

# Constitution

of

## **National Fire Industry Association of Australia Ltd**

**A Company Limited by Guarantee not having Share Capital**

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19 Byrnes Rd South

Joyner, QLD, 4500

**ACN: 618 984 599**

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## Overview

This is the Constitution of National Fire Industry Association of Australia Ltd.

The Company is a company limited by guarantee. The liability of its members is limited to the amount they have agreed to pay in the guarantee. The Company must always have at least one member and three directors.

The Constitution sets out the basis on which the Company is to be managed. Nothing in the Constitution is intended to derogate from the *Corporations Act*. That Act:

- imposes many obligations on the Company which are not reproduced in this Constitution; and
- overrules anything in this Constitution to the extent that they are inconsistent.

This Constitution replaces the replaceable rules in the *Corporations Act*. Words used in the Constitution which have a meaning in the *Corporations Act* have the same meaning in this Constitution (unless expressly stated otherwise).

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# **Constitution of National Fire Industry Association of Australia Ltd**

## **A Company's name, Objects and powers**

### **Name of the Company**

1 The name of the Company is National Fire Industry Association of Australia Ltd.

### **Objects**

2 The Company's objects are all or any of the following:

- 2.1 To promote and work to improve the fire industry in Australia (which industry includes but is not limited to activities involving the design, manufacture, engineering, supply, installation, maintenance and service of fire protection systems and equipment including all active and passive components used in the detection, warning, extinguishment and control of fires) and undertake all such activities as are ancillary to that object.
- 2.2 To act as an organisation and/or industrial union of employers under the laws of the Commonwealth of Australia and its Territories or any State within the Commonwealth.
- 2.3 To bring any industrial disputes, claims or matters relating to industrial matters before any court, commissioner, committee, enquiry board or any tribunal whatsoever of the Commonwealth of Australia and its Territories or any of the States of the Commonwealth of Australia, including but without limiting the generality of the foregoing - the High Court of Australia, the Federal Court of Australia, the Australian Fair Work Commission and any court or tribunal constituted pursuant to the Fair Work Act.

### **Powers**

3 The Company has:

- 3.1 the legal capacity and powers of an individual; and
- 3.2 all the powers of a body corporate (other than the power to issue shares).

4 However, the Company has those capacities and powers only to the extent:

- 4.1 necessary, or convenient, to carry out the Company's objects; or
- 4.2 incidental to carrying out those objects.

## **B Members' liability and guarantee**

### **Liability of Members**

5 The liability of each Member is limited to the amount of the guarantee set in clause 6.

## **Guarantee by Members**

- 6 If the Company is wound up while a person is a Member (or within one year after they stop being a Member) then that person must contribute up to \$10 to the Company for:
- 6.1 payment of the Company's debts and liabilities incurred before that person ceased to be a Member;
  - 6.2 payment of the costs, charges and expenses of winding-up the Company; and
  - 6.3 adjustment of the rights of the contributories among themselves.

## **C How the Company's income and property are to be applied**

### **For the Company's objects**

- 7 All of the Company's income and property must be applied solely towards the promotion of the Company's objects as set out in clause 2.

### **No dividends etc. to Members**

- 8 The Company may not pay, or transfer, any of its income or property — directly or indirectly — by way of dividend, bonus or otherwise to any person who is or has been a Member.

### **Remuneration and expenses for Members allowed**

- 9 Regardless of clause 8, the Company may pay remuneration in good faith to any Member, officer or employee of the Company in return for any good or services they provide to the Company in the ordinary and usual course of business.
- 10 The Board may authorise the repayment of any expenses a Member incurs for the Company, or in connection with performing their duties for the Company.

### **Payments to directors: restrictions, remuneration, expenses**

- 11 If the Company is to pay any remuneration to a Director for services rendered in the capacity as a Director, then the remuneration must be on reasonable commercial terms and the Board must first have:
- 11.1 consented to the Director providing those services; and
  - 11.2 resolved to approve the amount of the payment.
- 12 If the Company is to pay any remuneration to a Director for services rendered in the capacity as an employee of the Company, then the Board must first have resolved to approve the terms of that employment.
- 13 The Board may authorise the repayment of any expenses a Director incurs for the Company, or in connection with performing their duties for the Company.

## **D Fees imposed by the Company**

### **Setting fees**

- 14 The Board may prescribe:
- 14.1 a cost payable by Members by way of Membership fees and any other fees the Board thinks fit; and
  - 14.2 when and in what circumstances these fees are payable.
- 15 The Board must give Members at least one month's notice of any increase in the fees, or of a change in the due date for fees payable under clause 14.

## **E Membership**

### **Members**

- 16 NFIAA's Members are as follows (unless the Member has resigned under clause 35 or clause 44, or been expelled under clause 46):
- 16.1 the persons who are specified in the application to register that the Company lodged under section 117 of the Act and who have consented to be Members; and
  - 16.2 any other person the Board admits to Membership in accordance with this Constitution.

### **Register of Members**

- 17 The Company must keep and maintain the Register in accordance with the Act and otherwise as the Board determines.
- 18 Any dispute that arises in relation to the Register must be referred to the Board. The Board's decision is final and binding on all Members (in the absence of manifest error).

### **Eligibility for Membership**

- 19 The following are eligible to be Members:
- 19.1 a National System Employer who has demonstrated an interest in the Industry; and
  - 19.2 any person in a category of persons that the Board has determined to be eligible to be Members.
- 20 Notwithstanding anything in clause 19, the Board must use reasonable endeavours to ensure that, at any time, the majority of the Members are of the category of Member set out in clause 19.1. Members in that category must continue to meet those eligibility criteria at all relevant times. Members in other categories must continue to meet eligibility criteria determined by the Board on their admission to Membership.

## **Types of Membership**

21 At any time, the Board may (subject to the Act) create different types of Membership with different rights, obligations and restrictions.

## **Membership is not transferable**

22 A Member may not transfer their Membership to another person.

## **Voting rights**

23 A Member is entitled to one vote at a General Meeting of the Company.

24 However, the Board may suspend a member's entitlement to vote if the Member owes the Company any amount that is more than 3 months overdue (or such other period as the Board determines).

## **A Member's representative**

25 If a Member or an Applicant is not a natural person, then it must appoint (in writing) a natural person as its Representative. The Member may remove and replace its Representative by giving written notice to the Board in a form the Board approves.

26 The Representative may, on the Member's behalf, exercise all the powers that the Member could exercise at a meeting or in voting on a resolution — unless those powers are restricted in a way set out in clause 27.

27 The document appointing the Representative may set out either or both of:

27.1 what the Representative is appointed to do; and

27.2 any restrictions on what the Representative may do.

28 If the appointment is made by reference to a position held, then the appointment must identify the position.

29 The Company must arrange for:

29.1 the name and address of the Representative to be entered in the Register; and

29.2 all correspondence and notices from the Company to the Member to be served on that Representative.

## **Applying and being admitted to Membership**

30 A person's Application to be a Member must be made in the form, and accompanied by any fee, the Board has set.

31 The Board will consider and, in its absolute discretion, accept or reject an Application.

32 If the Board rejects an Application, then:

32.1 it must arrange for any money the Applicant tendered with the Application to be repaid to the Applicant, without interest; and

32.2 the Board does not have to give any reasons for the rejection.

- 33 An Applicant does not become a Member until the Company has:
- 33.1 received, within 30 days of Membership fee invoice, any fee that applies; and
  - 33.2 the name and address of the Applicant (and its Representative if relevant) are entered in the Register.
- 34 Each Member is liable for all taxes, duty and charges payable in respect of their Application, their Membership and any related transaction or document. Each Member indemnifies the Company and will keep it indemnified in respect of any liability for all those amounts.

### **Resigning from Membership and ongoing liability**

- 35 A Member's Membership shall cease:
- 35.1 on the Member:
    - 35.1.1 resigning its Membership in accordance with this Constitution; or
    - 35.1.2 ceasing to be eligible to be a Member for a continuous period 9 months; or
  - 35.2 as otherwise provided in this Constitution or the Act.
- Clause 43 also provides that a member is deemed to resign if they owe the Company any amount that is more than 6 months overdue (which period the Board may, in its sole discretion, extend in any case).
- 36 A Member may resign from Membership by giving written notice of resignation of Membership addressed and delivered to the Company Secretary.
- 37 Resignation from Membership of the Company takes effect:
- 37.1 where the Member ceases to be eligible to be a Member of the Company, on the later of:
    - 37.1.1 the day on which a notice from the Member is received by the Company;  
or
    - 37.1.2 the day specified in a notice, which is a day not earlier than the day when the Member ceases to be eligible to become a Member;
  - 37.2 in any other case, the later of:
    - 37.2.1 at the end of two (2) weeks after a notice from the Member is received by the Company; or
    - 37.2.2 on the day specified in a notice from the Member to the Company.
- 38 A notice delivered to the person mentioned in clause 36 shall be taken to have been received by the Company when it was delivered.
- 39 A notice of resignation that has been received by the Company is not invalid because it was not addressed and delivered in accordance with clause 36.
- 40 When the notice of resignation takes effect in accordance with clause 37, the Member stops being a Member but:
- 40.1 they remain liable for any money they owe the Company; and

40.2 under clause 6, they remain liable for another 12 months.

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

42 A resignation from Membership of the Company is valid even if it is not effected in accordance with this Constitution if the Member is informed in writing by or on behalf of the Company that the resignation has been accepted.

43 A Member is deemed to resign if they owe the Company any amount that is more than 6 months overdue (unless the Board has, in its sole discretion, extended that period). If a Member resigns under this clause, then the Board may reinstate their Membership if they pay the outstanding amount.

### **Expelling and disciplining a Member**

44 The Board may cease a Member's Membership where a Member is no longer eligible to be a Member under this Constitution. The Board must pass a resolution to that effect and the cessation takes effect from the date of the resolution. The Board must serve notice on the Member within a reasonable time after the resolution is passed.

45 In addition to clause 44, the Board may — in the way described in clause 46 — expel a Member or implement appropriate disciplinary action if the Member:

45.1 has committed a breach of any obligation or duty under this Constitution; or

45.2 has engaged in conduct detrimental to the interests of the Company.

46 For any expulsion or discipline to be valid:

46.1 at least 21 days before the Board meeting at which the resolution is considered, the Member must be given written notice of:

- the meeting;
- the intended resolution; and
- the particulars of the alleged act, omission or conduct complained of;

46.2 at the meeting (and before the resolution is passed), the Member must be given the opportunity to explain themselves in writing or orally (or both if they request it);

46.3 if the Member does give an explanation, then the Board must take it into account;

46.4 the relevant resolution must be passed by 75% of the Directors present and voting;

46.5 the Board must arrange for the Member to be given written notice of any Board resolution on the matter; and

46.6 if the Board resolves to expel the Member, then the Member ceases to be a Member when the Board serves them with the notice. Also the Member's name will be removed from the Register as set out in clause 47.

## **Removing an expelled Member's name from the Register**

- 47 If a Member is expelled from the Company or their Membership ceases, then their name (and that of any Representative they have appointed) must be moved to the removed Members list of the Register. The Company has no liability to the Member in respect of their removal from the Register.
- 48 When a Member's name is removed from the Register, the Member no longer has:
- 48.1 any rights or privileges attaching to Membership; or
  - 48.2 any rights which they had against the Company that arose out of their Membership.

## **F General Meetings: frequency and notice**

### **Annual General Meeting required**

- 49 The Company must hold an Annual General Meeting:
- 49.1 in every calendar year;
  - 49.2 within five months after the end of its financial year; and
  - 49.3 at the time and place the Board determines.

### **Convening Extraordinary Meetings**

- 50 An Extraordinary Meeting may be convened:
- 50.1 by the Board at such time and place as the Board thinks fit, (as long as it complies with the Act); and
  - 50.2 by Members as allowed under the Act.

### **Notice of General Meetings**

- 51 The Board must give at least 21 days' written notice of a General Meeting to the Members, the Directors and the Auditor (unless a change to that arrangement is made under clause 53). The notice must specify:
- 51.1 the place, the day and the hour of meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
  - 51.2 the general nature of the meeting's business;
  - 51.3 the details of any special resolutions to be proposed at the meeting; and
  - 51.4 that Members are entitled to appoint a proxy who must be a Member.
- 52 A Member that is a company is responsible for notifying its Representative of any General Meeting.

### **Changing the notice procedure for General Meetings**

- 53 A meeting may be convened in a way other than, and on shorter notice than, clause 51 requires as long as:

- 53.1 all the Members entitled to vote at the meeting consent to the change beforehand;  
and
- 53.2 the notice and the shorter notice period comply with the Act.

### **Failure to receive Notice**

- 54 A meeting and its proceedings and resolutions are valid even if any one or more of the following is the case:
  - 54.1 the Company accidentally omitted to give notice of a meeting to any Member; or
  - 54.2 any Member did not receive notice of the meeting.

## **G General Meetings: proceedings**

### **Use of technology in conferencing**

- 55 The General Meetings may be held face to face or by using telephone, computer, Internet, or any electronic means of audio or audio-visual communication. Any resolution passed using any such a system is to be treated as having been passed at a meeting of the Members held on the day and at the time the conference was held — even if the Members were not present together in one place at the time. This clause does not limit the discretion of the Members to regulate their meetings.
- 56 The provisions of this Constitution regulating the proceedings of the Members apply so far as they are capable to such conferences.

### **Business at the meeting**

- 57 The ordinary business of an Annual General Meeting may include:
  - 57.1 considering any annual financial report, directors' report and Auditor's report;
  - 57.2 electing and appointing Directors; and
  - 57.3 appointing the Auditors and fixing the Auditor's remuneration (if the Company is required to have an auditor).
- 58 All other business at an Annual General Meeting, and all business at an Extraordinary Meeting, is regarded as special business.

### **Quorum required**

- 59 For any business to be transacted at any General Meeting — except the adjournment of the meeting — a quorum must be present. The quorum for a General Meeting is 20% of the Membership, present in person or by Representative or proxy.

### **If no Quorum present**

- 60 If a quorum is not present within half an hour after the time appointed for a General Meeting then:

- 60.1 if the meeting was convened on the requisition of Members, then it will be dissolved;  
or
- 60.2 in any other case, the meeting will be adjourned to the same day in the next week at the same time and place (or at such other place as the President decides). If at that adjourned meeting a quorum is not present within fifteen minutes after the time appointed for holding the meeting, then the Members present are a valid quorum.

### **President of the meeting**

- 61 The President or in the President's absence, the Vice President is to preside as President at every General Meeting, and fulfil the role of chair.
- 62 If at any General Meeting neither the President nor the Vice President is present within fifteen minutes after the time appointed for holding the meeting (or if neither is willing to preside), then the Members present are to choose from those Members present who is to preside.

### **Adjourning (and resuming) a meeting**

- 63 The President of a General Meeting must adjourn a meeting if a quorum is present and all the Members present and entitled to vote at any meeting direct him to adjourn it.
- 64 If the President adjourns a General Meeting, then they may do so to another time or place (or both).
- 65 If a General Meeting is adjourned for one month or more, then the Company must arrange for a new notice of the adjourned meeting to be given.
- 66 After an adjourned meeting is resumed, the only business that may be transacted at the meeting is business that was unfinished before the adjournment.

### **Auditor attending etc. meeting**

- 67 The Auditor is entitled:
- 67.1 to attend any General Meeting of the Company;
- 67.2 to receive the same notices of, and other communications relating to, any General Meeting that a Member is entitled to receive; and
- 67.3 to be heard at any General Meeting which the Auditor attends on any part of the business of the meeting which concerns the Auditor in that capacity. The Auditor's right to be heard exists even if the Auditor retires at that meeting or if a resolution to remove the Auditor from office is passed at that meeting.

## **H General Meetings: voting**

### **Show of hands vote**

- 68 Every item of business submitted to a General Meeting is to be decided in the first instance by a show of hands of the Members, or their Representatives, who are personally present and entitled to vote. The President will not have a casting vote.

## **Evidence of resolution**

- 69 It is conclusive evidence that a resolution has been passed (regardless of whether there is any proof of the number or proportion of the votes recorded in favour of or against the resolution) if:
- 69.1 the President declares that a resolution has been passed or lost (having regard to the majority required); and
  - 69.2 an entry to that effect has been made in the Company's books and signed by the President of that, or the next meeting.

## **Poll vote**

- 70 The President or any Member present (personally or by Representative or proxy) may demand a poll before, or on the declaration of the result of, a show of hands. Any person who has demanded a poll may withdraw their demand.
- 71 A poll demanded on any question of adjournment must be taken before any adjournment.
- 72 The poll is to be taken:
- 72.1 in the manner and at the time and place as the President of the meeting directs; and
  - 72.2 either at once or after an interval or adjournment or otherwise.
- 73 The result of the poll is to be the resolution of the meeting at which the poll was demanded.
- 74 If there is a dispute as to the admission or rejection of a vote, then the President will finally determine that dispute.
- 75 At a poll, the President will not have a casting vote.

## **Continuing with other business before a Poll**

- 76 After a poll has been demanded, the meeting may continue with any business other than the issue on which poll has been demanded.

## **I General Meetings: appointing a proxy**

### **Eligibility to be proxy**

- 77 Any Member may:
- 77.1 appoint a natural person who is a Member, or a Representative, as a proxy to vote on the Member's behalf; and
  - 77.2 may direct the proxy to vote either for or against each or any resolution.

### **Company receiving notice of proxy**

- 78 For an appointment of a proxy to be valid, the Company must receive the Company approved document appointing the proxy:

- 78.1 at least 48 hours before the time for holding the relevant meeting or adjourned meeting or poll; and
- 78.2 at one of:
- the Registered Office; or
  - an electronic address specified for such purpose in the notice of meeting.
- 79 The document appointing the proxy must comply with the proxy requirements set out in the Act.
- 80 An instrument appointing a proxy is valid for any adjournment of the meeting to which it relates — unless it states something to the contrary.

### **Form of proxy**

- 81 An instrument appointing a proxy must be signed by the appointor, and must contain the following information:
- 81.1 the Company name;
- 81.2 the Member's name and address;
- 81.3 the Member's type of Membership;
- 81.4 the proxy's name or the name of the office held by the proxy; and
- 81.5 the meetings at which the appointment may be used.

### **Proxy's voting instructions**

- 82 A document appointing a proxy may specify the way in which the proxy is to vote for a particular resolution. If it does so, then the proxy must vote on the resolution as specified.

### **Proxy's authority**

- 83 A document appointing a proxy will be treated as giving the proxy:
- 83.1 authority to demand, or join in demanding, a poll; and
- 83.2 the power to act generally at the meeting for the person giving the proxy (except to the extent to which the proxy is specifically directed to vote for or against any proposal).

## **J Directors appointing an attorney of the Company**

### **Directors appointing an attorney of the Company**

- 84 The Board may by majority vote appoint any person whether nominated directly or indirectly by the Directors to be an attorney or attorneys of the Company. The appointment:
- 84.1 may be for any purposes and with powers, authorities and discretions (not exceeding those vested in, or exercisable by, the Directors under this Constitution);
- 84.2 may be for periods and on conditions as the Directors think fit; and

- 84.3 may contain provisions for the protection and convenience of persons dealing with any attorney as the Directors think fit.

## **K General Meeting: voting by proxy**

### **Validity of vote after death or revocation**

- 85 If a person who has appointed a proxy has either died or revoked the appointment but any notice in writing of the death or revocation has not been received at the Registered Office before the meeting, then a vote given in accordance within the terms of appointment will be valid.

### **Person who has appointed proxy may attend meetings**

- 86 A person who has appointed a proxy may attend and take part in a meeting. Doing so does not revoke the appointment — unless the person votes on the resolution to which the appointment applies.

## **L Directors**

### **Number and qualifications of Directors**

- 87 The number of Directors comprising the Board will be at least 3 and no more than 9 except as provided in clauses 89, 92.3 and 94, the Board shall comprise:
- 87.1 No more than five (5) persons who have been nominated by the Members in accordance with clause 92 and who are elected in accordance with that clause; and
  - 87.2 No more than four (4) persons who have been nominated by the Directors in accordance with clause 93 and who are elected in accordance with that clause.
- 88 Each Director elected pursuant to clause 87.1 must:
- 88.1 be a financial Member or a Representative of a financial Member; and
  - 88.2 consent to the use of technology for holding any meeting of the Board.
- 89 The Company's first Board shall be one (1) director from each of the geographic regions set out below, whom will hold office until the conclusion of the Company's first Annual General Meeting:
- 89.1 New South Wales, as nominated by the National Fire Industry Association of NSW Limited ACN 092 671 666;
  - 89.2 Queensland, as nominated by the National Fire Industry Association – Queensland Inc. (ABN 84 212 294 867);
  - 89.3 South Australia, as nominated by the National Fire Industry Association South Australia Incorporated (ABN 92 803 824 528);
  - 89.4 Victoria, as nominated by the National Fire Industry Association Victoria Inc. (ABN 34 059 091 535); and

89.5 Western Australia, as stated in the Company's application for registration.

The relevant body (or in the case of clause 89.5, the Board) may remove and/or replace their nominated Director until notice of the first Annual General Meeting is issued, by notice in writing to the Company.

### **Length of appointment**

90 Each Director elected pursuant to clause 87.1 and 87.2 will hold office from the end of the Annual General Meeting at which they were elected for a two (2) year term (but they are eligible for re-election).

91 At the first AGM, each Director will retire but remain eligible for re-election.

### **Election of Directors**

92 The persons referred to in clause 87.1 shall be elected in the following way:

92.1 Any two Members may nominate any Member or Representative to serve as a Director, provided they meet the criteria in clause 88 at the date of nomination and there is a relevant vacancy.

92.2 The nomination of any Member or Representative as a candidate for election as a Director must be:

- in writing and signed by the nominated person and their proposer and seconder; and
- lodged with the Secretary at least 30 days before the Annual General Meeting at which the election is to take place (or any other scheduled General Meeting).

92.3 If the number of nominated candidates (who are eligible under clause 88 at the date of election):

- *is no more than the number of vacancies*, then the President of the Annual General Meeting will declare those candidates elected as Directors.
- *is more than the number of vacancies*, then the Company Secretary will arrange for balloting lists to be prepared containing the names of the candidates in an order determined by lot. The Board may determine the method of the ballot. Each Member is entitled to vote for any number of candidates not exceeding the number of vacancies.
- *is not enough to meet the required minimum number of Directors*, then the Board must appoint a Member or Representative as Director (as long as they consent) until there is at least the minimum number of Directors.

93 The persons referred to in clause 87.2 will be elected as Directors at the same time as the election under clause 92.3 takes effect, or the conclusion of the Annual General Meeting.

## **Casual vacancies**

- 94 If there is a casual vacancy in the office of Director, then the Board may appoint a replacement Director. That replacement Director holds office until the end of the next Annual General Meeting.

## **Office Bearers**

- 95 At the first meeting of the Board and at the first meeting of the Board after each Annual General Meeting, the Directors will:

95.1 elect from among their number a President, a Vice President, and a Treasurer (one Director may fill the Treasurer position and one other position); and

95.2 appoint a Secretary, who may be a person who is not a Member.

- 96 Each of them will hold office until the end of the next Annual General Meeting.

## **Disqualification of Directors**

- 97 The office of a Director will be vacated if the Director:

97.1 ceases to be a financial Member or the Member for which the Director is a Representative ceases to be a financial Member. To avoid doubt, in both the case of a Director ceasing to be a financial Member, and the Member for which the Director is a Representative ceasing to be a financial Member, the cessation of financial Membership takes effect from the date of deemed resignation as contemplated by clause 43: any decision by the Board to reinstate Membership after such a resignation, does not automatically reinstate the former Director's appointment;

97.2 withdraws consent to the use of technology for any meeting or meetings;

97.3 is a Member, or a Representative of a Member, and they become bankrupt, insolvent or make any arrangement or composition with their creditors;

97.4 is a Representative of a Member and that Member resigns or is expelled as a Member;

97.5 is a Representative of a Member which is not a natural person, and a winding up order is made in respect of that Member;

97.6 becomes of unsound mind;

97.7 is absent for three consecutive Board Meetings without leave of the Board (unless the Board resolves to the contrary);

97.8 has been found guilty of misappropriation of funds of the Company or a substantial breach of this Constitution, or of gross misbehaviour or gross neglect of duty;

97.9 resigns from their Directorship by giving written notice to the Company; or

97.10 ceases to hold office under this Constitution or by reason of any order made under the Act.

## **First directors**

98 The first Directors are the persons set out as Directors in the application to register the Company lodged under section 117 of the Act. The first Directors will hold office until the end of the first Annual General Meeting, at which point they will cease being directors but will be eligible for re-election.

## **M Powers of the Board**

### **The board controls and directs the company**

99 The control and direction of the Company and the management of its property and affairs are vested in the Board.

100 The Board shall appoint the Chief Executive Officer on such terms that it thinks fit.

101 The Board may exercise all powers of the Company that are not required to be exercised or done by the Company in General Meeting.

### **Rules and Code of Conduct**

102 The Board has the power to determine:

102.1 rules on the election and appointment of Directors;

102.2 code of conduct of Members; and

102.3 any other rules, codes or any other form of regulation of the Company or the Members as it thinks fit.

### **Fund raising**

103 The Board may raise money in any manner it thinks fit including by borrowing money (whether on the security of the Company's assets or not), collecting subscriptions and levies from members and issuing a security for any other purpose — so long as this is done to further the Company's objects set out in clause 2.

### **Investment**

104 The Board may:

104.1 determine the manner in which the Company's property is to be controlled;

104.2 determine the manner in which the Company's funds are invested; and

104.3 determine the conditions under which the Company's funds may be spent.

### **Negotiable instruments**

105 One Director and some other Officer authorised by the Board for the purpose, may sign, draw, accept, endorse or otherwise execute (as the case may be) the following documents for and on behalf of the Company: all cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company.

## **Execution of Documents**

- 106 A document not required to be under seal shall be signed for and on behalf of the Company by:
- 106.1 2 directors;
  - 106.2 a director and the Company Secretary; or
  - 106.3 a duly authorised attorney appointed under Part J.

## **N Proceedings of the Board**

### **General**

- 107 The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 108 The Board must meet at least 3 times a year.

### **Use of technology in Board conferencing**

- 109 The Board may, if it thinks fit and with the consent of all Directors, hold their meetings face to face or by using telephone, computer, Internet, or any electronic means of audio or audio-visual communication. Any resolution passed using any such a system is to be treated as having been passed at a meeting of the Board held on the day and at the time the conference was held — even if the Directors were not present together in one place at the time. This clause does not limit the discretion of the Board to regulate its meetings.
- 110 The provisions of this Constitution regulating the proceedings of the Board apply so far as they are capable to such conferences.

### **Notice of meeting**

- 111 At any time, the Board may convene a Board meeting by notice served on each Director. The Secretary is to arrange that notice at the request of the President or Vice President.
- 112 The proceedings of a Board meeting are valid even if:
- 112.1 the Company accidentally omitted to give notice of a meeting to any Director; or
  - 112.2 any Director did not receive notice of the meeting.

### **Quorum**

- 113 A quorum for Board meetings is (unless the Board determines otherwise) if the number of Directors:
- 113.1 is an even number, half of the Board plus one other director; or
  - 113.2 is an odd number, the odd number nearest to, and greater than, half of the number of Directors.

## **President**

- 114 The President, or in the President's absence the Vice President, is to preside as President at every Board meeting, and fulfil the role of chair.
- 115 If at a Board meeting neither the President nor the Vice President is present within fifteen minutes after the time appointed for holding that meeting (or if neither is willing to President), then the Directors present will choose one of their number to preside as President at the meeting.

## **Voting**

- 116 Questions arising at any meeting will be decided by a majority of votes. Each Director present is entitled to one vote. The President does not have a casting vote but retains his/her Director vote.
- 117 However, the Board may suspend a Director's entitlement to vote if the Director (or the Member for whom the Director is a Representative) owes the Company any amount that is more than 3 months overdue (or such other period as the Board determines).

## **Delegation by the Board**

- 118 Subject to clause 119, the Board may, as it thinks fit, delegate any of its powers to individual Directors or Members or to committees or to the Chief Executive Officer. A committee may consist of the Directors or Members (or both) that the Board thinks fit. Any individual or committee must comply with any Board direction about how to execute the delegated powers.
- 119 The Board may not delegate its power to delegate.
- 120 The meetings and proceedings of any committee will be governed by the provisions of this Constitution that regulate the meetings and proceedings of the Board so far as they apply and so far as the Board has not replaced them.

## **Defects in appointment**

- 121 An act done in good faith by any meeting of the Board, any meeting of any committee formed by the Board or by any person acting as a Director will not be invalidated merely because of:
- 121.1 any defect in the election, appointment or tenure of a Director or person acting on any such committee; or
- 121.2 the disqualification of any of them.

## **O Board minutes and circulated resolutions**

### **Making Board resolutions**

- 122 The Board may make resolutions either:
- 122.1 in a meeting, of which minutes must be kept as set out in clause 123; or
- 122.2 by circulated resolution which must be made and kept as set out in clause 124.

## **Minutes to be kept**

- 123 The Board must arrange for:
- 123.1 proper minutes to be made of the proceedings and resolutions of all meetings of the Company, the Board and committees formed by the Board;
  - 123.2 the minutes to be entered in books kept for that purpose; and
  - 123.3 the minutes to be signed by the President of the meeting or by the President of the next meeting.

## **Circulated Resolution General**

- 124 If all the Directors have signed a document containing a statement that they are in favour of a resolution set out in the document, then that resolution is to be treated as having been passed as a Circulated Resolution at a meeting of the Board held at the time and date on which the resolution was last signed by a Director. (However, the reference to "all the Directors" in this clause does not include any Director who is not entitled to vote on the Resolution.)
- 125 Any Circulated Resolution may consist of several documents in identical terms, each signed by one or more Directors and must be entered in the relevant book of minutes of the Company.

## **Evidence of proceedings and resolutions**

- 126 A minute or Circulated Resolution that is recorded and signed in accordance with clause 123 or 124 to 125 (as the case may be) is evidence of the proceeding or resolution to which it relates (unless the contrary is proved).

## **P Accounts**

### **Accounts to be kept**

- 127 The Board must arrange for the Company to keep proper books of account that:
- 127.1 record true and complete accounts of the affairs and transactions of the Company; and
  - 127.2 give a true and fair view of the state of the Company's affairs and explain its transactions.

### **Location and inspection of accounts**

- 128 The Board must arrange for the books of account:
- 128.1 to be kept at the Registered Office, or in a place or places it thinks fit; and
  - 128.2 to be open to the inspection of the Directors during usual business hours.

## **Auditor**

- 129 The Company will comply with the Act in relation to the appointment, removal and resignation of an Auditor.

130 The Company's accounts shall be audited annually.

## Q Indemnity

### Definition of Liability and Officer

131 In clauses 132 to 134:

131.1 **Liability** means costs, losses, liabilities and expenses.

131.2 **Officer** means a Director, secretary or other officer of the Company and includes a former Officer, but does not include an auditor or agent of the Company.

### Indemnity of Officers

132 The Company must indemnify every Officer out of the assets of the Company against any Liability incurred by that Officer in their capacity as an Officer by reason of any act or thing done or omitted to be done by that person:

132.1 in that capacity; or

132.2 in any way in the discharge of that person's duties; or

132.3 by reason of or relating to the person's status as an Officer.

133 However, the indemnity in clause 132 does not extend to any Liability from, or against, which the Company is not permitted by the Corporations Act or any other law to exempt or indemnify the Officer.

### Indemnity for Proceedings

134 Without limiting clause 132, the Company must indemnify every Officer out of the assets of the Company against any Liability incurred by that person in defending proceedings, whether civil or criminal, in respect of any act or thing done by the Officer in that person's capacity as such Officer.

135 However, the indemnity in clause 134 does not extend to any Liability from, or against, which the Company is not permitted by the Corporations Act or any other law to exempt or indemnify the Officer.

## R Notices

136 The Company may serve notice on any Member in the ways shown in the left hand column of the table below. A notice will be taken to be served at the time shown in the right-hand column of that table on the relevant row. Any notice to be served on a Representative is served by serving it on the relevant Member.

Way of serving notice	Timing of notice taken to be
Personally	When served
By sending it through the ordinary post to the Member's Registered Address	8 days after the day it is posted. In proving service, it is sufficient to prove that the

Way of serving notice	Timing of notice taken to be
	envelope containing the notice was properly addressed and deposited as a prepaid letter at the post office or in some postal receptacle.
By leaving it at their Registered Address in an envelope addressed to the Member.	<b>Business Day:</b> The same day it is left at the Registered Address. <b>Non-Business Day:</b> the Business Day after it is left at the Registered Address.
By sending it to the electronic address nominated by the Member.	On the Business Day that it is sent.

137 A certificate in writing signed by the Secretary or any Officer of the Company that the notice was properly, addressed and delivered will be conclusive evidence of the service of such notice.

## S Distribution of property on winding-up

138 If on the winding-up or dissolution of the Company after all its debts and liabilities have been satisfied there remains any property, then that property must not be paid to or distributed among the Members.

139 Instead, this property must be given or transferred to some other institution or institutions that have:

139.1 objects similar to the objects of the Company (if there is one); and

139.2 a Constitution which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under clause 7 of this Constitution.

140 Choosing which institution or institutions the Company will transfer this property to must be done by:

140.1 a special resolution of the Members at or before the time of the Company's dissolution; or

140.2 if no such special resolution is passed, then by a Judge or Registrar of the Supreme Court or such other court of competent jurisdiction.

## T Replaceable Rules displaced

141 Each of the provisions of the Act that would, but for this clause, apply to the Company as a replaceable rule is expressly displaced and does not apply to the Company.

## U Amendments of the Constitution

142 This Constitution or any part of it may be amended, modified or repealed by a special resolution of the Members and in accordance with the Act.

## V Application for registration under the Registered Organisations Act

143 Subject to clause 142 and the Act, if the Company makes an application for registration as an association of employers under the Registered Organisations Act, the Company shall incorporate the rules set out in Schedule 3 into this Constitution, and all other rules that the Company is required to have to be eligible as an association of employers under the Registered Organisations Act.

## W Definitions and Interpretation

144 In this Constitution:

**Act** means the *Corporations Act 2001* (Commonwealth) and any successor legislation.

**Annual General Meeting** means the annual general meeting of Members.

**Applicant** means a person who lodges an Application under this Constitution.

**Application** means an application for Membership.

**Auditor** means the auditor or auditors of the Company, if the Company is required to have one. If the Company is not required to have an auditor, but has one, then it includes any such auditor.

**Board** means the board of directors of the Company.

**Business Day** means Monday to Friday excluding public holidays in the State or Territory the Company is registered in.

**Chief Executive Officer** means the person properly appointed and employed by the Company as the chief executive officer of the Company.

**Circulated Resolution** means any resolution passed in accordance with clause 124.

**Company** means National Fire Industry Association of Australia Ltd.

**Company Secretary** means the company secretary of the Company, of which has been properly appointed and is authorised to act for the Company.

**Constitution** means this Constitution, as amended.

**Directors** means the members individually or collectively of the Board.

**Extraordinary Meeting** means a General Meeting of Members other than an Annual General Meeting.

**Fair Work Act** means *Fair Work Act 2009* (Commonwealth) and any successor legislation.

**General Meeting** means an Annual General Meeting or an Extraordinary Meeting of the Company.

**Industry** means the fire industry in Australia.

**Member** means a person admitted to Membership in accordance with this Constitution.

**Membership** means membership of the Company.

**National System Employer** has the same meaning ascribed to it under the Fair Work Act.

**NFIAA** means the Company.

**Office Bearer** means a person who holds an office of President, a Vice President, a Secretary or Treasurer of the Company.

**Officer** has the same meaning as defined in the Act.

**President** means the Director who is elected to this office in accordance with clause 95.

**Register** means the register of Members kept in accordance with the Act.

**Registered Address** means the address of a Member shown in the Register.

**Registered Office** means the registered office of the Company.

**Registered Organisations Act** means the *Fair Work (Registered Organisations) Act 2009* (Commonwealth) and any successor legislation.

**Representative** means a person as described in clause 25.

**Secretary** means the Director who is elected to this office in accordance with clause 95.

**Treasurer** means the Director who is elected to this office in accordance with clause 95.

**Vice President** means the Director who is elected to this office in accordance with clause 95.

In this Constitution, unless the context requires otherwise:

- 144.1 a person includes a corporate body, association, firm, partnership, or other unincorporated body;
- 144.2 a statute includes regulations under it and consolidations, amendments, re-enactments or replacements of any of them;
- 144.3 this or any other document includes the document as varied or replaced regardless of any change in the identity of the parties;
- 144.4 a clause, schedule or appendix is a reference to a clause, schedule or appendix in or to this Constitution;
- 144.5 a word or phrase that is defined has the corresponding meaning in its other grammatical forms
- 144.6 writing includes all modes of representing or reproducing words in a legible, permanent and visible form;
- 144.7 the singular includes the plural and vice versa;
- 144.8 a gender includes all other genders; and
- 144.9 headings and sub-headings are inserted for ease of reference only and do not affect the interpretation of this Constitution.

## Schedule 1

### Names and usual residential addresses of initial directors

Name of director	Usual residential address of director
[Director name]	[Director address]

### Guarantee

The Members of the Company have each guaranteed the following amount on its establishment \$10.

**Schedule 2**

**Statement by persons who have consented to be members of the company**

I consent to become a member of the company. I agree to the form of this Constitution of the company.

<b>Name of Member</b>	<b>Member's address (if company, then its registered address)</b>	<b>Name of Member's Representative (if Member a company)</b>	<b>Residential Address of Member's Representative (if Member a Company)</b>
[Member name]	[insert address]	[Name of Member's Representative]	[insert address]

### Schedule 3

(Clause 143 of the Constitution)

1.	<p><b><u>“Loans, grants and donations</u></b></p> <p>The Company shall not make a loan, grant or donation of an amount exceeding \$1,000.00 unless the Board has:</p> <ul style="list-style-type: none"><li>(a) satisfied itself:<ul style="list-style-type: none"><li>(i) that the making of the loan, grant or donation would be in accordance with this Constitution;</li><li>(ii) in relation of a loan, that in the circumstances:<ul style="list-style-type: none"><li>(A) the security proposed to be given for the repayment of the loan is adequate; and</li><li>(B) the proposed arrangements for the repayment of the loan are satisfactory; and</li></ul></li></ul></li><li>(b) approved the making of the loan, grant or donation.”</li></ul>
2.	<p>“Before an Application for Membership is considered by the Board, the Company shall inform the applicant in writing of:</p> <ul style="list-style-type: none"><li>(a) The financial obligations arising from Membership; and</li><li>(b) The circumstances and manner in which a Member may resign as a member of the Company.”</li></ul>
3.	<p><b>To replace clause 91 to 92:</b></p> <p>“In clauses 91 to 96:</p> <p><b>Office Bearer</b> means a person who holds an office of President, a Vice President, a Secretary or Treasurer of the Company.</p> <p><b>Office</b> means each of the office of President, a Vice President, a Secretary or Treasurer of the Company and Offices shall mean all of them.</p> <p>91 <u>[Election of Office Bearers]</u> Each election for an Office Bearers shall be conducted by the Australian Electoral Commission, as required under the Registered Organisations) Act.</p> <p>91.1 If the election is to take place at a time when all the Members and Directors of the Company are present in person or by proxy, the returning officer</p>

appointed in accordance with this Constitution shall call for nominations for the Office namely the President, Vice President, Secretary and Treasurer. One Director may fill more than one position.

91.2 Each Office Bearer will hold office until the end of the next Annual General Meeting.

91.3 Any Member of the Company or their proxy may nominate in writing any Directors for any such Office. The nominee for each Office shall signify his acceptance of such nomination before such nomination is accepted. If only the number of accepted nominations required to fill any Office or Offices is received, the returning officer shall declare the person or persons nominated as aforesaid elected unopposed.

91.4 If more than the required number of accepted nominations required to fill any Office is received, an election therefor shall forthwith be held by secret ballot of Members of the Company and for such purpose the returning officer shall:

91.4.1 Inspect the nominations and satisfy himself as far as he reasonably can, that such nominations are regular and valid. If he finds any nomination to be defective he shall, before rejecting the nomination, notify the person concerned of the defect and, where it is practicable to do so, give him the opportunity of remedying the defect within a period of not less than seven (7) days after his being so notified.

91.4.2 Permit any duly nominated candidate to appoint by writing under his signature any representative as his scrutineer to represent him at the election.

91.4.3 Prepare or cause to be prepared such number of ballot papers as there are Members entitled to vote and the ballot papers shall have the names of the duly nominated candidates appear in alphabetical order. One ballot paper may contain provision for voting in respect of more than one election.

91.4.4 Supply to each voter one ballot paper, which the returning officer shall previously have initialled.

91.4.5 Direct the voter to strike out on the ballot paper the name of each candidate for whom they do not desire to vote and thereafter to so fold the ballot paper that the marking thereon is not visible until the ballot paper is unfolded. An absent Member entitled to vote may vote by his proxy.

91.4.6 Collect the ballot papers and ensure only one vote is cast by each Member entitled to vote or proxy.

91.4.7 Admit properly marked ballot papers and count the votes thereon indicated.

91.4.8 At the conclusion of the count declare the candidate or candidates receiving the majority of votes elected.

91.5 As between candidates receiving any equal number of votes in any case which it is necessary to determine which of such candidates shall be elected, the returning officer shall determine which candidate or candidates shall be elected by lot and thereupon shall certify such candidate or candidates to have been elected.

92 [Election by postal ballot] If the election is to take place at a time when all the Members entitled to vote are not present in person or by proxy, the returning officer shall immediately forward by post to each voter a nomination form for each election which is to be held on which shall appear a notification:

92.1.1 of the closing date for the receipt of nominations which shall not be less than fourteen (14) days nor more than thirty (30) days after he so posts the last of the nomination forms after which closing date nomination forms will not be accepted;

92.1.2 that a nomination will not be valid unless a written consent signed by the nominee is received by him prior to the closing date; and

92.1.3 of the address at which nomination forms and acceptances of nominations may be handed or posted to him. The returning officer shall inspect the nominations and satisfy himself as far as he reasonably can, that such nominations are regular and valid. If he finds any nomination to be defective he shall, before rejecting the nomination, notify the person concerned of the defect and, where it is practicable to do so, give him the opportunity of remedying the defect within a period of not less than seven (7) days after his being so notified.

92.2 If only the number of accepted nominations required to fill any Office or Offices is received, the returning officer shall declare the person or persons nominated as aforesaid elected unopposed.

92.3 If more than the number of accepted nomination forms required to fill any Office or Offices is received by such closing date, then the returning officer shall –

92.3.1 Permit any duly nominated candidate to appoint by writing under his signature any representative as his scrutineer to represent him at the election.

92.3.2 Within fourteen (14) days of the close of nominations forward by prepaid post to each voter at his address appearing in the said register one ballot paper which he shall have initialled for each such election together with a declaration envelope and a prepaid envelope, both in the form prescribed by the Workplace Relations

(Registration and Accountability of Organisations) Regulations  
2003 for the return of ballot papers as hereinafter provided.

92.3.3 With each such ballot paper forwarded to each voter a notification-

- (a) of the closing date for the receipt by him of returned ballot papers (which shall be within 14 days after the posting of the last of such ballot papers); and
- (b) that voting is to be conducted by striking out the name of each candidate for whom the voter does not desire to vote.

92.3.4 Hire or otherwise arrange for a post office box or other receptacle to which ballot papers may be forwarded to him and arrange as far as possible that such box or receptacle shall not be available to be opened by anyone but him.

92.3.5 After the closing date, collect the envelopes containing the ballot papers and check the same to ensure that no votes are cast except by those eligible to vote and that no-one casts more than one vote and, having so done, remove the sealed envelopes containing the ballot papers and open the same and mix the ballot papers so that identification becomes impossible.

92.3.6 Declare the candidate or candidates, as the case may be, receiving the majority of votes duly elected.

93 [Appointment of Returning Officer] At a meeting of the Board not later than June of each three (3) years, the Board shall appoint by resolution a returning officer for the conduct of elections of Office Bearers of the Company.

93.1 The returning officer need not necessarily be a Member of the Company, but shall not be:

93.1.1 An officer within the meaning of the Registered Organisations Act;

93.1.2 An employee of the Company; or

93.1.3 A candidate for election.

93.2 Except during the conduct of an election, the Board may by resolution revoke any such appointment and appoint in place thereof another returning officer.

93.3 A returning officer shall not, while holding any such position, be candidate at any such election within the Company and shall hold office until his or her successor is appointed.

94 [Duties and Powers of Returning Officer] In addition to the powers and duties of the returning officer, he shall take such action and give such directions as are reasonably necessary in order to ensure that no irregularities occur in or in connection with such an election or in order to remedy any procedural defects and no person shall refuse

or fail to comply with any such directions or obstruct or hinder a returning officer or any other person in the conduct of such an election or in the taking of any such action.

94.1 The decision of a returning officer shall be final and binding with regard to any matter regarding the validity or formality of any nomination or vote or any matter touching or concerning such an election and the conduct thereof.

94.2 If an informality should occur in the conduct of such an election and in the opinion of the returning officer such informality will affect the result of such an election, then such an election and each and every step taken in connection therewith shall be null and void and another election under this Constitution shall be held forthwith. Any person holding an office immediately prior to an election for such office which is null and void, shall remain in office until his successor is elected.

94.3 Where another election is to be held under Clause 94.2 above, any time fixed in this Constitution for the conduct of such an election whether by reference to a date or not, shall be as from the date upon which such election became necessary or such other date within fourteen days thereof as may be decided by the returning officer.

94.4 The returning officer must:

94.4.1 be responsible for the safe custody of the ballot papers;

94.4.2 initial every ballot paper prior to its distribution;

94.4.3 at the time fixed for the closing of the ballot, open the ballot box in the presence of scrutineers who may be present and count all the votes cast;

94.4.4 take all reasonable steps by notification or otherwise to enable each scrutineer to exercise his/her rights.

95 Appointment of Scrutineers Any candidate in an election of Office Bearers may, if they so desire, appoint by writing, any member of the Company to act as scrutineer on his behalf at the election. The candidates appointing a scrutineer must, before the commencement of the ballot, notify the returning officer, in writing of the name of such scrutineer.

96 Duties of Scrutineers A scrutineer:

96.1 is entitled to be present throughout the ballot and may query the inclusion or exclusion of any vote in the count by the returning officer;

96.2 must not remove marks, marks, alter or deface any ballot paper or other document used in connection with the election;

96.3 must not interfere with or attempt to influence any Member at the time such Member is casting their vote;

	<p>96.4 may direct the attention of the returning officer to any irregularity in the elections he/she may detect;</p> <p>96.5 shall do all things necessary to ensure that the secrecy of the ballot is observed.</p> <p>96.6 as far as reasonably practicable, be entitled to inspect all nomination forms and observe:</p> <p style="padding-left: 40px;">96.6.1 the form and distribution of ballot papers;</p> <p style="padding-left: 40px;">96.6.2 collection of ballot papers;</p> <p style="padding-left: 40px;">96.6.3 the checking of votes;</p> <p style="padding-left: 40px;">96.6.4 the admission and counting of votes;</p> <p style="padding-left: 40px;">96.6.5 the conduct of any determination of an election by lot; and</p> <p style="padding-left: 40px;">96.6.6 the declaration of the ballot.</p> <p>96.7 No election shall be invalidated by reason of the fact that:</p> <p style="padding-left: 40px;">96.7.1 a scrutineer having had a reasonable opportunity to do so, does not in fact exercise all or any of his/her rights; or</p> <p style="padding-left: 40px;">96.7.2 a candidate does not appoint a scrutineer.</p> <p>96.8 A Casual Vacancy arises if a vacancy occurs after the first 9 months of the term of Office and the Board shall by resolution appoint either an eligible person, or one of its number, as may be appropriate, to fill any casual vacancy on the Board or in an Office for the remainder of the term for that position. If a vacancy arises within the first 9 months of the term of office, the vacancy must be filled by formal election. The maximum period under which a vacancy may be filled without being formally elected (i.e. by a resolution appointing a person to the vacancy) is for three quarters of the term.”</p>
4.	<p><b>“Company policies and procedures</b></p> <p>The Company shall develop and implement policies and procedures relating to the expenditure of the Company.”</p>
5.	<p><b>“Financial Training</b></p> <p>Each Officer of the Company whose duties include duties (financial duties) that relate to the financial management of the organisation shall complete training that is:</p> <p style="padding-left: 40px;">(a) approved by the General Manager under the Registered Organisations Act; and</p> <p style="padding-left: 40px;">(b) that covers each of the Officer’s financial duties</p> <p>within 6 months after the Officer begins to hold the office.”</p>
6.	<p><b>“Special Disclosure Rule</b></p>

	<p>1 <u>[Payments by a Board or related party]</u> Each Officer of the Company shall disclose to the Company any remuneration paid to the Officer:</p> <p>(a) because the Officer is a member of a Board, if:</p> <p style="padding-left: 40px;">(i) the Officer is a member of the Board only because the officer is an Officer of the Company; or</p> <p style="padding-left: 40px;">(ii) the Officer was nominated for the position as a member of the Board by the Company; or</p> <p>(b) by any related party of the Company in connection with the performance of the Officers' duties as an Officer.</p> <p>2 The disclosure required by Clause 1 shall be made to the Company:</p> <p>(a) as soon as practicable after the remuneration is paid to the Officer; and</p> <p>(b) in writing.</p> <p>3 <u>[Officers' remuneration]</u> The Company shall disclose to the Members of the Company the identity of the Officers who are the five highest paid in terms of relevant remuneration for the financial year, and for each of those Officers:</p> <p>(a) The actual amount of the Officer's relevant remuneration for the financial year; and</p> <p>(b) Either the value of the Officer's relevant non-cash benefits, or the form of the Officer's relevant non-cash benefits, for the financial year.</p> <p>4 For the purposes of clause 3, the disclosure shall be made in relation to each financial year:</p> <p>(a) within six months after the end of the financial year; and</p> <p>(b) in writing.</p> <p>5 <u>[Material Personal Interests]</u> Each Officer of the Company shall disclose to the Company any material personal interest in a matter that:</p> <p>(a) the Officer has or acquires; or</p> <p>(b) a relative of the Officer has or acquires;</p> <p>that relates to the affairs of the Company.</p> <p>6 The disclosure required by clause 5 shall be made to the Company:</p> <p>(a) as soon as practicable after the interest is acquired; and</p> <p>(b) in writing.</p> <p>7 The Company shall disclose to the Members of the Company any interests disclosed to the Company under clause 5.</p> <p>8 For the purposes of clause 7, the disclosure shall be made in relation to each financial year:</p> <p>(a) within six months after the end of the financial year; and</p>
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	<p>(b) in writing.</p> <p>9 <u>[Payments by the Association]</u> The Company shall disclose to the members of the Company either:</p> <p>(a) each payment made by the Company, during the financial year:</p> <ul style="list-style-type: none"> <li>(i) to a related party of the Company; or</li> <li>(ii) to a declared person or body of the Company; or</li> </ul> <p>(b) the total of the payments made by the Company, during the financial year:</p> <ul style="list-style-type: none"> <li>(i) to each related party of the Company; or</li> <li>(ii) to each declared person or body of the Company.</li> </ul> <p>10 Clause 9 does not apply to a payment made to a related party if:</p> <p>(a) the payment consists of amounts deducted by the Company from remuneration payable to officers or employees of the Company; or</p> <p>(b) the related party is an Officer of the Company, and the payment:</p> <ul style="list-style-type: none"> <li>(i) consists of amounts deducted by the Company from remuneration payable to officers or employees of the Company; or</li> <li>(ii) is reimbursement for expenses reasonably incurred by the Officer in performing the officer's duties as an Officer.</li> </ul> <p>11 For the purposes of clause 9, the disclosures shall be made in relation to each financial year:</p> <p>(a) within six months after the end of the financial year; and</p> <p>(b) in writing.</p>
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Sharpe & Abel  
Suite 6, 8 Bromham Place  
Richmond VIC 3121  
Tel: 03 8420 0400  
[results@sharpeandabel.com](mailto:results@sharpeandabel.com)  
[www.sharpeandabel.com](http://www.sharpeandabel.com)

Maddocks  
Level 7  
140 William Street  
Melbourne VIC 3000  
Tel: 03 9288 0555  
Fax: 03 9288 0666  
[info@maddocks.com.au](mailto:info@maddocks.com.au)  
[www.maddocks.com.au](http://www.maddocks.com.au)