

[118N: Incorporates alterations of 8 August 2025 [R2025/120]
(replaces rulebook dated 15 May 2020) [R2019/121 and R2020/27]

Screen Producers Association of Australia

I CERTIFY under section 161 of the Fair Work (Registered Organisations) Act 2009 that the pages herein numbered 1 to 28 both inclusive contain a true and correct copy of the registered rules of the Screen Producers Association of Australia

DELEGATE OF THE GENERAL MANAGER
FAIR WORK COMMISSION

Rules of the Screen Producers Association of Australia
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Note: This table of contents has been generated by the Fair Work Commission as an aid to using the rulebook, however it does not form part of the registered rules of the organisation. No reliance should be placed on the table of contents in interpreting the rules.

CONSTITUTION OF SCREEN PRODUCERS

ASSOCIATION OF AUSTRALIA

1 - INTERPRETATION

- (a) In the interpretation of this Constitution the following expressions shall have the meanings specified below:

“Act”: the Fair Work (Registered Organisations) Act 2009 Cth;

“Annual General Meeting”: the meeting described in Rule 24;

"Association": Screen Producers Association of Australia;

"Constitution": this document as amended from time to time;

"Council": the governing board of the Association

“Council of Management”: the Council of Management of the Association as provided for in this Constitution;

"Councillor": an officer of the organisation that is a member of the Council;

"Chief Executive Officer": the chief administrative officer of the Association - refer Rule 29;

“Financial Member”: a Member who has no outstanding subscription, levy or other charge outstanding to the Association;

“General Meeting”: a meeting of the members of the Association, being either an Annual General Meeting or a Special Meeting;

"Industry": the industry described in Rule 3;

“Industrial Officers”: person appointed by Council pursuant to Rule 32;

"Member": any person admitted as a member of the Association in accordance with Rule 6;

“Officer” has the meaning given to it by section 9 of the Act

“Officer” has the meaning given to it by section 6 of the Act

"Register": the Register of Members referred to in Rule 8;

"Registered Office": from time to time the registered office of the Association;

"Registrar": the General Manager (or delegate) or other officer of the Fair Work Commission from time to time charged with administering the Act;

“Returning Officer”: the person, who may not be the holder or any other office in nor an employee of the Association nor of a Division or other branch or section of the Association, appointed from time to time by the Council to oversee the conduct and results of elections under this Constitution;

“Special Meeting”: a General Meeting convened under Rule 23 that is not the Annual General Meeting.

“Special Purpose Vehicle”: an entity associated with a Member or its shareholders or directors which is involved in the production of a program.

“Subject Councillors”: each elected Councillor who is not the President.

- (b) In this Constitution, the singular shall include the plural and vice versa; words importing one gender shall include every gender; "person" shall also mean unincorporated body, firm, partnership or any company or corporation duly registered under the law of any State or Territory within the Commonwealth of Australia and its Territories; references to statutes, regulations, proclamations, ordinances or by-laws shall be deemed to include all statutes, regulations, proclamations, ordinances or by-laws amending, consolidating or replacing them and a statute shall be deemed to include all regulations, proclamations, ordinances and by-laws made from time to time pursuant to that statute.

2 - THE ASSOCIATION

- (a) The name of the Association is "Screen Producers Association of Australia".
- (b) This Constitution, with such amendments as the Registrar may require as a condition of his consent to the adoption of the same by the Association shall be the constituent document of the Association.

3 - INDUSTRY

The Industry in respect of which the Association is formed is that in or in connection with the direction, production, editing, processing, developing or otherwise dealing with, motion picture films and/or video tapes and/or any other method of recording images and/or sound within the Commonwealth of Australia and its Territories.

4 - REGISTERED OFFICE

The Registered Office of the Association shall be at Suite 2, Level 1, 36 Fitzroy Street, Surry Hills, New South Wales, or at such other place as the Council may determine from time to time.

5 - OBJECTS

The objects and purposes of the Association are -

Unification of the Industry and Members

- (a) To promote, protect and further the interests of the Industry and of the Association's Members and to promote unity of action on the part of Members of the Industry;
- (b) To foster the growth and success of Members businesses and the Industry both in Australia and overseas and to represent the interest of Members and foster good relations on behalf of Members with other stakeholders in the Industry and with other industries;

5 - OBJECTS

- (c) To affiliate with, join or enter any alliance with any organisation or association (domestic or international) having objects similar to those of the Association or calculated to benefit generally the Members of the Association, both domestically and overseas and to cooperate with relevant organisations around the world;

Advocacy and Policy

- (d) To act as a facilitator of good relations between various actors within the Industry and to promote various opportunities for Members to interact with each other, fostering a culture of mutual benefit among all Members;
- (e) To create a positive image of the Industry with all stakeholders and to inform the public of the benefits of the Industry and the issues that it faces;
- (f) To act collectively in the pursuit of policy goals on behalf of Members and to further those goals with Federal, State and local governments as well as their agencies and concomitantly on behalf of Members, to promote, support, or oppose legislative or other measures affecting the businesses of any or all of the members;

Legal and Industrial

- (g) To act as an organisation of employers under the laws of Australia or any of its States or territories and to maintain and improve the relations of Members with their employees and the organisations or unions to which they belong;
- (h) To ensure that members receive information and advice on the interpretation of the provisions of Modern Awards and of the relevant laws of the Commonwealth, States and Territories of Australia relating to employment of persons employed by Members;
- (i) To initiate, defend or bring any claim or industrial dispute (collectively “Action”), including bringing an Action before the Fair Work Commission or any other tribunal or board, where such Action is in the interests of the Association and its Members and/or to act as arbitrators or mediators in the dealing and settlement of disputes in business and industrial matters;
- (j) To make agreements on behalf of Members with their employees and/or their representatives (e.g. organisations, associations or unions) relative to wages and conditions of employment and agreements with other Industry stakeholders relative to terms of trade with Members;

Information Sharing and Education

- (k) To provide mutual assistance and advice on industry and business matters including by way of obtaining information on topics of practical interest to Members and informing Members by way of meetings, correspondence, periodicals, updates, events and annual reports;
- (l) To promote and encourage education and training in the fields covered by the Industry including by way of the creation of scholarships and bursaries and by means of the maintenance of technical and statistical collections;

Other and General

- (m) To do all things authorised by the Act and any other applicable legislation;
- (n) To construct, maintain, buy, lease, hold, sell, mortgage, exchange or otherwise own possess, deal or alter buildings, works, plant and machinery necessary for the purpose of the association;
- (o) To provide such additional services to Members and to the public as may be compatible with these rules including, but not limited to, the registration of Enterprise Agreements on behalf of Members;
- (p) To raise funds by all lawful means for the furtherance of these objects and the Association, including by borrowing money either without security or secured by debenture, mortgage or other security charged on the undertaking or on all or any of the assets of the Association;
- (q) To invest moneys of the Association not immediately required in such a manner as the Association may determine;
- (r) To employ and remunerate employees and to engage and pay solicitors, counsel, agents and consultants for the carrying out of work associated with the objects;
- (s) To enter into agreements and to sign and execute and Deed, contract or document or other instrument of the like nature for the purposes of carrying out the purposes of the Association;
- (t) To initiate and carry into effect in any way considered necessary or advisable by the Council any laws or by-laws, measures or schemes conducive to the more efficient or convenient carrying on and protecting of the interests, rights and privileges of Members; and
- (u) To do all other lawful things that may appear to be incidental or conducive to the above objects or any of them.

The objects specified in each of the paragraphs above 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 such object shall be deemed subsidiary or auxiliary to any other object.

6 - MEMBERSHIP

- (a) The Association shall consist of an unlimited number of persons engaged in the Industry.
- (b) There shall be the following classifications of Membership:
 - (i) Producer Members which will consist of individuals or companies who are professionally engaged (for consideration) in the Industry (as defined).
 - (ii) Service and Facilities Members, limited to companies which directly provide services and facilities for screen production.

7 - ADMISSION OF MEMBERS

- (c) Each classification of Membership referred to in sub-rule (b) of this Rule shall be known as a Division and shall have such criteria as the Council determines.
- (d) No Member shall be personally liable for any action taken by any Office Bearer, Counsel, Division, or employee of the Association.
- (e) There shall be in addition to the classifications described in 6(b) a classification of Associates, These are persons who do not fall within the classifications of Membership at 6(b) above, and who do not pay membership fees, but who wish to have a relationship with the Association and be involved with its activities. The persons falling into this category will be determined by the Council. Associates may be required to pay subscription fees but these do not constitute a payment for full Membership of the Association, being merely a fee for service.
- (f) Associates do not form a Division.
- (g) Associates shall be entitled to receive notice of and to attend meetings of the Association but shall not be entitled to vote, including votes at meetings of members and postal ballots.
- (h) If a person applies to be an Associate of the Association but would otherwise fall within the definition of one of the Divisions at 6(b) above, the Association may require such applicant to apply for full membership of the Association and to pay the full Membership fees associated with such an application.
- (i) Associates who become eligible for membership of one of the Divisions at 6(b) above, shall advise the Chief Executive Officer as soon as possible, and in any event within fourteen (14) days. The eligible Associate shall be required to apply for Membership in accordance with the provisions set out in Rule 7(b). If the associate's Membership is approved in accordance with the provisions in Rule 7, the eligible Associate shall be granted Membership, shall be transferred to a Division, thus gaining voting rights within that Division, and shall be required to pay the membership fees and levies associated with the relevant Division.

7 - ADMISSION OF MEMBERS

- (a) Any person engaged in the Industry in one of the categories enumerated at sub-rule 6(b) shall be eligible for Membership.
- (b)
 - (i) Application for Membership shall be made in writing in the form prescribed by the Council and other than in the case of an application to be an Associate shall also designate the Division or Divisions of Membership for which the applicant is eligible. The application shall be lodged at the Registered Office.
 - (ii) The Council may direct the payment of an entrance fee by Members, may determine the amount thereof from time to time and in so determining may set a different fee for different types of Members or for Members in different Divisions.
 - (iii) The application shall be accompanied by a payment made payable in favour of the Association for the amount of the entrance fee plus the current annual fee.
 - (iv) An applicant for membership shall be informed in writing of the financial obligations arising from membership and the circumstances and the manner in which a member may resign from the Association.

- (v) An applicant for membership may be called upon to establish that it is engaged in the industry. As such, evidence will need to be shown to establish that the applicant is a producer with a history of production projects for which the applicant has been responsible.
- (c) Upon receipt of an application which is in proper form, the Chief Executive Officer shall make such enquiries regarding the applicant as the Council may from time to time direct to determine whether the applicant:
 - (i) is not a natural person who is of general bad character, if the applicant is a natural person;
 - (ii) has constituent documents which are consistent with the purposes for which the Association was formed if the applicant is a body corporate.

In making such inquiries the Chief Executive Officer may consult the Council and inform the Council of applications made.”

- (d) The Chief Executive Officer shall advise the applicant by notice in writing addressed to the applicant at the address given in the application the result of the application and (other than in the case of an application to be an Associate) the Division or Divisions of Membership to which the applicant has been assigned
- (e) If an application is rejected, the applicant may by notice in writing addressed to the Chief Executive Officer Director at the Registered Office within thirty (30) days of notice of such rejection, appeal to the next Annual General Meeting of Members The relevant meeting may by a vote of not less than three-quarters of the members of the Association or the Division, as the case may be, present and voting, accept the application for Membership and/or for assignment to a particular Division, which is the subject of the appeal. The applicant shall within seven (7) days of the relevant meeting be informed of the result of such appeal by notice in writing signed by the Chief Executive Officer.
- (f) Where an applicant is approved for Membership the name address and the Division or Divisions to which the applicant has been assigned shall be entered in the Register and he shall be furnished with a copy of the Constitution or sent a link to it.
- (g) All Members shall be deemed to have accepted and be bound by the provisions of the Constitution.
- (h) The Council may at any time by a vote of not less than three-quarters of the votes entitled to be cast at the meeting in question determine that any Member should be transferred from one Division to another or assigned to an additional Division.

8 - REGISTER OF MEMBERS

- (a) There shall be kept at the Registered Office under the control of the Executive Director a Register of Members. The Register shall be divided into Divisions and shall record the following details:
 - (i) Full name, postal address and occupation of the Member.
 - (ii) The date upon which the Member became a Member of the Association.
 - (iii) The date upon which the Member ceased to be a Member.

- (iv) The name address and qualification of any authorised representative(s) of the Member.
- (b) Every Member shall forthwith notify the Executive Director of any change in his postal address.

10 - RESIGNATION OF MEMBERS

- (a) A member of the Association may resign from membership by written notice (by post, facsimile or email) addressed and delivered to the Chief Executive officer of the Association.
- (b) A notice of resignation from membership of the Association 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 the 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 (including subscriptions and/or levies) payable but not paid by a former member of the Association, in relation to a period before the member's resignation from the Association 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, provided that such legal proceedings are commenced within 12 months after the date on which the debt became payable..
- (d) A notice delivered to the Chief Executive Officer of the Association in accordance with subclause (a) shall be taken to have been received by the Association when it was delivered.
- (e) A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with subclause (a).
- (f) A resignation from membership of the Association is valid even if it is not effected in accordance with this clause if the member is informed in writing by or on behalf of the Association that resignation has been accepted.

10 - TERMINATION OF MEMBERSHIP

- (a) The Membership of any Member shall cease upon the happening of any of the following events:-
 - (i) resignation of the Member;
 - (ii) the death or insolvency of the Member;

- (iii) if the member becomes incapable of managing its own affairs;
 - (iv) expulsion in accordance with Rule 11;
 - (v) if the Member being a company has a Liquidator Receiver or Official Manager appointed;
 - (vi) If the Member being an unincorporated body is dissolved;
 - (vii) if the Member ceases to be engaged in the Industry.
- (b) Immediately the Council becomes aware of any such event it shall direct the Chief Executive Officer to remove the Member's name from the Register, and termination of the member's Membership shall operate from the time of such removal.

11 - REMOVAL OR SUSPENSION OF MEMBERS

- (a) The Council may by resolution of not less than three-quarters of the votes entitled to be cast at the meeting in question, suspend a Member for any period not exceeding six (6) months or order the name of any Member to be removed from the Register:-
- (i) If the Member acts wilfully or negligently contrary to or in disregard to the Constitution or any decision or by-law made by the Council.
 - (ii) If the Member fails to pay any subscription call or levy or other charge properly made against the Member within three months from the date on which the debt is due, provided that the Member has received the following:
 - (A) an initial notice from the Association which identifies the debt and notifies the Member of their impending removal; and
 - (B) a final notice from the Association which notifies the Member of their impending removal
 - (iii) If the Member has been convicted of a felony.
 - (iv) If the Member acts contrary to the best interests of the Association by:
 - (A) refusing to abide by a resolution carried out by the Council or Membership which has relevant control or management over the Member;
 - (B) obstructing any properly constituted meeting of council or Membership;
 - (C) obstructing any officer or employee of the union in the course of his/her duties;
 - (D) misappropriation of the funds of the Association;
 - (E) engaging in gross misbehaviour; and
 - (F) engaging in gross neglect of duty.

- (b) Where the Council has ordered the suspension or the removal of the name of a Member from the Register, it shall without undue delay notify the Member in writing of the suspension or removal of the member's name from the Register. The member may within thirty (30) days of the date of such notification give to the Chief Executive Officer notice in writing that he proposes to appeal from the order to a General Meeting of the Members of the Association and the Chief Executive Officer shall cause such a meeting to be convened within twenty-one (21) days of his receipt of the notice. The Member shall be given seven (7) days written notice of the date of the meeting. The General Meeting shall give the Member (or a representative) an opportunity to speak and show cause why the Member should not be suspended or should not be removed from the Register as the case may be and may uphold or reject the appeal, by a simple majority of the Members present, entitled to vote and who do in fact vote at the meeting. The decision of the meeting on such an appeal shall be final and binding.
- (c) If the Council makes an order for the removal of the name of a Member as provided above and the Member does not appeal or such appeal is not upheld by the Members in General Meeting, the name of the Member shall be removed from the Register and that Member shall cease to be a Member or to have any interest in or any claim upon the property of the Association but shall remain indebted to the Association for any sums due to the Association at the date of removal from Membership. The Council may publish the fact of such expulsion to all Members.
- (d) If the Council suspends a Member and the Member does not appeal or such appeal is not upheld by the General Meeting provided above, the Member shall not be entitled to attend any meetings of the Association or to use its facilities or to enjoy any benefits under this Constitution during the period of suspension.

12 - MEMBERS NOT PARTNERS

The Members of this Association are not partners.

13 - REPRESENTATION OF MEMBERS

- (a) Any Member may be represented at any meeting of the Association by some person nominated by the Member and for that purpose the Member may from time to time deliver to the Chief Executive Officer a list of the persons at any time whom the Member desires to appoint as a representative and any one (but not more) of the persons named or designated in that list may attend such meetings and act for the Member as fully as the Member if present could have done.
- (b) No person shall be appointed as a representative of a Member if, had that person been a Member themselves, their membership would have been liable to be terminated, or has been terminated, by virtue of Rule 10(a). The Member may from time to time remove all or any of the persons so named or designated and may substitute a similar list nominating others in their stead. Only one of the persons for the time being appointed to represent a Member shall be eligible for election as a Councillor.

14 - COUNCIL OF MANAGEMENT

- (a) (i) Council shall be comprised of:
 - (A) Six (6) elected representatives of the Producer Division;
 - (B) One (1) elected representative from the Services and Facilities Division; and
 - (C) Such additional unelected non-voting advisory councillors appointed in an advisory capacity by the elected members of the Council.
- (ii) The Council shall appoint from its number a President and a Vice President in accordance with the election procedure at Rule 17 below.
- (iii) A retiring Councillor shall be eligible for re-election to succeeding Councils.
- (iv) Should the representative of a Member under Rule 14 be appointed to the Council, no other representative of that Member shall be appointed to the Council.
- (b) (i) Subject to paragraphs (ii) and (iii) hereof, the Council may fill any casual vacancy which occurs in the Council by the appointment of a financial Member of the same Division as that in which the vacancy occurs, provided that this rule does not permit the filling of a casual vacancy, occurring within the term of office to be filled, otherwise than by ordinary election, for so much of the unexpired part of the term as exceeds:
 - A 2 months; or
 - B Three quarters of the term of the officeWhichever is the greater.
- (ii) If a casual vacancy occurs in the office of the President, the same shall not be filled until the next election under Rule 17 takes place. The duties of the President shall in the meantime be performed in accordance with Rule 28(b).
- (iii) If a casual vacancy occurs in the office of the Vice President the same may be filled by the appointment by the Council of a financial member.
- (c) (i) If, in accordance with Rule 6, a new Division is created, the Council will determine how many councillors are to be elected in order to represent that Division.
- (ii) The number of councillors chosen for the new division will be approximately proportionate to the number of members of the division as a percentage of the total number of members in the Association.
- (iii) The Council will determine what amendments will need to be made to Rule 15 and Rule 16 to accommodate the creation of this new Division and such alterations will be dealt with in accordance with Rule 35.

- (iv) In circumstances where this sub-rule is used, the new Councillor for the new Division will be elected at the next election to the Council after the relevant rule change in accordance with Rule 15.

15 - ELECTION OF COUNCILLORS OTHER THAN THE PRESIDENT AND THE VICE-PRESIDENT

- (a) The Council shall appoint a Returning Officer, who may not be the holder of any other office in nor an employee of, the Association nor of a Division or other branch or section of the Association nor a candidate at the election.
- (b) Notice that an election will be held, and of the closing dates for the lodging of nominations and for voting, and calling for nominations in respect of each Division (hereinafter called "class") shall be given to Members at least twenty-eight (28) days before the closing date for voting, in such manner as the Council shall from time to time prescribe. The closing date for voting will be a date not less than 7 days before the date fixed for the next Annual General Meeting.
- (c) Each nomination may be made and seconded only by members of the class for which the candidate is standing. No nomination shall enable a person to be a candidate for election unless:-
 - (i) The nomination is signed by the person nominating the candidate and by the person seconding the nomination (neither of whom shall be the candidate himself), and also bears the candidate's signature to a statement that they accept the nomination.
 - (ii) The nomination is lodged with the returning officer on or before the date specified as the closing date for the lodging of nominations.
- (d) If no nomination in excess of the number of offices to be filled in any class is lodged by the closing date for the lodging of nominations, the candidate or candidates nominated shall be deemed to be duly elected.
- (e) If the number of nominations lodged by the closing date for lodging of nominations exceeds the number of offices to be filled in respect of any class, a secret ballot of all members of that class shall be taken. The roll of voters for the ballot shall close seven days before the day on which nominations open.
- (f) Where a secret ballot is to be taken, the returning officer shall forward by prepaid post a ballot paper, which the returning officer shall sign before forwarding, to each member of the class in question who is entitled to vote. If there is more than one such class a separate ballot paper shall be compiled for each class. With each ballot paper there shall be provided a declaration envelope and a pre-paid reply envelope any form compliant with any prescriptions under relevant legislation or regulations (if any).
- (g) A ballot paper shall state and contain:-
 - (i) the Division for which the election is being conducted;
 - (ii) the number of offices to be filled;
 - (iii) the name of each candidate;
 - (iv) a square opposite each candidate's name;

- (v) instructions that the voter is to place a cross in the square opposite the name of each candidate he desires to be elected, the number of crosses to equal the number of offices to be filled.
- (h) The ballot paper shall be returned in the sealed declaration envelope, which after signing the removable flap or label, shall be placed in the outer envelope and forwarded to the returning officer on or before the closing date for voting.
- (i) The non-receipt of a ballot paper by a Member entitled to vote, or the non-return of a ballot paper, or the return of a ballot paper improperly filled in or not enclosed in a sealed envelope, shall not invalidate the ballot.
- (j) Any Member who is entitled to vote at any election under these rules and who will be absent from their usual address during the period in which the ballot is to be conducted, may apply to the returning officer for ballot material to be sent to another address that the member so nominates. Notification to the returning officer shall be in a form acceptable to the returning officer and shall set out the member's name and usual address and the address to which the member elects to have ballot material sent. Where a returning officer receives a request for an absent vote made in the form described in this rule, the returning officer shall comply with that request.
- (k) The candidate or candidates who receive or receives the greatest number of votes shall be declared elected. The number of votes which a candidate has received shall be ascertained by counting the number of crosses placed opposite that candidate's name on the ballot paper.
- (l) If any two or more candidates receive an equal number of votes, and one or more of them has to be excluded, the returning officer shall decide by drawing lots which of them shall be excluded.
- m) The returning officer shall arrange for the votes to be counted. The results of the ballot shall be announced at the next Annual General Meeting and may also be declared in such other manner as Council may from time to time prescribe.
- (n) Every person concerned in the ballot shall ensure as far as practicable that no irregularity occurs in the ballot.
- (o) The returning officer shall notify scrutineers of full details of the programme of the ballot.
- (p) No person shall be entitled to nominate or second a candidate for any position or stand for any position or, subject to subrule (e), vote at any election if any subscription call levy or other charge is due by him to the Association and has not been paid.
- (q) Where a member whose name is on the roll of voters claims that the ballot material has not been received or has been lost, destroyed or spoilt, the member may make an application to the returning officer for the issue of replacement ballot material. The application shall:
 - (i) be in writing;
 - (ii) set out the applicant's full name and postal address;
 - (iii) set out the grounds on which the application is made;
 - (iv) contain a declaration that the applicant has not voted in the ballot;

- (v) be accompanied, if practicable, by any evidence that is available of the loss, destruction or spoiling of the ballot material. If the returning officer is satisfied that the information contained in the application is true and correct, the returning officer shall issue replacement ballot material to the applicant.

16 – ALTERNATE YEAR ELECTION OF HALF THE COUNCIL VOTING MEMBERS

- (a) Commencing in the first quarter of year 2020, for the purpose of electing the Councillors on and from the 2020 Annual General Meeting, the Councillors referred to in Rule 14 shall be divided into two groups one consisting of three Councillors (Group A) and the other of four Councillors (Group B).
- (b) The first election for Council Members in [year] shall call for nominations as follows:
 - (i) Three Council Member Group A positions for a one year term; and
 - (ii) Four Council Member Group B positions for a two year term.
- (c) The membership of Group A and Group B in the first year of alternate year voting shall be determined as follows:
 - (i) The three councillors in the Producer division with the highest number of votes will be members of Group B in the first election of alternate year voting with the three councillors in the Producer division with the lowest number of votes being in Group A in the first election of alternate year voting;
 - (ii) If the number of nominations in the first year of alternate voting is equal to the number of positions for producer division councillors, the membership of Group A and Group B within the producer division will be determined with the drawing of lots whereby 6 pieces of paper (3 having A written on them and 3 having B written on them) will be drawn out of a hat by the relevant nominated producer division members;
 - (iii) The Services and Facilities Division councillor will always be a member of Group B.
- (4) Subsequent elections shall call for nominations for two year terms of office in alternating years as follows:
 - (a) 2021 – three Council Member Group A (eligibility for candidature from 2020 Councillors elect);
 - (b) 2022 – four Council Member Group B (eligibility for candidature from 2020 Councillors elect);
 - (c) 2023 – three Council Member Group A (eligibility for candidature from 2021 Councillors elect);
 - (d) 2024 – four Council Member Group B (eligibility for candidature from 2022 Councillors elect);

- (e) 2025 – three Council Member Group A (eligibility for candidature from 2023 Councillors elect);
- (f) 2026 – four Council member Group B (eligibility for candidature from 2024 Councillors elect);

and shall continue in the same alternate pattern each year thereafter.

- (5) The purpose of this rule [this clause number] is to ensure that the two Councillor Member Groups A and B (each comprising 3 members and 4 members respectively which in aggregate are the seven voting members of the Council) represent through their candidature the respective Councillor member representatives as elected each alternate year. Accordingly, this rule is to be construed to reflect its purpose.

17 - ELECTION OF PRESIDENT AND VICE-PRESIDENT

- (a) At the first meeting of the Council after each election, all councillors will convene, in-person, to conduct (in concert with the Returning Officer appointed pursuant to (b) below) a collegiate election for the offices of President and Vice President of the Association from within their number. Where an in-person meeting is impracticable, the collegiate election may instead be conducted by postal ballot administered by the Australian Electoral Commission in accordance with the Act and its standard procedures.
- (b) A Returning Officer will be appointed by the Council for the purposes of conducting the collegiate election at the first Council meeting following the election of the Council. The Returning Officer may not be the holder of any other office in nor an employee of, the Association nor of a Division or other branch or section of the Association nor a candidate at the election.
- (c) Each nomination may be made and seconded only by Members of the Council, during the first meeting after the election of Councillors. Nominations can be received by the Returning Officer in writing or orally during the meeting.
- (d) If more than one nomination for either office is made, a secret ballot of all Councillors shall be taken to fill that office.
- (e) Where a secret ballot is to take place, the returning officer will give to each councillor a blank ballot paper for each Councillor to fill out, which will be signed by the returning officer prior to being given to each Councillor.
- (f) A ballot paper shall state and contain:
 - (i) the office to which the ballot paper pertains (either President or Vice President);
 - (ii) a blank line;
 - (iii) instructions that the voter is to write the first name and last name of the candidate that the voter desires be elected to the relevant office.
- (g) The non-receipt of a ballot paper by a member entitled to vote, or the non-return of a ballot paper, or the return of a ballot paper improperly filled in or not enclosed in a sealed envelope, shall not invalidate the ballot.
- (h) The candidate who receives the greatest number of votes for the office in question shall be declared elected. The number of votes which a candidate has received shall be ascertained by counting the number ballot papers bearing that candidates name.

18- SCRUTINEERS

- (i) If any two or more candidates for either office receive an equal number of votes, the returning officer shall decide by drawing lots which one of them shall be elected.
- (j) The returning officer shall arrange for the votes to be counted. The results of the ballot shall be announced following the ballot.
- (k) Every person concerned in the ballot shall ensure as far as practicable that no irregularity occurs in the ballot.
- (l) The returning officer shall notify scrutineers of full details of the programme of the ballot.
- (m) No person shall be entitled to nominate or second a candidate for either office or stand for either office or, subject to subrule (d), vote at any election for either office if any subscription call levy or other charge is due by him or her to the Association and has not been paid.
- (n) If, for any reason, a Councillor is not present at the meeting at which the President and Vice President of the Association are to be elected, such Councillor may fill in a proxy form and provide it to the Returning Officer. The proxy form will nominate another elected Councillor of the Council who will be present at the meeting and authorise that Councillor to vote on the absent Councillor's behalf.

18- SCRUTINEERS

- (a) Each candidate at any election and each person for whose removal from office a secret ballot has been required under the provisions of Rule 18 shall have the right, if they so desire, to appoint a scrutineer to represent them at the ballot by giving notice of such appointment by letter or telegram received by the Returning Officer no later than 1 week from the closing date for lodgement of nominations or notice of secret ballot under Rule 17(e).
- (b) The rights of scrutineers shall be:-
 - (i) To object to the forwarding of any ballot paper so long as such objection is made at the time the Returning Officer is about to forward the paper.
 - (ii) To be present with the Returning Officer when the ballot papers are being posted.
 - (iii) To be present with the Returning Officer when the ballot papers are opened and the votes are counted.
 - (iv) To examine any ballot paper or any envelope in which a ballot paper was returned to the Returning Officer after it has been opened.
 - (v) To object to the inclusion of any vote in the count, any such objection to be made to the Returning Officer at the time the ballot paper is opened.
- (c) A scrutineer shall not:
 - (i) interrupt the scrutiny without lawful reason;
 - (ii) disclose any knowledge acquired by him/her concerning the votes of any particular voter or voters

- (iii) fail to carry out any lawful request by the Returning Officer;
 - (iv) touch any ballot material;
 - (v) act in a manner which will interfere with the proper conduct of the election.
- (d) The decisions of the Returning Officer shall, subject to the Act, be final.
- (e) Notwithstanding anything contained in sub-rule (b) of this Rule, scrutineers:-
- (i) Shall conform with the times fixed and directions given by the Returning Officer for doing any act connected with the ballot.
 - (ii) Shall not be entitled to remove, mark, alter or deface any ballot paper or other documents used in the ballot.
 - (iii) Shall not interfere with or attempt to influence any voter when such voter is casting his vote.
- (f) Failure of a scrutineer to attend any scheduled event will not delay any step in the election.

19 - REMOVAL OF COUNCILLOR

- (a) If any Councillor, including the President and/or the Vice President, is found guilty (pursuant to a resolution of Members as hereafter mentioned) of misappropriation of funds of the Association or a substantial breach of the Constitution or gross misbehaviour or gross neglect of duty or has ceased in accordance with the Constitution to be eligible to hold office, the Councillor may be removed from office by a resolution for removal passed by a majority of not less than three-quarters of those Financial Members who in fact vote on such resolution.
- (b) Voting for the removal of any such person from office shall be by secret ballot.
- (c) A secret ballot for removal shall be held whenever the Chief Executive Officer of the Association receives a requisition in writing, stating the reasons for such secret ballot and signed by not less than one-third of the financial Members or their representatives, requiring that a secret ballot be taken for the removal from office of the Councillor or Councillors named in the requisition.
- (d) Upon receipt of such a requisition, the Chief Executive Officer shall notify each Councillor that a secret ballot for removal has been required, and the Council shall appoint a Returning Officer.
- (e) Notice that a secret ballot for removal will be held shall be given to Members at least 14 days before the closing date for voting, in such manner as the Council shall from time to time prescribe. The closing date for voting shall be not more than 42 days after the day upon which the Chief Executive Office received the requisition for the secret ballot for removal.
- (f) The notice shall set out:-
- (i) The name or names of the person or persons for whose removal the secret ballot for removal has been required.
 - (ii) The date upon which the Chief Executive Officer received the requisition.
 - (iii) The reasons for the secret ballot.

20 - POWERS OF COUNCIL OF MANAGEMENT

- (g) The Returning Officer shall forward a ballot paper, which the Returning Officer shall sign before forwarding, to each Financial Member entitled to vote.
- (h) Such a ballot paper shall contain:-
 - (i) The name or names of the person or persons for whose removal the secret ballot for removal has been required.
 - (ii) A square opposite each such name.
 - (iii) Instructions that the voter is to insert the word "Yes" in the square opposite the name of each person whom they desire to be removed from office, and the word "No" in the square opposite the name of each person whom they desire to remain in office.
 - (iv) The name and address of the Returning Officer to whom the ballot paper must be returned, the closing date for voting, and instructions that the ballot paper shall be returned to the Returning Officer in a sealed envelope.
- (i) The provisions of sub-rules (h), (i), (m) and (n) of Rule 15 and the provisions of Rule 18 shall with the necessary changes apply to a secret ballot for removal.
- (j) A Councillor subject to the secret ballot for removal shall if that Councillor desires be entitled to have forwarded with the ballot paper a copy of any statement which that Councillor wishes to make in connection with the resolution for that Councillor's removal provided that the cost of preparing such statement shall be borne by the Councillor concerned and that no statement shall be forwarded if in the opinion of the Association's legal advisers the same is defamatory or unlawful.

20 - POWERS OF COUNCIL OF MANAGEMENT

- (a) Subject to decisions of members assembled in a General meeting, the management of the business and control of the Association shall be vested in the Council. The Council may delegate to the governing body of a Division any of its powers that relate to that Division and shall have the power to revoke any such delegation.
- (b) Without limiting the generality of sub-rule (a) or the powers conferred expressly or by implication elsewhere in this Constitution, the Council shall have the following rights and powers:-
 - (i) To have the exclusive conduct and management of the affairs of the Association between General Meetings of the Association.
 - (ii) To pay all costs, charges and expenses of the Association incurred or sustained in or about or incidental to the promotion formation and establishment and registration of the Association.
 - (iii) To settle the form of application for membership of the Association, deal with any applications for Membership and deal with the suspension or removal of Members in accordance with this Constitution.
 - (iv) To purchase lease or otherwise acquire for the Association any property rights or privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as the Council thinks fit.

- (v) To sell let exchange or otherwise dispose of absolutely or conditionally all or any part of the property assets and undertaking of the Association upon such terms and conditions and for such consideration as it thinks fit.
- (vi) 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 of or undertaking by the Association in such manner and upon such terms and conditions as it thinks fit in particular by the issue of bills or notes by mortgage or charge of or on any of the property or assets of the Association both present and future.
- (vii) To draw accept make endorse transfer discount guarantee and negotiate such bills of exchange and promissory notes and give such indemnities and guarantees and enter into such other obligations as may seem to it expedient for the purposes of the Association.
- (viii) To invest and deal with any moneys of the Association not immediately required for the purpose of the Association in such manner as it may think fit and from time to time to vary or release such investments.
- (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 bring or defend any industrial disputes claims or matters before the Fair Work Commission, the Federal Court or any tribunal whatsoever appointed under the Act or under any other statute or regulation of the Commonwealth or any State or Territory of the Commonwealth.
- (xi) To give assistance to any Member charged with a breach of any law regulation or award involving a question of principle or of an established custom affecting Members.
- (xii) To enter into industrial agreements with any trade or industrial union or association or organisation of employers or employees.
- (xiii) To refer any matter it thinks fit to a General Meeting of the Members and to take such steps as may be necessary to carry out any resolution which may be passed at any General Meeting of Members.
- (xiv) To appoint under contract or otherwise such employees as it may consider necessary for permanent, temporary or special services for such terms, at such remuneration and upon such conditions as it may think fit, and any such employee so appointed by the Council may be removed by it.
- (xv) To make such by-laws, not inconsistent with this Constitution or the Act, as in the opinion of the Council are necessary and desirable for the proper control, administration and management of the Association's activities, finances, affairs, interests, effects or property, and for the convenience, comfort and well-being of the Members and to mend or rescind from time to time such by-laws. Notice of the making of any such by-laws shall be given by the Council to all Members by prepaid post, email or a distribution of such by-laws online.
- (xvi) To do all such other things as are incidental or conducive to the carrying out of the objects of the Association or this Constitution.

- (c) Councillors may, at the discretion of the Council, be paid all travel, hotel and other expenses properly incurred by them in connection with the business of the Association.

21 - DISCLOSURE

- (a) (i) Each Officer of the Association shall disclose to the Association any material personal interest in a matter that:
- (A) the Officer has or acquires; or
 - (B) a relative of the Officer has or acquires;
- that relates to the affairs of the Association.
- (ii) The disclosure required by sub-rule(i) shall be made to the Association:
- (A) as soon as practicable after the interest is acquired; and
 - (B) in writing.
- (iii) The Association shall disclose to the members of the association and its branches any interests disclosed to the Association pursuant to sub-rule (i)
- (iv) For the purposes of sub-rule (iii) the disclosures shall be made:
- (A) in relation to each financial year;
 - (B) within six months after the end of the financial year; and
 - (C) in writing.
- (b) (i) Each Officer of the Association shall disclose to the membership any remuneration paid to the Councillor
- (A) because the Officer was nominated for the position as a member of the Officer by the Association or a peak council; or
 - (B) by any related party of the Association in connection with the performance of the Officers' duties as an Officer
- (ii) The disclosure required by sub-rule (i) shall be made to the Association;
- (A) as soon as practicable after the remuneration is paid to the Officer; and
 - (B) in writing.

- (iii) An organisation shall disclose to the members of the Association and its branches:
 - (A) the identity of the Officers who are the five highest paid in terms of relevant remuneration for the financial year, and
 - (B) for those Officers:
 - i. the actual amount of the Officers' relevant remuneration for the financial year; and
 - ii. either the value of the Officers' relevant non-cash benefits, or the form of the Officers' relevant non-cash benefits, for the financial year
- (iv) For the purposes of sub-rule (iii) the disclosure shall be made:
 - (A) in relation to each financial year;
 - (B) within six months after the end of the financial year; and
 - (C) in writing.
- (c) (i) The Association shall disclose to the members of the organisation and its branches either:
 - (A) each payment made by the Association, during the financial year:
 - i. to a related party of the Association or of a branch of the organisation; or
 - ii. to a declared person or body of the Association or a branch of the organisation; or
 - (B) the total of the payments made by the Association, during the financial year:
 - i. to each related party of the Association or
 - ii. to each declared person or body of the Association.
- (ii) Sub-rule (i) 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 officers or employees of the organisation.
- (iii) For the purposes of sub-rule (i), the disclosures shall be made:
 - (A) in relation to each financial year;
 - (B) within six months after the end of the financial year; and
 - (C) in writing.

22 - MEETINGS OF THE COUNCIL OF MANAGEMENT

- (a) The Council may convene, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) The Chief Executive Officer on the instructions of the President or at the request of any two (2) Councillors shall summon a meeting of the Council. At least twenty-four (24) hours' notice of a Council meeting shall be given to each Councillor, but the President or in the President's absence, the Vice-President may in an emergency at their discretion cause a meeting to be convened on such shorter notice as they may think fit.
- (c) Questions arising at any meeting of Council shall be decided by a majority of votes cast. All votes cast by individual councillors will have the same value. The only Councillors entitled to vote shall be those elected by a Division, with no voting rights being given to appointed Councillors. The President will have a casting vote.
- (d) Subject to the provisions of the Act, all acts done by any meeting of the Council shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Councillor or that any Councillor was ineligible to act, be as valid as if every such Councillor had been duly appointed and was eligible to act.

23 - SPECIAL MEETINGS OF MEMBERS

- (a) The President or Council may, whenever the President or Council thinks fit, and the President shall, upon requisition made in writing by not less than 10 Financial Members, convene a Special Meeting of Members. Every requisition made by Financial Members shall state the object of the meeting required to be called, and shall be left at the Registered Office. Upon receipt of such a requisition the President shall forthwith proceed to convene a Special Meeting. If the President does not do so within 21 days from the date of receipt of the requisition, the requisitionists or any other Financial Members amounting to the required number may themselves convene a Special Meeting.
- (b) At least 7 days' notice specifying the place, the day, and the hour of meeting, and the general nature of the business as set out in the requisition shall be given to all Members, but the non-receipt of such a notice by any Member shall not invalidate the proceedings at any Special Meeting. A Special Meeting may be convened to take place immediately following any Annual General Meeting.

24 - ANNUAL GENERAL MEETING OF MEMBERS

- (a) The Annual General Meeting of the Association shall be held each calendar year on a date selected by the Council and being a date not more than 6 months after the close of the financial year of the Association and not more than 12 months from the last Annual General Meeting. A minimum of 14 days' notice of the Meeting shall be given to all Members.
- (b) At each Annual General Meeting, a report of the affairs of the Association during the preceding year shall be submitted by the President, together with financial statements, duly audited. Other business to be conducted at the Meeting shall be the election of the auditor of the Association, the declaration of the results of the Council elections, if finalised, and any special business of which the requisite notice has been given.

25 - QUORUMS, VOTING AND PROCEEDINGS AT MEETINGS

(a) Quorums for meetings shall be as follows:-

- (i) Council Meetings - four (4)
- (ii) Annual General Meeting - five (5)
- (iii) Special General Meetings - ten (10)

Members or Councillors, as the case may be, may participate in meetings by attending in person, via telephone or any other method by which participants are able to communicate with each other without being physically present, or by being represented by a proxy or authorised representative. Participation by any of these means counts towards the meeting's quorum,

- (b) No business shall be transacted at any Council or Special Meeting unless a quorum of Councillors or Members as the case may be is present at the time when the meeting proceeds to business. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon a requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present it shall be dissolved.
- (c) Save as otherwise expressly required by this Constitution, a resolution put to the vote of any meeting of Members shall be decided by a majority of votes of those present and voting on a show of hands, and such a decision shall be binding on all Members. Each Member shall have one (1) vote. In the case of an equality of votes, the Chairperson shall have a second or casting vote. No objection shall be raised to the qualification of any voter except at the meeting at which the vote objected to is given. Any such objection shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
- (d) Voting by proxy is permitted at any meeting PROVIDED THAT in the case of a Council Meeting the proxy must be given in favour of a Council member. Every instrument of proxy shall be in writing, signed by the appointor and forwarded to the Chief Executive Officer forty-eight (48) hours before such meeting.
- (e) No Member may vote at a Special or Annual General Meeting of the Association if any subscription call levy or other charge is due by him or her to the Association and has not been paid.

26 - APPOINTMENT OF EXECUTIVE DIRECTOR

The Chief Executive Director shall be appointed by the Council. The terms of any such appointment shall be fixed by the Council. These terms shall include the right of either party to terminate the appointment by giving the other party not more than 6 months' notice and a power to suspend the appointment under Rule 27(b).

27 - DIVISIONS

- (a) The Membership of the Association shall be divided into the Divisions referred to in Rule 6(b).
- (b) The Council may promulgate by-laws governing the operations and conduct of the Divisions and may from time to time amend the same.

28 - PRESIDENT AND VICE-PRESIDENT

- (a) The President shall preside at all meetings of the Association including those of the Council. The President shall have all the authority usually vested in the chairman of any meeting. The President shall keep order and direct the manner of debate upon all questions introduced. Where voting is equal, the President shall have a casting vote. The President shall have power to cause any meeting of the Association or of the Council to be convened and shall have power to cancel a meeting which has been convened but has not commenced and appoint other dates for future meetings. The President shall have power to delegate his authority, to instruct the Chief Executive Officer and to suspend the Chief Executive Officer as provided by Rule 27. The President shall also have power to appoint an acting Chief Executive Officer in accordance with Rule 27(f).
- (b) If the President is unavailable, the Vice-President shall act as and have the powers of, the President. If both are unavailable then the longest serving current Councillor shall act as and have the powers of, the President.
- (c) The Vice President shall be the Accounting Officer of the Association. The Vice President shall certify all accounts due by the Association, shall see that the Chief Executive Officer causes all monies belonging to the Association to be paid to the credit of the Association without due delay in the bank authorised by the Council. The Vice President shall certify the Association's balance sheets and financial statements and other such financial returns as may be required by law, including such statements that have been prepared by the Chief Executive Officer.

29 - EXECUTIVE DIRECTOR

- (a) The Chief Executive Officer shall be responsible to the Council but shall act entirely under the direction of the President, or the Councillor acting as President.
- (b) The President shall have power to suspend the Chief Executive Officer from duty for misappropriation of funds, a substantial breach of the Constitution, gross misbehaviour or neglect of duty and in such case shall convene immediately a meeting of the Council to consider the suspension. The Council shall have power to dismiss the Chief Executive Officer if the Chief Executive Officer is found guilty of the charge or charges. The Chief Executive Officer shall if Chief Executive Officer desires be given the right to address the Council meeting prior to voting as to why they should not be removed from office.

- (c) The Chief Executive Officer shall be the Association's chief administrative officer. He shall be the public officer of the Association. Chief Executive Officer shall convene all meetings of the Association and of the Council. Chief Executive Officer shall keep or cause to be kept a faithful record of the business transacted at all meetings of the Association and the Council. Under the direction of the President, the Chief Executive Officer shall keep and maintain the Register, collect all subscriptions, fees, levies, dues or other liabilities payable to the Association by Members, Special Purpose Vehicles associated with any Members, or otherwise, and keep and maintain books of account as may be required by law. Chief Executive Officer shall conduct correspondence on behalf of the Association and, except as directed by the President, the same shall be conducted in their name. Chief Executive Officer shall prepare and furnish or cause to be prepared and furnished all notices and returns required to be given by or on behalf of the Association under any law.
- (d) Chief Executive Officer shall, subject to the direction of the Council, have full charge and management of the Association's staff and authority to engage staff and to delegate his powers and duties to such staff, with the exception of executive powers.
- (e) Chief Executive Officer shall carry out such other duties as may be required by this Constitution or directed by the Council from time to time.
- (f) If the office of the Chief Executive Officer becomes vacant for any cause, the President shall have power to appoint a person to act as Chief Executive Officer and a person so appointed shall be known as the Acting Chief Executive Officer. The Acting Chief Executive Officer shall have the duties and authority of the Executive Director. The appointment of an Acting Chief Executive Officer may be terminated at the will of the Council. Where an Acting Chief Executive Officer is appointed, the Council shall be informed of the fact at its next regular meeting, and shall then confirm or reject the acting appointment.

30 - FINANCE

- (a) The Association must develop and implement policies relating to the expenditure of the organisation. The funds of the Association shall only be spent in accordance with the expenditure policies of the Association.
- (b) The Council acting as a single entity may raise funds on behalf of the Association by means of subscriptions, calls, levies or other charges as considered necessary by the Council. All funds shall be raised and expended only for matters that fall within the powers of the Council. Council does not have the power or right to distribute income to Members. Funds shall only be expended in accordance with the direction of the Council.
- (c) Financial statements in respect of the Association for each year ending 30th June shall be prepared by the Council, audited by an auditor appointed by the Council, signed by the Council within 6 months of the end of that year, and when so signed shall be uploaded to the Association's website. Members will be sent by mail or by email a notification when the financial statements are so available and will be given a link to the page where the financial statements are uploaded so that Members have access free-of-charge on an annual basis.
- (d) The auditor so appointed shall hold office from the close of business at each Annual General Meeting until the close of business at the next Annual General Meeting. The retiring auditor shall be eligible for reappointment.

- (e) In the event of a vacancy occurring for any reason in the position of auditor, then the vacancy shall be filled at the next meeting of the Council after the date the vacancy occurred and the auditor so appointed shall hold office from that time until the close of business at the next Annual General Meeting.
- (f) The fees of the auditor shall be approved by the Council.
- (g) The books of summary account of the Association shall be kept at the Registered Office and shall be open for inspection by any Councillor.
- (h) Any officer whose duties related to the financial management of the Association or any branch are required to undertake approved training, in accordance with Fair Work Commission guidelines within:
 - 6 months of taking office; or
 - if the person already held office before 29 June 2013, then within 6 months of that date.

31 - INDUSTRIAL QUESTIONS, MATTERS AND DISPUTES

- (a) Without affecting the generality of its powers under this Constitution or the Act or under any statute or by-law or from any other source whatsoever, the Council at its complete discretion shall have power in the name of and on behalf of the Association and provided that the Association has not in General Meeting decided or resolved to the contrary:-
 - (i) to make demands concerning industrial questions or serve claims on any organisation, trade union or other body, employee, official or person whatsoever;
 - (ii) to carry on negotiations and effect compromises or settlements and enter into industrial agreements with any such organisation, trade union, body, employee, official or person;
 - (iii) to notify refer or submit any industrial matter dispute or question or question of law to any tribunal or authority whatsoever for hearing determination or decision.
 - (iv) wherever in its opinion any employee, official, person, organisation, trade union or other body is or is threatening or is likely to commit a breach or contravention of any award or industrial agreement to which the Association or Members are a party or of any law pursuant to which such an award or industrial agreement is made or of any law whatsoever applicable to the Industry, to take any action in any tribunal or authority whatsoever; and
 - (v) To take all necessary steps to enforce any determination or decision given or any fine or penalty imposed by any tribunal or authority referred to in paragraphs (iii) and (iv) of this sub-rule.
- (b) The industrial matters, disputes and questions referred to in sub-rule (a) of this Rule and in Rule 33 shall comprise but shall not be limited to the matters included in the definition of those terms in the Act.

32 - REPRESENTATION OF THE ASSOCIATION

- (a) The Council may appoint such number of Industrial Officers as it sees fit to represent the Association in industrial matters, disputes and questions.
- (b) The Industrial Officers may be appointed from members or officers or employees of the Association or from persons outside the Association.
- (c) Any of the Industrial Officers appointed by the Council and/or the Chief Executive Officer shall have authority to take out make or sign any document or take any steps on behalf of the Association and to act on its behalf generally for the purpose of carrying out any decision of the Council made pursuant to its powers, referred to in sub-rule (a) of Rule 31.

33 - INDUSTRIAL AGREEMENTS AND OTHER TRANSACTIONS AND EXECUTION OF DOCUMENTS

- (a) No industrial or other agreement or contract of any kind whatsoever alleged to have been made with the Association shall be binding upon the Association unless it has been previously authorised or is subsequently ratified by the Council.
- (b) Any written industrial agreements or other documents or instruments or submissions whatsoever shall be executed by or on behalf of the Association by being sealed with the Seal of the Association in accordance with Rule 34.

34 - SEAL

The common seal of the Association shall be in the custody of the Chief Executive Officer and shall not be affixed to any industrial agreement or other instrument unless and until a resolution to do so has been passed at a meeting of the Council, and shall only be affixed in the presence of the Chief Executive Officer or some other employee authorised in that behalf by the Council and two (2) Councillors who shall each attest the document upon which the seal is affixed.

35- SERVICE OF NOTICES ON MEMBERS

All notices referred to in this Constitution shall be served by the Association on any Member either personally or by delivering it at or sending it through email or through the post in a prepaid letter addressed to such Member at the address for the time being appearing against the name of the Member in the Register. In proving service of notice by post it shall be sufficient to prove that the letter containing the notice was properly addressed postage prepaid and posted.

34 - DISPUTES BETWEEN MEMBERS AND THE ASSOCIATION

Subject to Rule 11(b), all disputes between the Association and any of its Members shall be referred to and decided by the Council and any resolution passed thereon by a majority of the votes entitled to be cast at that Meeting of the Council shall be final and binding on all the parties to such dispute. On any reference the Association may be represented by the Chief Executive Office or other employee appointed by the Council. The Council may if it thinks fit allow the parties to have legal representation.

37 - AMENDMENTS TO THE CONSTITUTION

This Constitution may be amended, added to or repealed in the following manner:-

- (a) It shall be competent for any Member, or group of Members, to give notice in writing of their request for an amendment to this Constitution, setting out in full the desired amendment and the reasons for the request. The Council may in its absolute discretion then direct that the matter be referred to a Special Meeting of Members.
- (b) Alternatively, the Council may of its own initiative convene a Special Meeting of Members for the purpose of considering amendments to the Constitution.
- (c) If three-quarters of the Financial Members present and voting at such Special Meeting of Members vote in favour of the proposed amendment, then the Constitution shall be amended accordingly provided that the same is in accordance with any law under which the Association is registered.
- (d) Any amendment to the Constitution, upon registration under the Act, shall be advised to all [Members](#) in writing by the Chief Executive Officer.
- (e) If following the submission of this Constitution or any amendment thereof for registration under the Act an objector or the Registrar shall raise any objection to any of the provisions of the amendment and such an objection requires further amendment to the Constitution, it shall be competent for the Council to make the necessary further amendments subject to any conditions which may be prescribed under the Act.

38 - DISSOLUTION

The Association may be wound up and dissolved on a special resolution passed by three-quarters of the Members present and entitled to vote at a General Meeting convened for that special purpose. The resolution passed for any such dissolution shall indicate the manner in which any surplus funds or assets of the Association are to be disposed of or distributed.

39 - LOANS GRANTS AND DONATIONS

A loan, grant or donation of an amount exceeding one thousand dollars (\$1,000) shall not be made by the Association unless the Council:

- (i) has satisfied itself that the making of the loan, grant or donation would be in accordance with the other [rules](#) of the Association; and, in relation to a loan has satisfied itself that, in the circumstances, the security proposed to be given for the repayment of the loan is adequate and the proposed arrangements for the repayment of the loan are satisfactory; and
- (ii) has approved the making of the loan, grant or donation.

40 - DEFECTIVE NOMINATIONS

If the Returning Officer finds a nomination for any position on Council to be defective, he shall, before rejecting the same, notify the person concerned of the defect and, where it is practicable to do so, give that person the opportunity of remedying the defect within seven 7 days of his being so notified but in any event by not later than the closing date for the lodgement of nominations for the election in question.

41 – MINUTE BOOK

Minutes recording the proceedings, decisions and resolutions of all meetings of the Committee of Management must be taken. A copy of this Minute Book must be kept by the Chief Executive Officer.

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