

DECLARATION OF AUTHORISED OFFICER in accordance with Regulation 126 *Fair Work (Registered Organisations) Regulations 2009*

ALTERATION OF OTHER RULES OF ORGANISATIONS in accordance with section 159 of the *Fair Work (Registered Organisations) Act 2009*

I, **GRACIETE FERREIRA** of 1 Iron Knob Street, Fyshwick ACT 2609 am the President of the Master Builders Association of the Australian Capital Territory (**Master Builders ACT**) and am authorised to give this notice of particulars of alterations to the rules of Master Builders ACT (**Rules**) and to make this declaration as required by Regulation 126 of the *Fair Work (Registered Organisations) Regulations 2009*.

1. I declare that the alterations to the Rules at **Attachment A** were made in accordance with the Rules.
2. The actions taken under the Rules to make this alteration were as follows:
 - (a) On 6 June 2018, Peter Middleton (Wodens Contractors) gave notice in writing to the Executive Director (Michael Hopkins) appointed under Rule 19 of their request for an alteration to the Rules (**Attachment B**).
 - (b) The Executive Director notified the Executive Committee of the request to alter the Rules during the Executive Committee's meeting on 18 June 2018, which directed that the matter be referred to a future meeting of the Executive Committee for further discussion (see minutes at **Attachment C**, noting that all minutes not relevant to this application have been redacted).
 - (c) The Executive Committee met again on 20 August 2018. During this meeting, the Executive Committee directed that the matter be referred to the Annual General Meeting that was scheduled to take place on 9 October 2018 (see minutes at **Attachment D**, noting that all minutes not relevant to this application have been redacted).
 - (d) On 17 September 2018, members were sent an email notice and Agenda of the Annual General Meeting which included a copy of the proposed amended Rules (**Attachment E**).
 - (e) Five days' notice is required for an Annual General Meeting (Rule 20(c)). Under Rule 42(c), notice sent by email is deemed to have been received on the same day it was sent, which means that members were provided with five days' notice of the Annual General Meeting.
 - (f) On 9 October 2018 at 4:30pm, the adjourned Annual General Meeting was held. 14 members attended the Annual General Meeting. Pursuant to rule 20(d), quorum is 10 members, which were present during the Annual General Meeting.
 - (g) A motion was moved and seconded to approve the amendments and 14 members, constituting more than 3/4 of members present, voted in support of the changes to the Rules (see minutes at **Attachment F**).

(h) A notification of the Declaration to the Fair Work Commission will be posted on the website of Master Builders ACT.

3. This Declaration has been submitted not later than 35 days following the Annual General Meeting.
4. I declare that the particulars set out in this notice are true and correct to the best of my knowledge and belief.



Graciete Ferreira
President

Date: 15/10/2018

*[PLEASE NOTE: This declaration must be submitted to the Fair Work Commission within **35 days** of the changes being transacted by the organisation. It must be accompanied by the 'particulars', which are the details of the rule changes. It can be submitted to orgs@fwc.gov.au. If the organisation has a website, a notice must be put up on the website that this application has been lodged with the Fair Work Commission and this should be mentioned in the email.]*



MBA RULE CHANGES

To be referred to the AGM: 9 October 2018

Rule 11(b)

Each Ordinary Council shall be composed of a minimum of five (5) and a maximum of twenty (20) members (subject to Rule 15(1)) inclusive of a Chairman and an Alternate Chairman, ~~the latter to be elected by and from the members of each Ordinary Council.~~

Rule 15(e)

A nomination shall in every case be in writing and shall be signed by the nominator (who may be the nominee or another representative of the nominee) and shall also be assented to in writing by the nominee, both of whom must be a member or a representative of a member.

Rule 16

The current rule should be removed and replace with the following:

- (a) Where the President or Treasurer has vacated their office for any reason, the Executive Committee may appoint a person in the same Ordinary Council class to fill the casual vacancy caused by the vacation. The person so appoint may hold office for the same term as the person who has vacated office and is eligible for re-election.
- (b) Where a member of an Ordinary Council (including its Chairman and its alternate Chairman) has vacated their office for any reason, the remaining members of the Ordinary Council may appoint a person in the same membership class to fill the casual vacancy caused by the vacation. The person so appointed may hold office for the same term as the person who has vacated office and is eligible for re-election.

Rule 19(c)

The appointment of the Executive Director may be terminated by the Executive Committee at any meeting of the Executive Committee, ~~or the Executive Director~~ and may be suspended by the President.

~~Termination of the Executive Director shall only become effective after they have the opportunity to present written and oral submissions to the Executive Committee relating to any decision to dismiss them should they choose to do so.~~

~~Any review of the decision to dismiss the Executive Director shall, upon the request of the Executive Director, be held at a special meeting of the Executive Committee within three days of the notice of intention to dismiss being presented to the Executive Director by the President, at which time the Executive Director will have the opportunity to present the written and oral submissions previously referred to.~~

The decision ~~taken at that special meeting of~~ the Executive Committee shall be final and shall take effect immediately.

Pay in lieu of notice shall not be paid where gross negligence or misappropriation of funds or a substantial breach of the Rules of the Association or gross misbehaviour or gross neglect of duty is involved.

The vote to dismiss the Executive Director shall require a 60 per cent majority of those present and eligible to vote at the ~~special~~ meeting of the Executive Committee and in any case shall not be less than 40 per cent of the entire membership of the Executive Committee.



6 June 2018

Michael Hopkins
Chief Executive Officer
Master Builders of the ACT

Proposed Changes: Master Builders of the ACT Rules

Dear Michael

I would like to propose alterations to the Rules of the MBA. The proposed alterations are set out below, with deletions represented by a strikethrough and additions represented by an underline. I have also set out my reasons for my proposal.

Rule 11(b)

Each Ordinary Council shall be composed of a minimum of five (5) and a maximum of twenty (20) members (subject to Rule 15(1)) inclusive of a Chairman and an Alternate Chairman, ~~the latter to be elected by and from the members of each Ordinary Council.~~

This amendment is to ensure that the MBA ACT Rules comply with section 143 of the Fair Work (Registered Organisations) Act, and previous issues that have been raised by the AEC in regards to our committee Alternate Chair's not being properly elected in the past.

Rule 15(e)

A nomination shall in every case be in writing and shall be signed by the nominator (who may be the nominee or another representative of the nominee) and shall also be assented to in writing by the nominee, both of whom must be a member or a representative of a member.

This amendment is to ensure that only members or their representatives have the ability to nominate people for the Executive Council.

Rule 16

The current rule should be discarded in its entirety, and replaced with the following:

- (a) Where the President or Treasurer has vacated their office for any reason, the Executive Committee may appoint a person in the same Ordinary Council class to fill the casual vacancy caused by the vacation. The person so appointed shall hold office for the same term as the person who has vacated office and is eligible for re-election.
- (b) Where a member of an Ordinary Council (including its Chairman and its alternate Chairman) has vacated their office for any reason, the remaining members of the Ordinary Council may appoint a person in the same membership class to fill the casual vacancy caused by the vacation. The person so appointed shall hold office for the same term as the person who has vacated office and is eligible for re-election.

This amendment is as a result of previous feedback provided by the AEC that the word "election" was inappropriately used in the section when referring to the process for a Casual Vacancy. The current process is also cumbersome and excessive and ought to be simplified.

Rule 19(c)

The appointment of the Executive Director may be terminated by the Executive Committee at any meeting of the Executive Committee, ~~or the Executive Director~~ and may be suspended by the President.

~~Termination of the Executive Director shall only become effective after they have the opportunity to present written and oral submissions to the Executive Committee relating to any decision to dismiss them should they choose to do so.~~

~~Any review of the decision to dismiss the Executive Director shall, upon the request of the Executive Director, be held at a special meeting of the Executive Committee within three days of the notice of intention to dismiss being presented to the Executive Director by the President, at which time the Executive Director will have the opportunity to present the written and oral submissions previously referred to.~~

The decision taken at that special meeting of the Executive Committee shall be final and shall take effect immediately.

Pay in lieu of notice shall not be paid where gross negligence or misappropriation of funds or a substantial breach of the Rules of the Association or gross misbehaviour or gross neglect of duty is involved.

The vote to dismiss the Executive Director shall require a 60 per cent majority of those present and eligible to vote at the special meeting of the Executive Committee and in any case shall be not less than 40 per cent of the entire membership of the Executive Committee.

This amendment is to remove the right of the ED to a 3 day period in which they are entitled to present written or oral submissions to the EC relating to a decision to terminate their employment. This section of the Rules is counter to the general powers of the EC as per 13(a). The ability of the ED to make submissions creates a false impression that there may be some avenue of appeal to a decision of the EC, which does not exist. The power to terminate the ED rests solely with the EC and this should be appropriately reflected in the Rules.

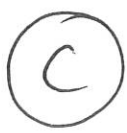
I would appreciate it if you could please convey this request to the Executive Committee for their consideration. If you would like to discuss any of the proposed alterations please do not hesitate to contact me.

Kind regards



Peter Middleton
Woden Contractors

6/6/2018.



1. DRAFT MINUTES 18 JUNE EXECUTIVE COMMITTEE MEETING

PRESENT:

(GF) Grace Ferreira (President)
(FP) Frank Porreca (Treasurer)
(SB) Simon Butt (Chair Commercial Sector Council)
(PM) Peter Middleton (Chair Civil Sector Council)
(AS) Anisha Sachdeva (Alternate Civil Sector Council)
(BL) Bryan Leeming (Chair Professional Sector Council)
(RC) Richard Corver (Alternate Residential Sector Council)
(RJ) Rosa Josifoski (Alternate Subcontractors & Suppliers Sector Council)

APOLOGIES:

(SW) Stephen Wise (Alternate Professional Sector Council)
(MR2) Matt Rayment (Extraordinary Committee Member)
(JH) Jack Harris (Alternate Commercial Sector Council)
(MR1) Marc Roland (Chair Residential Sector Council)
(RM) Rod Mitton (Chair, Training Advisory Committee)

IN ATTENDANCE:

(MH) Michael Hopkins, MBA
(KC) Ken Crofts, MBA (for presentation Item 2 Financials)
(AB) Ashlee Berry, MBA (for presentation of Items 3.3 IR report, Item 4 Legal and Compliance Register and Item 6.3 MBA Rule Change)
(SM) Sue Marks, MBA (minutes)

The meeting commenced at 3.00pm with GF as Chair. Grace welcomed attendees and noted apologies. MH and SM left the meeting for the Board to have a private 15 minute discussion.

There were no conflicts of interest declared for this meeting

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Item 6.3 – MBA Rules change/s:

Once approved by the Executive Committee, the changes will then go to the AGM for final approval. The Executive Committee will now have one month to bring forward any other amendments and all amendments will be approved at the July Executive Committee meeting.

It was suggested the word 'shall' be changed to 'may' in clause 16(a). This rule relates to someone stepping into a position should it be vacated during a term. eg, should the President resign one month into their term, the stand-in is then in office for one year and 11 months until the next election.

Action item: Provide all MBA Rules amendments for approval at July meeting.

[REDACTED]
July meeting

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

There being no further business, the meeting closed at 5.15pm.

Next meeting to be held Monday 16 July 2018



1. DRAFT MINUTES 20 AUGUST EXECUTIVE COMMITTEE MEETING

PRESENT: Grace Ferreira (President), Frank Porreca (Treasurer), Stephen Wise (Alternate Professional Sector Council), Marc Roland (Chair Residential Sector Council), Jack Harris (Alternate Commercial Sector Council), Peter Middleton (Chair Civil Sector Council), Simon Butt (Chair Commercial Sector Council), Anisha Sachdeva (Alternate Civil Sector Council), Richard Corver (Alternate Residential Sector Council), Rosa Josifoski (Alternate Subcontractors & Suppliers Sector Council).

APOLOGIES: Matt Rayment (Extraordinary Committee Member), Bryan Leeming (Chair Professional Sector Council), Rod Mitton (Chair, Training Advisory Committee).

IN ATTENDANCE: Michael Hopkins (CEO), Ken Crofts (Financial Controller) (for Item 2), Amanda Maclarn (minutes).

ATTENDANCE RECORD:

	19/2	19/3	16/4	21/5	18/6	16/7	20/8	17/9	15/10	19/11	17/12
Voting Members											
Grace Ferreira ^(GT)	✓	A	✓	✓	✓	✓	✓				
Frank Porreca ^(GT)	✓	✓	✓	✓	✓	✓	✓				
Simon Butt	✓	✓	✓	A	✓	A	✓				
Peter Middleton ^(GT)	✓	✓	✓	✓	✓	A	✓				
Marc Roland ^(GT)	A	A	✓	A	A	✓	✓				
Bryan Leeming ^(GT)	A	✓	✓	✓	✓	✓	A				
Alternate Chairs											
Jack Harris	✓	✓	A	✓	A	A	✓				
Anisha Sachdeva ⁽¹⁾	✓	✓	✓	✓	✓	✓	✓				
Richard Corver	✓	A	✓	✓	✓	✓	✓				
Rosa Josifoski	✓	✓	✓	A	✓	✓	✓				
Stephen Wise	✓	✓	✓	✓	A	✓	✓				
Martin Boyd ⁽²⁾	A										
Extraordinary Members											
Matthew Rayment	✓	✓	A	✓	A	✓	A				
Rod Mitton	✓	A	A	A	A	✓	A				

(GT) = MBA Group Training Director. A = apology. ✓ = in attendance

NOTES:

(1) Appointed 31 February 2018

(2) Resigned 20 February 2018

The meeting commenced at 3.00pm with GF as Chair. GF then welcomed attendees and noted apologies.

There were no conflicts of interest declared for this meeting

Item 1 – Draft minutes

It was agreed the draft minutes from the last meeting held 16 July, as presented, were a true record of the proceedings of that meeting.

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- A direction was given that the proposed changes to the MBA Rules (proposed by Peter Middleton on 6 June 2018) should be referred to the AGM scheduled for 9 October 2018.

[REDACTED]

[REDACTED]

There being no further business, the meeting closed at 2:57pm.



Ashlee Berry

From: Master Builders ACT <kfreer=mba.org.au@cmail20.com> on behalf of Master Builders ACT <kfreer@mba.org.au>
Sent: Monday, 17 September 2018 5:30 PM
To: Ashlee Berry
Subject: Master Builders ACT - Annual General Meeting 2018

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Member Alert

Issue
Member Alert
September 2018

2018 Master Builders Association of the ACT: Annual General Meeting

Date: Tuesday 9 October 2018

Time: 4:30pm

Venue: Boardroom, Master Builders, 1 Iron Knob Street, Fyshwick

Members are invited to attend the AGM to witness the announcement of office-bearers for the upcoming year and to receive the President's and Treasurer's Reports and Financial Statements for the year ending 30 June 2018.

Following the AGM there will be drinks and nibbles for attendees who wish to stay and chat.

As per the *Fair Work Australia (Registered Organisations) Act 2009* a copy of the Association's Financial Statements for the 2017/18 year are provided and other documents as listed below:

To view the documents please click the headings below:

- 2018 AGM agenda
- Draft 2017 AGM minutes
- Financial Statements 2017/18
- Proposed Changes to the MBA Constitution
- MBA Annual Report 2017-2018

There will be a hard copy of the attached documents available at the meeting.

Please RSVP attendance or apologies to Amanda Maclarn, either by telephone on 6175 5944 or email amaclarn@mba.org.au.

Thank you.

Contact

1 Iron Knob St, Fyshwick ACT 2609
PO Box 1211, Fyshwick ACT 2609
Phone: (02) 6175 5900 **Fax:** (02) 6249 8374
Email: canberra@mba.org.au
Web: <http://www.mba.org.au/contactus>

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MASTER BUILDERS ASSOCIATION OF THE AUSTRALIAN CAPITAL TERRITORY

MINUTES OF ANNUAL GENERAL MEETING

TUESDAY, 9 OCTOBER 2018 | 4.30PM

MBA BOARDROOM – GROUND FLOOR, 1 IRON KNOB STREET, Fyshwick ACT

Graciete Ferreira (**Grace**), MBA President, chaired the meeting. Grace welcomed those present and noted apologies. The meeting opened at 4.31pm.

1. ATTENDANCE AND APOLOGIES

Attendees: Bryan Ahern (Eastcliff), Simon Butt (Manteena), Sam Delorenzo (Delorco), Grace Ferreira (Pacific Formwork), Peter Gillett (P & G Builders), Rosa Josifoski (MPR Scaffolding), Bryan Leeming (Connected Projects), Norman Maclachlan (Project Coordination), Paul Murphy (Project Coordination), John Nikolic (Meyer Vandenberg Lawyers), Karen Porter (Solace Creations), Matthew Rayment (PBS), Anisha Sachdeva (Huon Contractors), Stephen Wise (Wise Choice).

In Attendance: Ashlee Berry (MBA Legal & Compliance Director), Kristie Burt (MBA Legal Manager), Ken Crofts (MBA Financial Controller), Lisa Dart (Project Coordination), Michael Hopkins (MBA CEO), David Kyburz (MBA Technical Manager – Residential), Liz Nair (MBA Commercial Director), Max Rafferty (MBA Australia).

Apologies: Richard Corver (ABC Constructions), Frank Porreca (Benchmark Projects), Daryl Leishman (Delnas Metal Roofing), Peter Middleton (Wodens).

2. CONFIRMATION OF DRAFT MINUTES FROM MEETINGS HELD 10 OCTOBER 2017 & 16 OCTOBER 2017

The minutes of the Annual General Meeting held on 10 October 2017 and 16 October 2017 were confirmed as a true and correct record of the meeting.

Moved: Rosa Josifoski

Seconded: Stephen Wise

3. DECLARATION OF POLL FOR OFFICE BEARERS FOR 2018-19

Since the AGM held in October 2017, elections for the Ordinary Councils have been held. A copy of the new Chairs and Ordinary Council members were attached to the agenda.

All positions have a tenure of 2 years.

As insufficient nominations were received for the Commercial and Suppliers & Subcontractors Chair, and the Suppliers & Subcontractors and Residential Ordinary Councils, further elections will be held. Elections for the Alternate Chairs will also be held, with members of the Ordinary Councils eligible to nominate.

4. PRESIDENT'S REPORT

A written report from Grace, featured in the 2017-18 Annual Report (attached to the agenda) was taken as read.

5. TREASURER'S REPORT

Frank Porreca was an apology for the meeting but provided a written statement which was read by Grace. Frank acknowledged that the last couple of years had been challenging, but he welcomed the changes implemented by Michael and the MBA team and believes that this focus and dedication is reflected in the financial statements.

Grace presented the financial statements for the year ended 30 June 2018 to the meeting.

6. APPOINTMENT OF AUDITOR

In accordance with section 31 of the MBA Rules, approval is required at the AGM each year to appoint an auditor for the following 12 months. It was recommended that RSM be appointed as the auditor for the 2018-19 financial year.

Moved: Sam Delorenzo

Seconded: Simon Butt

7. OTHER BUSINESS

Rule Change:

Ashlee Berry explained to the meeting that changes to the MBA Rules had been proposed by Peter Middleton, and that these changes were primarily based on requests and directions given by the AEC. The only change initiated outside of the AEC were the proposed changes to rule 19(c) regarding the termination of the Executive Director. It was recommended that the proposed changes be put to a vote.

Moved: Stephen Wise

Seconded: Bryan Leeming

There was a unanimous vote in favour of the rule change.

Other Comments:

Simon Butt said that whilst the financial performance is not the only thing the MBA is measured on, he wanted to compliment Michael and the team on a great financial result, noting all the internal

changes. Simon said that the ability of the MBA to continue to do what it does, depends on being financially secure and we could not eat into all our financial reserves.

There being no further business, the meeting was closed at 4.46pm.