

[241V: Incorporates alterations of 20/6/2014 [R2013/45]]
(replaces rulebook dated 1/12/2013 [D2012/228 & 229])

I CERTIFY under section 161 of the Fair Work (Registered Organisations) Act 2009 that the pages herein numbered 1 to 36 both inclusive contain a true and correct copy of the registered rules of the Master Builders Association of the Australian Capital Territory

DELEGATE OF THE GENERAL MANAGER
FAIR WORK COMMISSION

Rules of the MBCHAACT

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1 - INTERPRETATION

In the interpretation of these Rules and this Constitution, the following words and expressions shall have the meaning hereinafter specified unless the context otherwise requires -

- (a) **‘Annual General Meeting’** means a meeting held under Rule 20.
- (b) **‘Association’** means the Master Builders Association of the Australian Capital Territory.
- (c) **‘Association's Office’** means the registered office of the time being of the Association.
- (ca) **‘Board’** means a group of persons who supervise, govern or otherwise have oversight of a corporation, organisation, association or other like body, including a Board of Directors.
- (d) **‘Builder Member’** means any person who is a Commercial Builder Member, a Residential Builder Member or a Civil Contractor Member, as defined in Rule 5(b).
- (e) **‘Committee’** means a committee described in Rule 17.
- (f) **‘Code of Conduct’** means the Code of Conduct as approved from time-to-time by the Executive Committee under these Rules.
- (fa) **‘Declared Person or Body’**; a person is a Declared Person or Body if:
 - (i) an Office-Bearer of the Association has disclosed a material personal interest under Rule 12B; and
 - (ii) the interest relates to, or is in, the person or body; and
 - (iii) the Office-Bearer has not notified the Association that the Office-Bearer no longer has the interest.
- (fab) **‘Disclosure Period’**, means a financial year unless a shorter period is specified.
- (g) **‘Executive Director’** means the person appointed in accordance with Rule 19 and shall also include any other person acting as Executive Director from time to time in accordance with the said Rule.
- (h) **‘Executive Committee’** means the body provided for under Rule 12(c).
- (i) **‘Member’** means any person who has been admitted to membership and includes a representative or additional representative, and **‘Financial Member’** means a member not being in default in accordance with and as provided in Rules 27 and 29.
- (ia) **‘Non-Cash Benefit’** means property or services in any form other than money, but does not include a computer, mobile phone or other electronic device that is used only or mainly for work purposes.
- (j) **‘Ordinary Council’** means a council provided for under Rule 11.
- (k) **‘Office-Bearer’** means those persons listed in Rule 12(b).
- (ka) **‘Peak Council’** has the same meaning as defined by section 12 of the *Fair Work Act 2009* (Cth).
- (l) **‘Person’** shall include individuals, sole traders, firms, partnerships, associations, corporations, incorporated or unincorporated bodies, trustees, companies or any body duly registered under the

1 - INTERPRETATION

Corporations Act 2001 (Cth) or similar Act of the Commonwealth or any State therein, societies, agencies or other organisations or businesses thereof.

- (m) **‘Register of Members’** means that Register of Members as required by Rule 33.
- (ma) **‘Related Party’** has the same meaning as in section 9B of the *Fair Work (Registered Organisations) Act 2009* (Cth).
- (mb) **‘Relative’**, in relation to a person, means:
 - (i) parent, step parent, child, stepchild, grandparent, grandchild, brother or sister of the person; or
 - (ii) the spouse of the first mentioned person.
- (mc) **‘Relevant Non-Cash Benefits’**, in relation to an Office-Bearer for a Disclosure Period means the Non-Cash Benefits provided to the Office-Bearer, at any time during the Disclosure Period, in connection with the performance of the Office-Bearer’s duties as an Office-Bearer, by the Association or by a Related Party of the Association.
- (md) **‘Relevant Remuneration’**, in relation to an Office-Bearer for a Disclosure Period is the sum of the following:
 - (i) any Remuneration disclosed to the Association by the Office-Bearer under Rule 12A(a) during the Disclosure Period;
 - (ii) any Remuneration paid to the Office-Bearer, at any time during the Disclosure Period, in connection with the performance of the Office-Bearer’s duties as an Office-Bearer, by the Association.
- (me) **‘Remuneration’** includes pay, wages, salary, fees, allowances, leave, benefits or other entitlements; but:
 - (i) does not include a Non-Cash Benefit; and
 - (ii) does not include the reimbursement or payment of reasonable expenses for the costs incurred in the course of the Office-Bearer carrying out his or her duties.
- (n) **‘Rules’** means these rules and includes by-laws.
- (o) **‘Special Meeting’** means a meeting held under Rule 21.
- (p) **‘Turnover’** means the gross amount expended on labour, materials, goods, services and sub-contracts in all phases of building-construction, civil engineering works, excavation work, demolition work and the like, whether under written contract or not, and shall include amounts paid to other contractors.
- (q) Words importing the singular number include the plural number and vice-versa.
- (r) Words importing the masculine gender include the feminine and neuter gender.

2 - NAME OF ASSOCIATION AND INDUSTRY CONCERNED

The Association's name is the 'Master Builders Association of the Australian Capital Territory', and is formed by employers in the building and construction industry for the purposes hereinafter set out.

3 - REGISTERED OFFICE

The registered office of the Association shall be at such place in the Australian Capital Territory as the Executive Committee may from time to time determine.

4 - OBJECTS

The Association is formed to endeavour by all lawful means:

- (a) To promote and advocate the interests of the building and construction industry in the Australian Capital Territory.
- (b) To protect and safeguard by lawful and proper means the interests of its members in the building and construction industry and associated industries and activities;
- (c) To establish and promote a Code of Conduct amongst members;
- (d) To take an active part in assisting or opposing such public movements as may appear likely to affect its members' interests;
- (e) To secure for its members all the advantages of unity of action;
- (f) To consider, discuss, distribute information, make recommendations and determinations, and provide advice about all matters affecting the building and construction industry and associated industries and activities and the public generally;
- (g) To affiliate with, appoint representatives to, or enter into any alliance with any organisation, firm, or like, either within the Commonwealth of Australia or overseas having objects similar to, or calculated to benefit, members generally and to acquire shares and interests in or lend money upon debentures or otherwise to such, and to appoint representatives to such;
- (h) To adopt and carry out any procedure, create any enterprise or business, or organise any event (including charitable events) that may be considered desirable in the interests of members;
- (i) To maintain review and improve conditions of contract, forms of agreement, conditions of tendering and the like;
- (j) To secure, maintain and improve trade relations with all public authorities, manufacturers, suppliers or distributors of goods, materials, and/or services either within Australia or abroad;
- (k) To maintain and improve the relations of members with their employees and the registered organisations or registered unions of such employees;
- (l) To act as a registered organisation of employers under the laws of the Commonwealth of Australia and its Territories;
- (m) To bring any industrial dispute or claims relating the industrial matters before the appropriate tribunal established by the Commonwealth and to represent the interests of employers in all sections of the building and construction industry or associated industries before courts, boards, conciliation committees, other tribunals or other bodies;

- (n) To enter into agreements and negotiations with members' employees and/or their representatives relative to the terms and/or conditions of employment;
- (o) To support all forms of education and training within and increase knowledge about the building and construction industry;
- (p) To encourage and preserve skill in the industry, quality building and construction and safe work practices;
- (q) To institute and establish grants, scholarships, awards and other benefactions for the development and benefit of the building and construction industry and associated charitable events;
- (r) To purchase, take or lease, or license, or hire, or otherwise acquire, real or personal property of any kind in furtherance of the objects of the Association and to sell, exchange or otherwise dispose of any real or personal property on such terms as may be considered expedient, and in such manner as is provided in these Rules;
- (s) To construct, maintain and alter buildings, works, plant and machinery necessary or convenient for the purposes of the Association, and to afford facilities to its members for the conduct of their business (including office accommodation) and means for their relaxation (including social events);
- (t) To raise money, whether specially provided by these Rules or not, to further any of these objects;
- (u) To raise funds by means of subscriptions, fees, donations, and levies from or on members or otherwise, and impose fines on members, for all purposes and objects of the Association in such amounts and in such manner as is provided in these Rules;
- (v) To do all things as may appear to be incidental or conducive to the aforementioned objects or any of them and to adopt additional objects from time to time; provided that the Association shall not be carried on for profit or gain;
- (w) The object specified in each of the paragraphs in this clause shall be regarded as independent objects, and accordingly shall not be limited or restricted by reference to or inference from the terms of any other object but may be carried out in the widest sense and no object herein specified shall be deemed subsidiary or ancillary to any other object, and it is hereby declared that in the interpretation of this clause, no object shall be affected by the meaning of any of the Association's other objects or by the juxtaposition of two or more objects and that in the event of any ambiguity this clause shall be constructed in such a way as to widen and not restrict the powers of the Association.

5 - MEMBERSHIP

- (a) The Association shall consist of an unlimited number of persons engaged in the building and construction industry or civil engineering works or any phase thereof including demolition or excavation work and the like, within the membership categories in Rule 5(b).
- (b) The Association shall comprise the following classifications of membership:
 - (i) Commercial Builder Members - who shall be persons operating as principal contractors in the commercial construction sector.
 - (ii) Civil Contractor Members - who shall be persons operating as principal contractors in the civil construction sector.

6 - PERSONS WHO MAY BE OFFERED SERVICES

- (iii) Residential Builder Members - who shall be persons operating as principal contractors in the residential construction sector.
- (iv) Supplier and Subcontractor Members - who shall be persons supplying materials or manufactured goods to the building and construction industry, or be members operating as contractors, tradesmen, building agents or pieceworkers (provided that these persons are not employees) to any person operating as a head contractor or project manager in the building and construction industry;
- (v) Professional Members - who shall be persons operating as professional or trade consultants to the building and construction industry, persons in the finance industry engaged in direct dealings with the building and construction industry or other persons (provided that these persons are not employees) who by virtue of their trade or the skills practised by them are engaged in advising or consulting to members of the building and construction industry.
- (vi) Life Members - an Annual General Meeting or Special Meeting may on the recommendation of the Executive Committee but not otherwise resolve that a life membership shall be conferred on any member who has rendered valuable service to the Association and such Member shall thereupon be deemed to have paid all their future subscriptions in advance.

Such life membership shall not affect their liability to pay any sums other than their subscriptions nor shall it affect their liability to pay subscriptions of any firm, partnership or company of which they are a member.

- (vii) Honorary Members - with a view to strengthening the Association by the influence of members who have retired from the building and construction industry or other appropriate persons who may otherwise be ineligible for membership, the Executive Committee may invite such persons to accept honorary membership and in the event of acceptance by such invitees, shall elect accordingly.

Honorary Members shall be entitled to all the privileges of membership but shall not be eligible to hold any office in the Association nor vote on any matter.

- (viii) Associate Members - persons who are otherwise ineligible for membership may apply for Associate Membership.

Associate Members shall be entitled to the privileges of membership but shall not be eligible to hold any office in the Association nor vote on any matter.

6 - PERSONS WHO MAY BE OFFERED SERVICES

Persons who are for the time being ineligible for membership may be offered the services of the Association from time to time at fees to be set by the Executive Director. Such persons shall not be entitled to call themselves members of the Association nor exercise any voting rights in Association affairs.

7 - ADMISSION OF MEMBERS

- (a) Any person who is desirous of being admitted as a member of the Association shall lodge with the Executive Director -
 - (i) an application in a form approved by the Executive Director, together with,
 - (ii) an entrance fee in such amount as the Executive Committee shall determine from time to time and an amount equal to the first year's subscription.

- (b) Where a firm, company or organisation makes application for admittance as a member of the Association -
- (i) such firm, company or organisation shall at the same time nominate a person to represent such firm, company or organisation;
 - (ii) a person so nominated shall be a member, director, trustee executive or employee of such firm, company or organisation;
 - (iii) such firm, company or organisation may nominate for membership one additional representative but any firm, company or organisation shall have a total of not more than one vote;
 - (iv) all representatives nominated by a member, where eligible, shall be entitled to become Office-Bearers.
- (c) Upon receipt of an application fulfilling the requirements of (a) and (b) (if applicable) hereof, the Executive Director shall acknowledge receipt of same and inform the applicant, in writing of:
- (i) the financial obligations arising from membership; and
 - (ii) the circumstance, and the manner, in which a member may resign from the Association.
- (d) The Executive Director shall circulate all applications for membership to the relevant Ordinary Council and the Executive Committee, which will either vote to accept, reject, or defer each application, provided that the final decision may be made by the Executive Committee. Applications for Associate Membership may be determined by the Executive Director.
- (e) The Executive Committee may -
- (i) require such documentary or otherwise evidence as it deems necessary in order to establish a candidate's eligibility of fitness for membership;
 - (ii) circulate an application for membership to the full membership of the Association for comment.
- (f) The Executive Committee may adjourn consideration of an application for membership for three months but no longer.
- (g) Where it comes to the attention of the Executive Director that the applicant -
- (i) is a natural person of general bad character;
 - (ii) is a body corporate whose constituent documents make provisions inconsistent with the purposes for which the Association was formed;
- such matters will be referred by the Executive Director for investigation by a Committee formed by the Executive Committee for that purpose.
- (h) If the applicant is found by the Committee to meet the descriptions in Rule7(g), the Executive Committee may in its absolute discretion either accept or reject the application for membership.

8- DUTIES, RESPONSIBILITIES AND WITHDRAWAL OF REPRESENTATIVES AND ADDITIONAL REPRESENTATIVES.

- (i) When the Executive Committee has made a final decision to accept or reject an application for membership -
 - (i) the Executive Director shall notify the applicant in writing of such decision; and
 - (ii) in the case of rejection the fees lodged with the application shall be refunded.
- (j) When the Executive Committee has rejected an application -
 - (i) the applicant may by notice in writing addressed to the Executive Director at the registered office of the Association within 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; and
 - (ii) the applicant shall be informed of the result of such appeal by notice in writing signed by the Executive Director.
- (k) Where an applicant has been admitted to membership -
 - (i) the Executive Director shall forthwith advise the applicant accordingly in writing and at the same time forward them a copy of these Rules and the Association's Code of Conduct;
 - (ii) the name of the applicant shall then be entered in the Register of Members; and
 - (iii) a membership certificate shall be issued to the applicant.
 - (iv) it is a condition of membership that a member abide by these Rules and the Association's Code of Conduct, as amended from time-to-time.

8- DUTIES, RESPONSIBILITIES AND WITHDRAWAL OF REPRESENTATIVES AND ADDITIONAL REPRESENTATIVES.

- (a) The person elected as the representative or additional representative of a member shall be responsible in all respects for their acts and omissions to the Association and these Rules in so far as such acts or omissions are directly or indirectly related to or incidental to the business operations of the member.
- (b) The person elected as a representative or additional representative of a member shall be responsible personally for and liable for the acts and omissions to the Association and these Rules by the member that they represent, in so far as such acts or omissions are directly or indirectly related or incidental to the business operations of the member.
- (c) The member shall be liable for the acts and omissions of the Association and these Rules by their or its representative or additional representative, in so far as such acts or omissions are directly or indirectly related to or incidental to business operations of the member.

9 - RESIGNATION OF MEMBERS

- (d) A member may withdraw the nomination of a representative or additional representative by written notice to the Executive Director, and -
 - (i) upon receipt of a notice as aforesaid and subject to Rule 9, the Executive Director shall forthwith cancel the rights of the representative or additional representative as the case may be;
 - (ii) the Executive Director shall then notify the representative concerned and report the matter to the Executive Committee for record; and
 - (iii) in the event of the representative to be withdrawn being the sole representative then a new representative shall be nominated at the same time as the notice of withdrawal is given.
- (e) Nothing in these Rules shall be deemed or construed to confer upon any person elected as a representative or additional representative any personal right or authority or benefits of membership of this Association as if they are also trading as an individual in their own right.

In such an event they shall make application for admittance to membership in their own right in the manner prescribed.

9 - RESIGNATION OF MEMBERS

- (a) A member may resign from membership by written notice to the Executive Director.
- (b) A notice of resignation from membership takes effect:
 - (i) where the member ceases to be eligible to become a member of the Association:
 - (A) on the day on which the notice is received by the Association; or
 - (B) 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:
 - (A) at the end of 2 weeks after the notice is received by the Association; or
 - (B) on the day specified in the notice;whichever is the later.
- (c) Any dues payable but not paid by the former member in relation to a period before the member's resignation took effect, may be sued for and recovered in the name of the Association, in a court of competent jurisdiction, as a debt due to the Association.
- (d) A notice delivered to the Executive Director shall be taken to have received by the Association when it was delivered or otherwise received.
- (e) A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered.

- (f) A resignation from membership is valid even if it is not effected in accordance with this rule if the member is informed in writing by or on behalf of the Association that the resignation has been accepted.

10 - TERMINATION OF MEMBERSHIP

- (a) The membership of any member shall cease and determine upon -
- (i) the resignation of such member tendered and accepted pursuant to Rule 9;
 - (ii) the death of such member;
 - (iii) the withdrawal of the authority of such member as a representative pursuant to Rule 8 (d);
 - (iv) if such member is duly declared or certified according to law as an insane or incapable person;
 - (v) if such member being a company or unincorporated body shall be dissolved; or
 - (vi) if a member is found guilty of the conduct, act or acts described pursuant to Rule 34, and immediately upon becoming aware of such event the Executive Director shall remove such member's name from the Register of Members, and termination of membership shall operate from the time of removal of their name from such Register.
- (b) Except where the termination is made under Rule 34 or in cases in which the Executive Director shall otherwise decide following compliance with the next succeeding sub-clause, the membership of any member shall cease and determine if -
- (i) such members being an individual person shall have their estate sequestered in bankruptcy, or shall assign their estate for the benefit of their creditors generally.
 - (ii) such member being a firm or partnership shall have its estate or the estate of each of its members sequestered in bankruptcy or shall assign its estate or the estates of each of its members for the benefit of the creditors generally of such firm or partnership.
 - (iii) a receiver or a receiver and manager is appointed to control or manage the business or business affairs of such a member, and unless otherwise decided by the Executive Director following compliance with the next succeeding sub-clause, the Executive Director shall remove the name of such member from the Register of Members and termination of their membership shall operate from the time of removal of their name from such Register.
- (c) Upon becoming aware of the happening of any of the events mentioned in the last preceding sub-clause, the Executive Director shall enquire from such member the circumstances of and leading up to such event, and upon receipt of such information (if furnished by or for such member), together with -
- (i) a request in writing (if so desired by such member) that their membership be not terminated in consequence of such event; and
 - (ii) a certificate or report from the Official Receiver or Trustee (in the case of an individual person, a firm or a partnership) or from the liquidator or receiver or receiver and manager (in the case of a company) that all creditors of such member as at the date of the happening of such event are expected to be paid in full,

the Executive Director shall thereupon decide whether the membership of such member shall cease and determine as aforesaid or may continue either unconditionally or subject to compliance with such conditions as the Executive Director may think fit to impose.

- (d) The member referred to in sub-clause (c) shall cause the information, request and such certificate or report to be furnished to the Executive Director within twenty-one (21) days after the happening of the said event, in default whereof the Executive Director may deal with the matter in the absence of the same.
- (e) In the event that a member's membership is terminated under this Clause, that member shall be notified in writing within fourteen (14) days of such termination which notification shall specify the ground on which the membership is terminated.

11 - ORDINARY COUNCILS

- (a) The following Ordinary Councils shall be elected on two (2) yearly terms, to commence on alternate years to those of President and Treasurer, pursuant to Rule 15(b):
 - (i) A Commercial Builders Council which shall be elected by and from those members who are Commercial Builders Members.
 - (ii) A Suppliers and Subcontractors Council which shall be elected by and from those members who are Supplier and Subcontractor Members.
 - (iii) A Residential Builders Council which shall be elected by and from those members who are Residential Builder Members.
 - (iv) The Civil Contractors Council which shall be elected by and from those members who are Civil Contractor Members.
 - (v) A Professional Council which shall be elected by and from those members who are Professional Members.
- (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.
- (c) Each Ordinary Council may -
 - (i) deliberate upon matters affecting its electors and upon matters affecting the Association at large;
 - (ii) may refer its decisions to the Executive Committee for further debate or with the recommendation that certain actions be instigated in relation to any matter; and
 - (iii) may appoint such office holders and Committees and maintain such records as sees fit.

12 - OFFICE-BEARERS, EXECUTIVE COMMITTEE AND THEIR POWERS AND DUTIES

- (a) The management of the Association shall be vested in the Executive Committee.
- (b) Office-Bearers - The Office-Bearers of the Association shall be -
 - (i) the President, the Chairman of each Ordinary Council and the Treasurer, all of which positions shall be honorary; or
 - (ii) in the event of the unavailability of a Chairman from an Ordinary Council, the Alternate Chairman, but such period not to exceed two consecutive calendar months.

At least one of the President or the Treasurer shall be a Builder Member of the Association and the Executive Committee shall nominate which position is to be held by a Builder Member at the same time that it appoints a Returning Officer for each election. Persons other than Builder Members shall be ineligible to nominate for the said position after the declaration.

- (c) Executive Committee - Collectively the said Office-Bearers shall form the Executive Committee, and -
 - (i) the Executive Committee shall decide all matters of importance to the Association;
 - (ii) meetings of the Executive Committee shall be called by the President;
 - (iii) four (4) shall form a quorum at Executive Committee Meetings;
 - (iv) the Executive Committee may also appoint at its discretion up to two (2) Extraordinary Executive Committee Members (whether they be non-members, Honorary Members or otherwise) on two (2) yearly terms, provided that Extraordinary Executive Committee Members shall not be eligible to vote at meetings of the Executive Committee.
- (d) The President
 - (i) shall at all meetings of the Executive Committee and may preside at all meetings of the Ordinary Councils and Committees;
 - (ii) shall have all the authority vested in the chairman of any meeting;
 - (iii) shall keep order and direct the manner of debate upon all questions introduced and determine what questions shall be discussed and in what order questions shall be introduced;
 - (iv) shall have the right to vote on all questions and where voting is equal may exercise their right to a casting vote by declaring the result of the voting;
 - (v) shall have power to cause any meeting of the Association, whether of its Executive Committee, Ordinary Councils, or its Committees to be convened;
 - (vi) shall have power to cancel and appoint other dates of meetings;
 - (vii) shall have power to delegate their authority and to direct the Executive Director and to suspend the Executive Director from office as provided in Rule 19;

- (viii) shall carry out such additional duties as may be delegated to them by the Executive Committee or an Annual General Meeting or Special Meeting of the Association;
 - (ix) shall hold office for a period of two (2) years from the date of their election;
 - (x) shall retire at the second Annual General Meeting following their election but shall be eligible for re-election, pursuant to Rule 15(b).
- (e) Chairmen of Ordinary Councils -
- (i) In the absence of the President, the Chairman of the Commercial Builders Council shall act as, and have rights and powers of the President, and shall carry out such other duties as may be delegated to them by the President, the Executive Committee or a meeting of the Association.
 - (ii) In the absence of both the President and the Chairman of the Commercial Builders Council, the other Chairmen of Ordinary Councils shall appoint one of their number to have the rights and powers of the President.
 - (iii) Each Chairman of an Ordinary Council shall carry out such other duties as may be delegated to them by the President, the Executive Committee or a meeting of the Association.
 - (iv) Each Chairman of an Ordinary Council shall have power to cause any meeting of the Ordinary Council to be convened.
- (f) The Treasurer - The Treasurer shall -
- (i) certify all accounts due by the Association;
 - (ii) see that the Executive Director causes all monies belonged to the Association to be paid to the credit of the Association without undue delay in a bank authorised by the Executive Committee;
 - (iii) cause to be kept and maintained such books of accounts as may be required by law;
 - (iv) certify the Association's balance sheets and financial statements and such other financial returns as may be required by law;
 - (v) cause the books of accounts to be audited by a proper person and tabled at the Annual General Meeting; and
 - (vi) cause to be kept and maintained the register of all members of the Association;
 - (vii) shall hold office for a period of two (2) years from the date of their election;
 - (viii) shall retire at the second Annual General Meeting following their election but shall be eligible for re-election, pursuant to Rule 15(b).

12A - DISCLOSURE OF OFFICE-BEARER'S RELEVANT REMUNERATION AND NON-CASH BENEFITS

- (a) Each Office-Bearer shall disclose to the Association any Remuneration paid to the Office-Bearer:
 - (i) because the Office-Bearer is a member of a Board, if:
 - (A) the Office-Bearer is a member of the Board only because the Office-Bearer is an Office-Bearer of the Association; or
 - (B) the Office-Bearer was nominated for the position as a member of the Board by the Association or a Peak Council; or
 - (ii) by any Related Party of the Association in connection with the performance of the Office-Bearer's duties as an Office-Bearer.
- (b) The disclosure required by Rule 12A(a) shall be made to the Association:
 - (i) as soon as practicable after the Remuneration is paid to the Office-Bearer; and
 - (ii) in writing.
- (c) The Association shall disclose to Members:
 - (i) the identity of the Office-Bearers who are the five highest paid in terms of Relevant Remuneration for the Disclosure Period, and
 - (ii) for those Office-Bearers:
 - (A) the actual amount of the Office-Bearers' Relevant Remuneration for the Disclosure Period; and
 - (B) either the value of the Office-Bearers' Relevant Non-Cash Benefits, or the form of the Office-Bearers' Relevant Non-Cash Benefits, for the Disclosure Period.
- (d) For the purposes of Rule 12A(c), the disclosure shall be made:
 - (i) in relation to each financial year;
 - (ii) within six months after the end of the financial year; and
 - (iii) in writing.

12B - DISCLOSURE OF OFFICE BEARER'S MATERIAL PERSONAL INTERESTS

- (a) Each Office-Bearer shall disclose to the Association any material personal interest in a matter that:
 - (i) the Office-Bearer has or acquires; or
 - (ii) a Relative of the Office-Bearer has or acquires;that relates to the affairs of the Association.
- (b) The disclosure required by Rule 12B(a) shall be made to the Association:

13 - POWERS OF EXECUTIVE COMMITTEE

- (i) as soon as practicable after the interest is acquired; and
 - (ii) in writing.
- (c) The Association shall disclose to Members any interests disclosed to the Association pursuant to Rule 12B(a).
- (d) For the purposes Rule 12B(c), the disclosures shall be made:
- (i) in relation to each financial year;
 - (ii) within six months after the end of the financial year; and
 - (iii) in writing.

13 - POWERS OF EXECUTIVE COMMITTEE

- (a) Without in any way limiting the general powers conferred by these Rules or otherwise on the Executive Committee, it is hereby expressly declared that it shall have the following powers, that is to say, power -
- (i) To adopt whatever lawful and proper measures as it, from time to time, deems expedient for the purpose of giving effect to the objects of the Association or any one of them;
 - (ii) To purchase, take in exchange, or on lease, or otherwise acquire, and for any estate or interest therein, any real or personal property, rights or privileges, which the Association is authorised to purchase or acquire and which it may deem requisite or expedient to acquire for the purpose of the Association's business, and at its discretion to sell, subdivide, let exchange, or dispose of any property of the Association on such terms as to credit or otherwise as it may think fit;
 - (iii) At its discretion, to pay for any property, rights, or privileges, acquired by or services rendered to the Association, either wholly or partially in case or in bonds, debentures, or other securities of the Association, and any such bonds, debentures, or other securities, may be either specifically charged upon or any part of the property of the Association, or in such other manner as it may think fit;
 - (iv) To secure the fulfilment of any contract or engagements entered into by the Association by mortgage or charge of all or any of the property of the Association for the time being or so charged;
 - (v) To raise or borrow money in the name or otherwise on behalf of the Association as it may from time to time think expedient, and to secure the repayment thereof or the fulfilment or discharge of any liability, guarantee, or obligation, or of any undertaking by the Association in such manner and upon such terms and conditions as it thinks fit, and in particular by the issue of bills or notes or debentures, by mortgage or charge of or on any of the property or assets of the Association, both present and future.
 - (vi) To institute, conduct, defend, compound, abandon, any legal proceedings by or against the Association or its Officers, or otherwise concerning the affairs of the Association, and also to compound and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against the Association;
 - (vii) To refer any claims or demands by or against the Association to arbitration and observe and perform the awards;
 - (viii) To act on behalf of the Association in all matters relative to bankrupts and insolvents, assignments or liquidations;

- (ix) To make and give receipts, releases, and other discharges, for money payable to the Association, and for the claims and demands of the Association;
- (x) To draw, accept, make, endorse, transfer, discount, guarantee, and negotiate, such cheques, bills of exchange, and promissory notes, and give such indemnities and guarantees, and enter into such other obligations as may seem to it to be expedient for the purposes of the Association;
- (xi) To invest and deal with any monies of the Association not immediately required for the objects thereof upon such securities and in such manner as it may think fit, and from time to time to vary or release such investments;
- (xii) To enter into all such negotiations and contracts, and rescind and vary all such contracts, and execute, and do all such acts, deeds, and things in any lawful and proper manner in the name and on behalf of the Association as it may consider expedient for or in relation to any of the matters aforesaid, or otherwise for the objects of the Association;
- (xiii) To entrust to, and confer upon, any member of the Executive, or any Committee of the Peak Council, or Officer of the Association, such of the powers exercisable by the Committee under these Rules as it may think fit, and from time to time to revoke, withdraw, alter, or vary, all of any of such powers.
- (xiv) To affiliate the Association with any organisation, association or body, corporate or incorporate, having objects altogether or in part similar to those of the Association, upon such terms and conditions and subject to the payment of such fees or subscriptions (if any) as the Executive Committee may agree, and at any time to terminate or cancel such affiliation by the Association;
- (xv) To purchase, or otherwise acquire and undertake all or part of the property, assets, liabilities, and engagements, or any one or more of the associations, companies, firms or chambers with which this Association is authorised to amalgamate, affiliate, fuse or ally, and to transfer all or any part of the property, assets, liabilities, and engagements of this Association to any one or more of the associations, companies, firms, or chambers, with which this Association is authorised to amalgamate, affiliate, fuse or ally;
- (xvi) To appoint the Committees required under these Rules to be appointed, and Committees from amongst its own number or otherwise to examine and inquire into any special matter in connection with the objects or business of the Association, and to appoint members of the Association to act with any such Committees whenever it may think proper, and generally to determine the Constitution, and regulation of the procedure of any Committee;
- (xvii) From time to time to make and to alter, vary, and rescind, by-laws for the carrying out of these Rules, to put into effect the powers and authorities thereby vested in the Executive Committee and of regulating the conduct and proceedings of the Association and of the Executive Committee meetings and generally to provide for all such matters and things relating to the management of the property of the Association and to conduct of its business as are not inconsistent with or repugnant to these Rules or required to be done by the Association in Special or Annual General Meetings;
- (xviii) To bring any industrial disputes, claims or matters before any tribunal or other body empowered to deal with such disputes, claims or matters under the laws of the Commonwealth;
- (xix) On behalf of the Association or any members thereof to make and take any legal steps to enforce any claims or demand relative to industrial matters upon any organisation, or industrial or trade union of employees or employers, or upon any individual employees or employers;

- (xx) To enter into industrial agreements with any trade or industrial union or association of employees or employers; all such agreements shall be executed by the President and Executive Director;
- (b) All cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by the Executive Director (or their delegate) and the President (or other Office-Bearer so appointed by the President) or in such other manner as the Executive Committee determines (which may be by way of seal); provided always that the aforesaid powers shall be subject to the direction and control of the Association in Special or Annual General Meeting.
- (c) Any instrument required by law to be under seal shall be executed by the Executive Director (or their delegate) and the President (or other Office-Bearer so appointed by the President) or in such other manner as the Executive Committee determines and shall be under the seal of the Association; provided always that the aforesaid powers shall be subject to the direction and control of the Association in Special or Annual General Meeting.

14 - RETIREMENT OR REMOVAL OF OFFICE-BEARERS AND MEMBERS OF ORDINARY COUNCILS

- (a) For the purpose of this Rule 'Office-Bearer' shall mean any member of the Executive Committee.
- (b) The Office-Bearers and members of the Ordinary Councils shall retire every two years at an Annual General Meeting but shall be eligible for re-election.
- (c) Any Office-Bearer who shall be found guilty, in accordance with these Rules, of misappropriation of the funds of the Association, a substantial breach of the Rules of the Association or gross misbehaviour or gross neglect of duty or has ceased, according to the Rules of the Association, to be eligible to hold the office, may by resolution of the Special Meeting concerned and notice of which has been given in accordance with these Rules be removed from such office.

In such case, the Executive Director shall give notice the Office-Bearer with a statement of the allegations made against them and request the Office-Bearer to appear before such Special Meeting to answer such allegations.

The Special Meeting shall consider such allegations and if a three fourths majority of the members present and entitled to vote at such Special Meeting shall decide that the Office-Bearer has been guilty of the conduct, act or acts alleged against them the Special Meeting may resolve to remove the Office-Bearer from office. The quorum at such a Special Meeting will be ten (10).

Where an Office-Bearer is also a Chairman of an Ordinary Council, their removal from office as an Office-Bearer under this Rule shall also remove them from office as a Chairman of the relevant Ordinary Council.

Should any such Office-Bearer fail to appear before such Special Meeting when requested to appear then the Special Meeting may proceed ex-parte.

15 - ELECTION OF OFFICE-BEARERS AND ORDINARY COUNCIL MEMBERS

- (a) The Office-Bearers and members of the various Ordinary Councils shall be elected for two (2) yearly terms by secret ballot in the manner hereinafter prescribed by and from the financial members and life members who fall within the category of members entitled to vote for each Ordinary Council except that the President and Treasurer shall be elected by and from all financial members and life members of the Association.

- (b) The terms of Chairmen and other members of the various Ordinary Councils shall commence on alternate years to the terms of the President and Treasurer.

(ba) **Transitional provision**

In the years 2013 to 2015 the elections for the President, Treasurer, Chairman and other members of the various Ordinary Councils shall be timed as follows:

- (i) in 2013 the President and Treasurer shall be elected for two (2) years and the Chairmen and other members of the various Ordinary Councils shall be elected for one (1) year;
- (ii) in 2014 the Chairmen and other members of the various Ordinary Councils shall be elected for two (2) years;
- (iii) in 2015 the President and Treasurer shall be elected for two (2) years.

Thereafter the elections for the President, Treasurer, Chairmen and other members of the various Ordinary Councils shall be conducted every two (2) years upon the expiry of their terms.

- (c) To conduct the elections of the President and Treasurer, a Returning Officer, not being the holder of any other office in nor being an employee of, the Association or a branch, section or division of the Association; shall be appointed by the tribunal or other body empowered to do so under the laws of the Commonwealth, who will also be the Returning Officer for the elections of the Chairmen and members of the various Ordinary Councils.
- (d) At least six (6) weeks before the Annual General Meeting in each election year, the Returning Officer shall forward by post to each financial member and life member a nomination form with a notification thereon or therewith of the closing date and time of such nomination.

The aforesaid nomination shall also state:

- (i) That nominations will not be received by them after the closing date so fixed.
- (ii) The nomination will not be valid unless a written consent of the nominee is received on or before the closing date of nomination.
- (iii) The address to which the nomination and consents are to be forwarded.
- (iv) The class of members which the nominee represents in accordance with clause 5.
- (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.
- (f) Nominations and consents shall be forwarded to the Returning Officer so as to reach them not later than 4.00pm four (4) weeks prior to the Annual General Meeting.
- (g) The Returning Officer shall inspect the nominations and consents received at the closing date and time and satisfy themselves as far as they reasonably can that each of them is in order.

Providing that if the Returning Officer finds a nomination to be defective they shall, before rejecting the nomination, notify the person concerned of the defect and shall allow them seven (7) days in which to remedy the defect.

- (h) If, in relation to any Ordinary Council, not less than five (5) and not more than twenty (20) valid nominations have been received for the next ensuing two years, the Returning Officer shall certify to the President that the said candidates have been elected unopposed.

The Returning Officer shall also declare the said candidates duly elected at the Annual General Meeting.

(i) If more than the number of nominations required to fill any office is received an election therefore shall be taken by a postal ballot hereinafter provided -

(i) The Returning Officer shall prepare or cause to be prepared a sufficient number of ballot papers on which shall appear the full names of the candidates only in the order in which they shall have been drawn by the Returning Officer by ballot.

Any person so nominated, plus the Executive Committee, shall be notified of and have the right to be present at such ballot for positions.

The one ballot paper may contain provision for voting in respect of more than one election. The method of voting shall also be clearly indicated.

(ii) The Returning Officer shall within fourteen (14) days after the closing date for nominations, forward by prepaid post to every member entitled to vote at the election, a ballot paper bearing their initials, together with two envelopes. One envelope shall be a reply paid outer envelope addressed to the Returning Officer at an address arranged by them for the return of the ballot papers. The other envelope shall be a smaller declaration envelope, for the inclusion of the completed ballot paper, containing a removable label or flap with the following details printed on it:

- the name and postal address of the voter;
- the declaration stating that the voter -
 - 'is the voter named on the envelope;
 - has voted on the ballot paper contained in the envelope; and
 - has not voted before in this ballot.'
- a place for the signature of the voter.

In a ballot to be conducted under this Rule the day on which the roll of voters is to be closed, shall be on the seventh day prior to the opening of nominations.

Where a person entitled to participate in any such ballot will be absent from their usual address during the ballot, such person may notify the Returning Officer accordingly, and nominate another address for the receipt of ballot papers. Where the Returning Officer has been so notified before the ballot opens, the Returning Officer shall forward a ballot paper to the person concerned at the nominated address.

(iii) The Returning Officer shall advise all voters of the closing date for the receipt of returned ballot papers which shall be not later than 4.00pm on the second day prior to the Annual General Meeting.

(iv) If the Returning Officer is satisfied that any ballot paper has been destroyed, lost, damaged or misused, and in the case of a damaged or misused ballot paper on receipt thereof, they shall supply to the member to whom the original ballot paper was supplied, a substitute ballot paper which they shall have initialled and also marked 'substitute ballot paper'.

(v) They shall not receive any ballot papers after the closing date provided, and shall mark any envelope received 'informal', together with the date of its receipt, and shall not open such envelopes.

(vi) After the appointed closing date the Returning Officer shall supervise the scrutiny of votes.

The Returning Officer is empowered to use the Association staff and/or employ other persons who are not members of the Association to assist in the scrutiny.

- (vii) The Returning Officer shall mark the following informal:
 - (A) A ballot paper that gives the identity of the voter.
 - (B) A ballot paper contained in an envelope that is unsigned, as provided in sub-clause (ii), and in this case the inner envelope shall not be opened.
 - (C) A ballot paper which is marked other than with consecutive numbers, and/or in which a first preference is not indicated.
 - (D) A ballot paper which does not bear the initials of the Returning Officer.
- (viii) In a ballot to which these Rules apply a voter shall record their vote on a ballot paper by placing the figures 1,2,3,4 (and so on) against the names of each and every candidate so as to indicate by such numerical sequence the order of their preference.
- (ix) The means of counting the votes cast shall be as follows:
 - (A) Each candidate shall receive a number of votes by treating their numerical preference as their total from each ballot paper (i.e. a number 3 preference counts as three votes and so on).
 - (B) The candidate or the candidates up to the required number receiving the lowest sum total or totals shall be declared elected.
 - (C) In the case of a tie the Returning Officer shall decide the ballot by drawing lots.
- (x) At the conclusion of the count the Returning Officer shall certify to the President the result of such ballot.
- (j) A candidate for election as aforesaid may appoint one member to act as their scrutineer.

The Returning Officer shall be advised in writing by the candidate of the person so appointed.

The scrutineer shall be entitled to observe the form and distribution of ballot papers, the collection of ballot papers on their return, the admission and counting of votes, the conduct of votes, the conduct of the determination of the election by lot (if any) and the declaration of the ballot.

In every case it shall be the right and duty of the scrutineer to observe any act performed or directed by the Returning Officer which may affect the result of the election and the Returning Officer shall take all reasonable steps by notification or otherwise to enable each scrutineer to exercise all or any of such rights if they have had a reasonable opportunity to do so.

The scrutineer shall direct the attention of the Returning Officer to any irregularity they may detect in respect of any matter to be observed or done under these Rules in connection with the election. They shall conduct themselves so as not to interfere with the functions of the ballot.

The 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.
- (k) At the Annual General Meeting the Returning Officer shall declare the result of the ballot or in cases where they have certified that the candidates have been elected unopposed declare them elected.

- (l) If less than the required number of nominations which are in order have been received by the Returning Officer -
- (i) they shall as soon as possible thereafter furnish the President in writing with particulars of the nominations which are in order and at the Annual General Meeting the Returning Officer shall declare each such nominee elected; and
 - (ii) Executive Committee may at its discretion cause a fresh election to be conducted by the Returning Officer in the manner prescribed by this Rule, mutatis mutandis, to fill the remaining vacancies.

16 - CASUAL VACANCIES - OFFICE-BEARERS AND/OR MEMBERS OF ORDINARY COUNCILS

- (a) Any casual vacancy in the office of any Office-Bearer or any casual vacancy in the office of member of the various Ordinary Councils (including a vacancy resulting from the filling of a casual vacancy in the Office-Bearers) shall be filled by an election by members -
- (i) in the case of the President or Treasurer, of the Executive Committee; and
 - (ii) in the case of Chairmen or members of Ordinary Councils, of the appropriate Ordinary Council,

conducted in the following manner and the person so elected shall hold office until the next Annual General Meeting when they shall be eligible for re-election. Provided that the person so elected shall not hold such office for so much of the unexpired part of the term of the last person elected to the office as exceeds three-quarters of the term of office.

- (b) The Executive Director shall call for nominations in the notice calling the next meeting of the Executive Committee or relevant Ordinary Council following the creation of such vacancy and any member of the Executive Committee or relevant Ordinary Council may in writing nominate any person eligible in accordance with these Rules for any office for which there is a vacancy and the candidate for office shall also sign the nomination.
- (c) If only the required number of nominations to fill any office is received the Chairman of the meeting shall forthwith declare the person so nominated elected unopposed to the office for which they were nominated.
- (d) 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 Committee or relevant Ordinary Council members as hereinafter provided:

The Chairman of the Executive Committee or relevant Ordinary Council shall nominate a Returning Officer, not being a member of the Executive Committee or relevant Ordinary Council, for the purposes of the election.

- (e) If all members of the Ordinary Council are present, the Returning Officer shall -
- (i) Permit any duly nominated candidate to appoint any member of the Association their scrutineer to represent them at the election;
 - (ii) Inspect the nominations of candidates and satisfy themselves so far as they reasonably can that such nominations are regular and valid;
 - (iii) Prepare or cause to be prepared such number of ballot papers as there are members entitled to vote upon which ballot papers the names of the duly nominated candidates shall appear in alphabetical order.
 - (iv) Supply to each member 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 they do not desire to vote and thereafter so fold the ballot 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 they have 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.
- (f) If at that meeting all members entitled to vote are not present a postal ballot shall be held within thirty (30) days of the meeting, such ballot to be conducted in a manner consistent with Rule 15.

17 - COMMITTEES

- (a) The Executive Committee and each Ordinary Council may appoint Committees from amongst its own number or otherwise to examine and enquire into any matter in connection with the objects or business of the Association.
- (b) The Executive Committee and Ordinary Councils shall review the personnel and function of all Committees so appointed as necessary from time to time and shall re-appoint such Committees as it deems fit.
- (c) Any position within a Committee appointed by the Executive Committee or an Ordinary Council shall not be a collective body of the Association that has powers of the kind in section 9 of the *Fair Work (Registered Organisations) Act 2009* (Cth) (or any succeeding legislation).

18 - POWERS AND DUTIES OF MEMBERS OF COMMITTEES AND COUNCILS

Unless otherwise provided to the contrary, in addition to any powers and duties elsewhere provided in these Rules, each member of a Committee of the Association - including the Executive Committee and the various Ordinary Councils and Committees - shall have:

- (a) the right to vote on any Committee of which they are a member; and
- (b) the duty to regularly attend meetings of any Committee of which they are a member.

19 - EXECUTIVE DIRECTOR

- (a) The Executive Director shall be appointed by the Executive Committee and their remuneration and conditions of employment shall be determined by the Executive Committee.
- (b) The Executive Director shall be responsible to the Executive Committee but shall act entirely under the direction of the President or, in the absence of the President, the Executive Committee member so acting.
- (c) The appointment of the Executive Director may be terminated by 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 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.

- (d) The Executive Director shall be the Association's Chief Executive Officer, and shall -
 - (i) be the Public Officer of the Association for all such purposes as may be required, and is the officer of the Association nominated by it to sue or be sued or to issue or accept legal process on behalf of the Association;
 - (ii) convene all meetings of the Association, including the Executive Committee, Ordinary Councils and Committees;
 - (iii) keep or cause to be kept a faithful record of the business transacted at all meetings of the Association, including of the Executive Committee, Ordinary Councils and Committees;
 - (iv) collect all subscriptions, fees, levies, dues, or other liabilities payable to the Association by members or otherwise;
 - (v) conduct correspondence on behalf of the Association and except as directed by the President the same shall be conducted in their name;

- (e) The Executive Director shall -
 - (i) subject to the direction of the Executive Committee, engage the staff of the Association; and
 - (ii) have full charge and management of the Association's staff, and authority to delegate their powers and duties to such staff.
- (f) The Executive Director shall, and is hereby authorised to (in a manner as may be directed by the Executive Committee) bring or defend, or cause to be brought or defended, any action, prosecution or complaint in any court or tribunal as may be established under any industrial or arbitration or any general, civil or criminal law of the Commonwealth.
- (g) The Executive Director shall carry out such duties as may be required by these Rules or directed by the Executive Committee from time to time.
- (h) In the event of the office of the Executive Director becoming vacant for any cause, the Executive Committee shall have power to appoint a person to act as Executive Director, and a person so appointed shall be known as the Acting Executive Director.

The Acting Executive Director so appointed shall have the duties and authority of the Executive Director; however, their appointment may be terminated in a manner and at the will of the Executive Committee.

20 - ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of members shall take place no later than the second Tuesday in October of each year.

At this meeting the audited balance sheets and revenue statement shall be presented, together with a Presidential Report.

The election of Office-Bearers and members of Ordinary Councils due for election in that year shall be declared for the ensuing two years.
- (b) Such other business as the Executive Committee may refer to this meeting shall also be dealt with at the Annual General Meeting; provided, however, that only that business which is clearly set forth on the notice of meeting shall be dealt with.
- (c) At least five (5) days prior to the date of the Annual General Meeting, the Executive Director shall notify each member of the Association.

Such notice shall request the member's attendance at the meeting and shall clearly set forth the business to be transacted.
- (d) Ten (10) shall form a quorum at the Annual General Meeting.

21 - SPECIAL MEETINGS

- (a) A Special Meeting of members may be convened on the instructions of the President, the Executive Committee, by the Executive Director as required by Rule 34, by requisition of three (3) members of the Executive Committee, or requisition of twenty-five (25) members of the Association; provided that where a Special Meeting is requisitioned as beforementioned, such requisition shall be in writing and duly signed by each of the members concerned and shall clearly set forth the reasons for the requisition.

A Special Meeting shall deal only with such special business as may be referred to it.

- (b) Three (3) days prior to the date of the Special Meeting the Executive Director shall notify each member of the Association.

Such notice shall request the member's attendance at the meeting and shall clearly set forth the special business to be transacted.

- (c) Where the business of a Special Meeting is to consider any subject, or a notice of motion has not been submitted, then any motion or motions submitted at the said Special Meeting shall be received and may be debated, but shall not be determined.

Such motions shall be referred to a further Special Meeting to be convened within seven (7) days of the date of their receipt and shall be clearly set forth in the notice convening the further Special Meeting.

The further Special Meeting shall have power to determine the motions submitted to it and such motions shall be carried by a three-fourths majority of the members present and entitled to vote. Each member shall only be entitled to one vote.

On being adopted, such motions shall become Special Resolutions and shall be acted upon.

The provisions of this paragraph shall not apply when the Special Meeting is convened under Rule 34.

- (d) In the event of a specific notice of motion being received for submission to any Special Meeting, then providing such notice of motion is clearly set forth on the notice convening such Special Meeting, then it shall be competent for the Special Meeting to determine such notice of motion without reference to a further Special Meeting.

Upon being adopted by a three-fourths majority of the members present and entitled to vote, such a resolution shall become a special resolution and shall be acted upon and shall be binding upon the Association, subject to Rule 21(f).

- (e) Fifty (50) shall form a quorum at any Special Meeting, except where otherwise provided in these Rules.

- (f) Notwithstanding any other provision of this Rule, once any subject has been determined by a Special Meeting then such subject shall not be re-opened except upon review of the Executive Committee, which, notwithstanding the provisions of this Rule, shall have the absolute discretion as to whether a Special Meeting is to be convened to re-open or re-consider the subject sought to be re-opened.

- (g) For the purpose of this sub-clause of this Rule, 'Office-Bearers' shall mean any member of the Executive Committee.

Subject to the provisions of Rule 14(c), a Special Meeting may by resolution (notice of which has been given in accordance with this rule) remove any Office-Bearer from such office.

In such case the resolution shall be passed by a majority of not less than three-fourths of the members present and entitled to vote at such Special Meeting.

Any vacancy occurring from the implementation of this Rule shall be filled as provided in these Rules.

22 - EXECUTIVE COMMITTEE MEETINGS

- (a) The Executive Committee shall meet regularly on dates to be determined by President or irregularly as required.
- (b) At all meetings of the Executive Committee, the President shall be the Chairman, and in their absence the Chairman of the Commercial Builders' Council, or failing that one of the other Chairmen of the Ordinary Councils.

In the event of the President and Chairmen not being present, the Executive Committee shall elect a Chairman from amongst its members.

- (c) At least three days prior to the date of such meetings the Executive Director shall give notice to each member of the Executive Committee, requesting their attendance at such meeting.

23 - ORDINARY COUNCIL MEETINGS

- (a) Each Ordinary Council shall meet as often as may be deemed necessary by the Ordinary Council.
- (b) In the event of the Chairman not being present, the Alternate Chairman shall chair the meeting, or in the absence of both of the above the Ordinary Council shall elect a Chairman from amongst its members.
- (c) At least three days prior to the date of such meetings the Chairman shall give notice to each member of the Ordinary Council, requesting their attendance at such Ordinary Council meeting.
- (d) A quorum for an Ordinary Council meeting shall be one third of the number comprising the Ordinary Council (where a fraction, to the nearest one above).

24 - QUORUM

If a quorum for any meeting be not present twenty (20) minutes after the appointed time for the meeting to commence, then the Chairman -

- (a) may permit discussion on the business without resolution;
- (b) they shall then adjourn the said meeting for not more than 14 days;
- (c) direct that a further notice be sent as provided, drawing attention to the fact that the prior meeting had adjourned for want of a quorum; and
- (d) in the event of a quorum not being present at the adjourned meeting, then the number of members present shall be the quorum required for the adjourned meeting and the business shall be decided, determined or resolved.

25 - RESOLUTIONS: CONDUCT OF MEETINGS

- (a) At any meeting (other than those provided in Rule 20), unless a poll is required by these rules or is demanded, a declaration by the Chairman that a resolution has been carried or lost and an entry to that effect in the minutes or Report of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- (b) If a poll be demanded or necessary -
 - (i) every Financial Member shall have one vote and a simple majority shall determine the result of the poll, and such result shall be deemed to be the resolution.
 - (ii) other than in the case of the ballot for the election of an Office-Bearer, as prescribed in these Rules, then the Executive Director or other member of the staff of the Association, shall be the Returning Officer and shall be responsible for the issue of initialled ballot papers.
 - (iii) Two or more scrutineers may be appointed at the meeting to assist in conducting and determining the poll.
- (c) The authority covering the conduct of meetings shall be the latest edition of the publication 'Joske's Law and Procedure at Meetings in Australia', by the late Honourable Sir Percy Joske.

26 - FINANCIAL YEAR

The Financial year of the Association shall commence on the 1st July in each year and end on the 30 June following.

27 - SUBSCRIPTIONS

- (a) The annual subscription and other fees payable by members shall be determined from time to time by the Executive Committee, whether based on turnover (under Rule 27(b) or otherwise).

The subscription shall be paid yearly in advance and shall be due on 1st July each year (but may also be payable increments at the discretion of the Executive Director).
- (b) Where the subscription payable by members has been determined by the Executive Committee to be fixed on a system based on the turnover, it shall be as follows:
 - (i) The minimum amount payable by a member in respect of any year's turnover shall be determined by the Executive Committee.
 - (ii) Each member shall lodge with the Executive Director a declaration of their turnover for the year as determined by the Executive Committee.
 - (iii) Any member not wishing to disclose their amount of turnover shall pay the minimum amount determined by the Executive Committee.
 - (iv) The declaration of turnover lodged with the Executive Director shall be a confidential document and shall be in the custody of the Executive Director who shall not disclose its contents to any member or person other than the Association's auditor.
 - (v) A new member admitted during the financial year shall lodge a declaration as aforesaid covering their turnover during the portion of the year in which they became a member and shall pay a fee calculated on a pro-rata basis for the period, and the maximum amount provided herein shall also be applied pro-rata.

- (c) The annual subscriptions and other fees payable by members as determined by the Executive Committee from time to time shall be set out in a schedule which shall be permanently available for members to inspect.
- (d) On election the fee shall be charged and shall be adjusted on a monthly basis from the first day of the month of admission, and any balance remaining at 30th June next ensuing shall be carried forward to the credit of the member in the following financial year.

28 - LEVIES, CONTRIBUTIONS

- (a) By recommendation of the Executive Committee, the Association in Special Meeting may impose such levies as are deemed advisable for the purpose of carrying on the work and objects of the Association.
- (b) The decision to impose such a levy or other contribution may also exempt or exclude any member, group of members or class of member from such levy or contribution.
- (c) Such levies or contributions, as may be resolved, shall be due and payable within thirty (30) days of the notification to members of the decision to impose same, and may be recovered, as provided in these Rules.

29 - RECOVERY OF SUBSCRIPTIONS AND OTHER AMOUNTS DUE TO THE ASSOCIATION

- (a) Any member failing to pay their annual subscription in full within the three (3) months following it becoming due shall be notified by registered mail of such default and at the same time the Executive Director shall suspend all services to the said member and report their action to the Executive Committee, and -
 - (i) in the event of the said member so notified not having paid their subscription within thirty (30) days of the date of such notification, then the Executive Director shall report the fact to the Executive Committee.
 - (ii) in the event of no written explanation having been received from the member in default, the Executive Committee may forthwith terminate the membership of such defaulting member.

The Executive Committee may direct that the subscription outstanding be recovered or may direct that same be 'written off' as a bad debt.
 - (iii) In the event of a written explanation having been received from the member in fault, the Executive Committee may and at its absolute discretion, extend the time for such member to meet their obligations by a period not exceeding three (3) months, and during this period no services shall be made available to such member.

At the expiration of the extended time if payment has not been made, than sub-clause (ii) above shall be given effect to.
- (b) Any member failing to meet any other liability in full, due and payable to the Association, within the three (3) months following of the same becoming due shall be reported by the Executive Director to the Executive Committee who may direct that such liability be recovered and may also direct the Executive Director to charge such member under Rule 34.

- (c) Any member failing to pay their annual subscription in full upon the date of its becoming due shall, after three (3) further months have passed, no longer be a Financial Member and shall have no voting rights in the affairs of the Association and shall be disentitled to hold office of the Association or sit on the Executive Committee, any Committee or Ordinary Council of the Association until the annual subscription is so paid.
- (d) Regardless of whether any person is a current member or not, any fees due to the Association for any past period of membership shall remain due and payable and may be recovered by the Association as a liquidated debt.

30 - APPLICATION AND CONTROL OF FUNDS, PROPERTY

- (aa) The Association shall develop and implement policies and procedures relating to its expenditure.
- (ab) Those Office-Bearers whose duties under these Rules include duties relating to the financial management of the Association, must within six (6) months of taking office undertake training that:
 - (i) is approved by the relevant Commonwealth tribunal or other body; and
 - (ii) that covers each of the Office-Bearer's financial duties.
- (ac) The training required in Rule 30(b) only needs to be undertaken once by a particular Office-Bearer, unless there is a break in their continuity of office.
- (ad) **Transitional provision**
 - (i) For those Office-Bearers elected prior to 1 July 2014, the training required under Rule 30(ab) may be undertaken at any time up until that day.
- (a) The funds of the Association shall be applied to the maintenance of the Association and the furtherance of its aims and objects.

However, the Executive Committee by a three-fourths majority, may apply a portion of the funds to charity or to the recognition of special services rendered to the Association.

- (b) The Executive Committee may also invite members to voluntarily subscribe to a fund for charitable or special purposes and in such cases shall apply such funds in full to the purpose for which they were subscribed.

In the event of any such fund officially closing prior to all such subscribed moneys being received by the Association, or in the case of a special purpose, the purpose ceasing to exist, then the Executive Committee shall determine whether such late receipts or any surplus shall be -

- (i) deposited in a special account to be used for a similar purpose to the one for which such funds were collected; or
 - (ii) be distributed as the Executive Committee deems advisable.
- (c) The current funds of the Association shall be deposited in the name of the Association in such a bank as the Executive Committee shall from time to time direct.

All monies received shall be deposited in such bank, except that an amount as may be determined from time to time by the Executive Committee shall be retained in cash in the Association's registered office for the purpose of petty cash.

- (d) All payments shall be certified by the Treasurer.

All cheques shall be authorised by the Treasurer or in his absence the President or Chairman of the Commercial Builders' Council, and countersigned by the Executive Director and such additional countersigning officer, being an employee of the Association, as the Executive Committee may authorise.

- (e) Any portion of the Association's current funds may by resolution of the Executive Committee be invested for the benefit of the Association and on behalf of the Association.
- (f) No member shall have by reason of their membership, any transmissible or assignable interest in the property of the Association.

On a member ceasing to be a member all their interest shall survive, accrue and belong to the other members of the Association for the time being.

- (g) All property which may be acquired or be purchased with the monies of the Association or be donated to the Association shall be vested in the Association and the Executive Committee shall have the power to control and invest the same in the name of the Association.

31 - APPOINTMENT OF AUDITORS AND AUDIT

- (a) The Executive Committee shall in August of each year appoint an auditor or auditors who shall be registered public accountants.
- (b) The auditor or auditors so appointed shall hold office from the time of their appointment until the date of the August meeting of Executive Committee in the next ensuing year, at which time they shall retire with the effluxion of time.

The retiring auditor or auditors shall be eligible for re-appointment.

- (c) In the event of a vacancy occurring for any reason in the position of auditor or auditors, then such vacancy shall be filled at the next regular meeting of the Executive Committee after the date of the vacancy occurring.
- (d) The fees of the auditor or auditors shall be approved by the Executive Committee.
- (e) The auditors shall conduct an annual audit which shall be completed no later than 30th September i.e. not later than three (3) months following the end of the financial year which is the subject of their audit.

The Executive Committee can at any time however, order additional full or partial audits if, in their opinion, it would be in the interests of the Association to do so.

Such audits can be confidential and need not be reported to the Executive Committee or any member of staff until the end of the year auditor's report is presented.

- (f) The auditors shall also certify all financial returns required by law and requiring certification by such law.
- (g) The auditor or auditors shall, for audit purposes only, at all reasonable times have access to the books, minutes, and accounts of the Association, and the Executive Director shall make same available and the said auditor or auditors shall be entitled to examine the Office-Bearers, members of the Executive Committee, Executive Director and the employees of the Association with regard thereto and to require such information or explanation as may appear necessary or proper, and may report from time to time to the Executive Committee with regard to such books and accounts.

31A - DISCLOSURE OF PAYMENTS TO MEMBERS

- (a) The Association shall disclose to Members either:
 - (i) each payment made by the Association, during the Disclosure Period:
 - (A) to a Related Party of the Association; or
 - (B) to a Declared Person or Body of the Association; or
 - (ii) the total of the payments made by the Association, during the Disclosure Period:
 - (A) to each Related Party of the Association; or
 - (B) to each Declared Person or Body of the Association.
- (b) Rule 31A(a) does not apply to a payment made to a Related Party if the payment consists of amounts deducted by the Association from Remuneration payable to Office-Bearers or employees of the Association.
- (c) For the purposes of Rule 31A(a), the disclosure shall be made:
 - (i) in relation to each financial year;
 - (ii) within six months after the end of the financial year; and
 - (iii) in writing.

32 - EXAMINING BOOKS, RECORDS AND ACCOUNTS BY MEMBERS

All members who are desirous of examining or investigating or inspecting all or any book, listing of members of the Association, documents, or records (with the exception of turnover declarations), shall on application to and with the authority of the Executive Committee, be permitted to have free access to the same for such purpose -

- (a) on any ordinary working day between the hours of 10 am to 4 pm in the daytime, or at such times as may be arranged with the applicant; and
- (b) such inspection shall be at the Registered Office and in the presence of the Executive Director or such member of the staff of the Association as they may delegate to be present.

33 - REGISTER OF MEMBERS

- (a) The Treasurer shall cause to be kept and maintained in one or more books or in a commercial system and in a manner required by law, a register of all members of the Association in alphabetical order in classes of membership and each individual entry shall show not less than the following particulars -
- (i) The name and postal address of such member;
 - (ii) The date upon which the name of such member was entered in the register as a member;
 - (iii) The class of membership of each member;
 - (iv) The names of each representative of such member where applicable;
 - (v) The date upon which the member ceased to be a member, provided that in this case then all similar individual entries may be grouped together in the register.
- (b) It shall be the responsibility of each member to provide the Executive Director with written details of any material change in their particulars entered in the Register.
- (c) A member shall, within fourteen (14) days after;
- (i) the business, or part of the business of that member is assigned or transferred to a person who is not a member of the Association; or
 - (ii) such a person succeeds to the business, or part of the business of that member;
- notify the Executive Director of the assignment, transfer or succession.
- (d) Each member shall be deemed to be properly served or notified of any information or documentation if that information or document is forwarded by the Association in accordance with the particulars of the Register.

34 - DISCIPLINARY POWERS

- (a) If it is brought or comes to the notice of the Executive Director that any member -
- (i) has been convicted of a felony or of any misdemeanour or offence under any Act, regulation, ordinance or other law arising out of or in the course of the conduct of their business; or
 - (iii) has committed or is committing a breach of the Rules for the time being of the Association including its Code of Conduct; or
 - (iv) has engaged in, published or been party to, or permitted or supported any untrue, misleading, undignified or infamous communication, statement, advertisement, signed document or paper, either on their own behalf or as, or purporting to be on behalf of, an officer, representative or member of the Association,

the Executive Director shall furnish to the Executive Committee a report of the matters so brought or come to their notice at the first regular meeting of the Executive Committee thereafter or at a meeting of the Executive Committee convened for the purpose of receiving and considering such report.

If the Executive Committee finds the allegations so reported to constitute a prima-facie case for such member to answer, the President shall instruct the Executive Director to give notice to such member including a copy of statement of the allegations and requesting them to appear before the Executive Committee (or a Committee created by the Executive Committee for that purpose) on a day and at a time to be fixed by the Executive Committee or Committee to answer the allegations and the Executive Director shall carry out such instructions.

- (b) If a majority of the members present at such Executive Committee or Committee meeting shall decide and resolve that the member requested to appear has been guilty of the conduct, act or acts alleged against them, the Executive Committee may (either following its own hearing or by way of endorsement of the findings of a Committee) do any (in whichever combination) or none of the following:
- (i) publicly reprimand the member; or
 - (ii) impose a fine upon the member of a sum not exceeding three times their annual subscription payable for the current year; or
 - (iii) suspend the member (for no longer than three (3) months); or
 - (iv) expel them from membership.

Provided however, that a resolution suspending or expelling such member must be passed by a three-fourths majority of the members of the Executive Committee present at the meeting.

The member so dealt with may appeal to a Special Meeting of the Association against the Executive Committee's decision and resolution by lodging a notice of appeal with the Executive Director within fourteen (14) days whereupon the Executive Director shall convene a Special Meeting of the Association to hear and determine such appeal and decision of such Special Meeting on such appeal shall be final and binding on such member. The quorum at such a Special Meeting shall be ten (10).

Provided that any decision and resolution of such Special Meeting to suspend or expel such member or to cancel or confirm any suspension or expulsion already imposed must be passed by a three-fourths majority of the members present and entitled to vote at such meeting.

All fines shall go to the general fund of the Association and shall be paid to the Treasurer within seven (7) days after notice thereof shall have been given by notice to the person liable to pay the same.

- (c) Should any such member fail to appear before the Executive Committee or a Special Meeting, as the case may be when requested to appear, then the Executive Committee or Special Meeting may proceed ex-parte and such failure to appear without written excuse on the part of the member shall in itself be conduct which may be dealt with under this rule.

35 - MEMBERS' ASSENT TO RULES

- (a) The Constitution and Rules of the Association, duly registered in accordance with the laws of the Commonwealth shall be kept at the Association office.
- (b) Every member on notification of their admittance to membership shall be forwarded, under registered post or by electronic means, a copy of the Association's Rules and Code of Conduct and they shall be deemed to have assented thereto and agreed to be bound by them.

36 - INDEMNIFICATION OF MEMBERS, OFFICE-BEARERS AND EMPLOYEES

Every Office-Bearer, Councillor, Member, or employee of the Association shall be indemnified against (and shall be the Association's duty out of its funds to pay) all costs, losses, charges and expenses which any such Office-bearer, Councillor, Member or employee of the Association may incur or become liable for by reason of any contract entered into, or act or deed done by them in the discharge of any duty in accordance with these Rules.

37 - COMMON SEAL

- (a) A Common Seal of the Association shall be made with the Association's name inscribed thereon.
- (b) It shall be in the custody of the Executive Director.

38 - ASSOCIATION EMBLEM

- (a) The Association Emblem shall be in a form determined by the Executive Committee and -
 - (i) shall be used on Association stationery and all Association publications;
 - (ii) may be used for publicity purposes by the Association; and
 - (iii) its use or reproduction by members shall not be permitted.

39 - MEMBERSHIP EMBLEM

- (a) The Association Membership Emblem shall be in a form determined by the Executive Committee.
- (b) Its form, production or use may be determined by the Executive Committee and shall only be permitted to be produced or used by Financial Members.

40 - CONCILIATION AND ARBITRATION, AUTHORISED AGREEMENTS

- (a) The Executive Committee may by resolution give the consent of the Association to the submission of an industrial dispute to conciliation and arbitration before the appropriate tribunal established by Commonwealth law.

Thereupon such dispute shall be so submitted and the Association may be represented therein by the Executive Director or by such person as may be determined by the Executive Committee (or Executive Committee).

- (b) No industrial agreement, or other instrument, shall be executed by or on behalf of the Association, unless -
 - (i) there shall be present at the meeting of the Executive Committee with respect thereto, at least ten (10) members of such Executive Committee, and resolution to that effect has been passed; and
 - (ii) in execution, the Common Seal of the Association shall be affixed to such agreement or other instrument, and

in the case of an Industrial Agreement, it shall first be approved by a Special Meeting of members. The quorum at such a Special Meeting shall be twenty-five (25).

- (c) Subject to the provision of any award of any court of industrial arbitration or other competent Commonwealth industrial tribunal, the members of the Association shall observe any resolutions of the Association that may be made relative to the terms and conditions of employment of any tradesman or labourers engaged by them in the building industry and any award, industrial agreement, or other instrument by which the Association is bound or to which it is a party.

41 - ANNUAL REPORT

The President shall cause an Annual Report to be prepared for presentation at the Annual General Meeting.

42 - NOTICES

- (a) Except where provided elsewhere in these Rules, a notice may be served by the Association upon any member by any of the following means:
- (i) personally;
 - (ii) by sending it through the post in a prepaid envelope or wrapper addressed to such member at their registered place of address;
 - (iii) by electronic means to their registered address.
- (b) Each member shall from time to time notify to the Executive Director an electronic address and a physical address in the ACT which shall be deemed their registered address for the purpose of these Rules.
- (c) Any notice sent by post shall be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and stamped and put into the post office. Any notice sent by electronic means shall be deemed to have been served on the day that it was sent and in proving such service it shall be sufficient to prove that it was properly addressed.
- (d) A certificate in writing signed by the Executive Director that the notice was so addressed and where applicable stamped and posted, shall be conclusive evidence thereof.
- (e) The signature to any notice to be given by the Association may be written or printed.
- (f) Where a given number of days' notice, or notice extended 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.
- (g) Except where provided elsewhere in these Rules, a notice to be served upon the Association by a member may be served:
- (i) personally on the Executive Director;
 - (ii) by sending it through the post to the Association's registered place of address;
 - (iii) by sending it by electronic means addressed to the Executive Director.
- (h) A notice served upon the Association by a member shall be deemed to have been received on the day it was received.

43 - POLICY

- (a) The policy of the Association on any matter may be determined by the Executive Committee, the Annual General Meeting or a Special Meeting from time to time, provided that such policy shall not be applied in any way to limit or be in restraint of trade or competition.
- (b) Within seven (7) days of the determination of the Association's policy on any matter, the Executive Director shall notify all members in writing of such determination.

44 - ALTERATIONS TO RULES

The Rules may be amended, added to or repealed in the following manner -

- (a) It shall be competent for any member, or group of members acting as a Committee appointed by the Executive Committee, to give notice in writing to the Executive Director of their or its request for an alteration to these Rules, setting out in full the desired alteration and the reasons for the request.
- (b) The Executive Director shall then convey the request to the Executive Committee, which shall then direct that the matter be referred to a Special Meeting or Annual General Meeting of members.
- (c) If three-quarters of the members present at such Special Meeting or Annual General Meeting of members vote in favour of the proposed amendment, then the Rules shall be amended accordingly; provided that such amendment is in accordance with any law under which the Association is registered.
- (d) In the event of the adopted amendment not complying with the said law, then such refusal to register the said amendment under law shall be referred back to the Executive Committee, who shall have power to frame the proposed amendment in order that it shall comply with the said laws for registration, without recourse to a further Special Meeting or Annual General Meeting, but shall not be entitled to make new amendments unrelated to the refusal of registration
- (e) The amendment to the Rules, upon registration, shall be advised to all members in writing by the Executive Director.

45 - DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved or wound up only by Special Resolution and thereupon, if there remains after the satisfaction of all its debts and liabilities any property whatsoever the same may by special resolution be transferred -

- (a) to some other association, corporation or institution having objects wholly or in part similar to the objects of this Association; or
- (b) may be sold and the proceeds therefrom donated -
 - (i) to the Australian Institute of Building; or
 - (ii) in the form of a Master Builders Research and Scholarship Foundation, to the School of Environmental Design, University of Canberra.

46 - LOANS, GRANTS AND DONATIONS

The Association shall not make a loan, grant or donation unless the Executive Committee of the Association -

- (a) has satisfied itself -
 - (i) that the making of the loan, grant, or donation is in accordance with the other Rules of the Association; and
 - (ii) in the case of 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
- (b) has approved the making of the loan, grant or donation.

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