fourteen (14) days notice must be given for Annual General Meetings.
- 31.3 Subject to Rule 37, seven (7) days notice must be given for Special General Meetings.
- 31.4 Any notice given by the Association to any Member must be:
  - (a) in writing, legible and in English; and
  - (b) signed by the CEO or in any way authorised by the Council.
- 31.5 The Association must give a notice to any Member by:
  - (a) serving it on the Member personally;
  - (b) sending it by post to the Member's registered address or an alternative address (if any) supplied by the Member to the Association for the purpose of giving notices;
  - (c) sending it by facsimile to the facsimile number (if any) nominated by the Member for that purpose; or

- (d) sending it by email to the email address supplied by the Member for that purpose.

31.6 A notice is deemed to be duly given or made in the case of:

- (a) delivery in person, when delivered;
- (b) delivery by post:
  - (i) in Australia to an Australian address, on the third day after posting; or
  - (ii) in any other case, on the tenth day after posting;
- (c) delivery by facsimile, on a transmission report being printed by the Association's facsimile machine stating that the document has been sent to the Member's facsimile number; or
- (d) delivery by email, at the time shown in a delivery confirmation report generated by the sender's email system,

but if delivery is not made before 5.00 pm on a day it will be deemed to be received at 9.00 am on the next day.

31.7 Any resolution passed at a meeting is not invalidated by the accidental omission to give notice of a meeting to any Member or non-receipt of that notice by a Member.

## **32. APPLICATION OF FUNDS**

The funds of the Association must be applied in carrying out the objects of the Association. The Trustees must invest the funds of the Association in accordance with these Rules and any direction or recommendation made by the Council from time to time.

## **33. INSPECTION OF BOOKS**

All books of account and the names of Members must be available for inspection at any reasonable time by any Financial Member having an interest in the Association.

## **34. STATEMENT**

A general statement in the form and comprising the particulars prescribed by or under the provisions of Section 23 of the Act must be drawn up and

transmitted to the Victorian Government Statist prior to the first day of February in every year. Any Financial Member of the Association or depositor is entitled upon application to the Treasurer or CEO of the Association to receive a copy of such general statement.

### **35. AUDITOR**

- 35.1 At the Annual General Meeting or a General Meeting called for that purpose, the Association must appoint and fix the remuneration of a registered company auditor as auditor.
- 35.2 The auditor must continue in office until the conclusion of the next Annual General Meeting unless removed earlier.
- 35.3 The auditor will be eligible for re-election upon retiring as auditor.

### **36. AUDIT OF ACCOUNTS**

- 36.1 The Council must cause the Association's financial reports to be audited at the end of each Financial Year.
- 36.2 The Auditor must report upon the accounts of the Association to the Members.
- 36.3 Such report must be submitted to Members at each Annual General Meeting.

### **37. ALTERATION OF RULES**

- 37.1 Subject to Rule 31, these Rules may be added to, altered or repealed and replaced only by passing a Special Resolution at an Annual General Meeting or at a Special General Meeting specifically called for that purpose.
- 37.2 Notice of such proposed alteration must be given by the CEO in writing at least twenty-one days before the date of such meeting.

### **38. NOTIFICATION TO REGISTRAR**

A statement of the changes of officers and a copy of all alterations to the Rules and any new rules made by the Association during the previous Financial Year and a copy of the Rules as they exist as at that date must be provided to the Registrar of Trade Unions prior to February 1 in every year.

### **39. CHANGE OF NAME**

The Association may subject to the approval in writing of the Registrar of Trade Unions change its name by the consent of not less than two-thirds of the Members eligible to vote at a General Meeting.

### **40. EXECUTION OF DOCUMENTS**

40.1 Documents which are to be executed by the Association must only be executed by:

- (a) in the case of documents required by these Rules to be executed by the Trustee:
  - (i) both Trustees; or
  - (ii) one Trustee and the CEO; or
- (b) in all other cases the CEO in accordance with the powers vested in CEO by the Executive from time to time.

### **41. TRUSTEES**

41.1 The Council must appoint two Trustees who will hold office at the pleasure of the Council.

41.2 The property and funds of the Association will be vested in the Trustees and must be held solely within the State of Victoria.

41.3 The Council may from time to time determine a procedure for the appointment and removal of Trustees in accordance with Rule 41.1.

41.4 A Trustee of the Association is not liable to make good any deficiency or short fall to the funds of the Associations which are held by the Trustee in accordance with clause 41.1.

41.5 A person may resign as a Trustee by providing 6 months notice of that resignation to the Council.

### **42. FINES**

Subject to Rule 13, the Council may impose and determine the amount of any fine or forfeiture applicable to a Member for the infraction of these Rules, provided that such amount will not exceed ten times the current annual fee for Members.

#### **43. INDEMNITY OF OFFICERS**

Every officer, Council Member, Member, CEO or servant of the Association will be indemnified out of the funds of the Association against all costs, losses and other expenses which they may incur or for which they may become liable in any way in the course of discharging their duty while acting under and in accordance with the instructions of the Council except to the extent that those costs, losses and other expenses arise by or through their own wilful neglect or default.

#### **44. CONTRIBUTIONS TO ASSETS ON WINDING UP**

The liability of Members to contribute in the event of the affairs of the Association being wound up will be limited to one year's membership subscription.

#### **45. DISSOLUTION OF ASSOCIATION**

- 45.1 The Association may be dissolved at a Special General Meeting of the Association upon a resolution passed by not less than two-thirds of the Members present at such meeting, of which seven (7) days notice will be given to the Members.
- 45.2 Notice of dissolution must be given within fourteen (14) days of the Special General Meeting under Rule 45.1 to the Industrial Registrar, signed by seven Members, the Treasurer and the CEO.
- 45.3 Upon the dissolution of the Association in accordance with Rules 45.1 and 45.2 or upon the cancellation by the Registrar of Trade Unions of the Certificate of Registration of the Association under the Act, the real and personal property to which the Association is beneficially entitled will be sold and the proceeds of such sale applied:
  - (a) firstly in payment of all just debts and liabilities of the Association due and owing to persons other than persons being Members; and
  - (b) any remaining surplus must be donated to one or more similar organisations nominated by the Council.

#### **46. DISTRIBUTION OF ASSETS**

All assets and income of the Association will be applied solely towards the promotion of the objects of the Association and no portion of the assets and income of the Association will be paid or transferred directly or

indirectly by way of dividend, bonus, loan, gift or otherwise to any of the Members.

#### **47. DISPUTES AND MEDIATION**

47.1 Subject to Rule 13, the grievance procedures set out in this Rule apply to disputes under these Rules between:

- (a) a Member and another Member; or
- (b) a Member and the Association,

but for the avoidance of any doubt, this Rule does not apply to Disciplinary Meetings held in accordance with Rule 13.4.

47.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

47.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator and must, in good faith, attempt to settle the dispute by mediation. The mediator:

- (a) must be a person chosen by agreement between the parties or in the absence of agreement:
  - (i) in the case of a dispute between a Member and another Member, a person appointed by the Council; or
  - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice);
- (b) can be a Member, provided that the mediator is not a Member who is party to the dispute;
- (c) in conducting the mediation, must:
  - (i) give the parties to the mediation process every opportunity to be heard;
  - (ii) allow due consideration by all parties of any written statement submitted by any party; and

(iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process; and

(d) must not determine the dispute.

47.4 If the mediation process under Rule 47.3 does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.