

NOTICE TO MEMBERS under RULE 41(c) ALTERATION OF RULES

13 APRIL 2017

BACKGROUND

In August 2016, Master Builders' Board of Management (**Board**) resolved that:

- The Rules of the Master Builders' Association of Western Australia (Union of employers) Perth (**Rules**) should be varied to reduce the number of Construction and Housing Councillors being nominated to the Board from four to three each. This would allow the Board to co-opt an additional two persons to the Board.
- The Chairperson and Deputy Chairperson of both the Construction Council and Housing Council (**Councils**) would continue to be automatic nominees to the Board.

In September 2016, the Board ordered a draft amendment to the Rules be prepared to accommodate the reduction in nominations from both Councils (from four to three) to the Board.

In November 2016, the Board considered a number of draft amendments, including that dealing with the reduction in Council nominations, and further sought for the Rules to provide that a Board member who is the Chairperson, Deputy Chairperson or member of a Council may resign from those offices and the Council if elected President. This required further Rule changes.

The complete proposed amendments then were presented to the Board in accordance with Rule 41 and at its meeting on 21 March 2017 the Board unanimously resolved to endorse the proposed Rules changes and requested the WA Industrial Relations Commission (**Commission**) be approached to ratify the changes.

SUMMARY OF PROPOSED RULE CHANGES

1. Sub-Rules 27(a)(i) and (iii).
 - a. The maximum number of Board members becomes 13 because of the amendment to allow a newly elected President to resign from, and be replaced by, the Council from which he/she was elected to the Board.
 - b. The number of Construction and Housing Councillors nominated to the Board is reduced from four to three from each Council.
2. Sub-Rule 27(c)(iii). The Chairperson and Deputy Chairperson of the Councils are automatic nominees to the Board, meaning that the number of ordinary Council members elected to the Board is reduced to one.
3. Sub-Rule 27(c)(v). A Councillor who is an appointed Board member (that is, not elected to the Board by a Council) does not cease to hold office if he/she resigns from the Council.
4. New sub-Rule 27(c)(vii). A Chairperson, Deputy Chairperson or member of a Council may resign from those offices and the Council if elected President. The relevant Council elects a new Chairperson, Deputy Chairperson or ordinary Board member to fill the Board vacancy caused by the new President's Council resignation.
5. Sub-Rule 27(d)(vii). The appointment of a Treasurer not drawn from Council-elected Board members is in addition to, not from among, appointed Board members.
6. Sub-Rule 28(c)(vii). A simple approach is adopted to allow candidates for Council election to nominate themselves.
7. Sub-Rule 28(c)(xi). Appointees filling Council vacancies are to serve out the term of the departing Councillor.
8. Sub-Rules 28(d)(i), (ii) and (iii). Drafting changes flowing from amendments to sub-Rule 27(c)(iii).

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13 April 2017

Notice to Members Alteration of Rules (Cont.)

Further information follows in PART I (pages 3-6, which track proposed Rule changes, provide clean copies of the amended Rules and give expanded explanations of the changes) and PART II (pages 7-34), the Association's full Rules with the proposed changes tracked.

To complete changes to the Rules:

- An application must be made to the Commission for the alteration of the Rules.
- No more than 30 days after the Board's resolution to change the Rules, notice of the changes must be given to members.

**NOTICE TO MEMBERS under RULE 41(c)
ALTERATION OF RULES**

Take notice that:

- The Board of Management of the Association has authorised the Association to apply to have the Western Australian Industrial Relations Commission authorise the changes to the Rules adopted at the Board Meeting on 21 March 2017. The application will be lodged with the Commission on or about 18 April 2017.
- Members can object to the proposed changes in writing to the Registrar of the Commission. Objections should be addressed to The Registrar, WA Industrial Relation Commission, 17th Floor, 111 St George's Terrace, Perth, 6000. Members wishing to lodge an objection should do so within 28 days of the date of this notice, 13 April 2017.

A summary of the proposed changes precedes this notice and a broader explanation follows in PART I below. PART II below is the Association's full Rules with the proposed changes tracked. For further information please contact the Association's Contracts and Administration Manager, Charles Anderson on 9476 9800 or charles@mbawa.com.

MICHAEL McLEAN
Director

PART I

1. Amended Rule:

27 - BOARD OF MANAGEMENT

(a) Board of Management

- (i) The Board shall consist of a minimum of ~~nine (9)~~seven (7) and a maximum of ~~twelve (12)~~thirteen (13) Board members.
- (ii) Save for the Immediate Past President, who will automatically hold a position on the Board, Board members are to be elected or appointed to the Board in the manner prescribed by the Rules.
- (iii) The Board may appoint up to ~~two (2)~~four (4) persons as Board members for such term (of not more than twelve (12) months) as the Board may determine, ~~provided that at least one such person shall be a representative of a Builder Member.~~

Clean Copy:

27 - BOARD OF MANAGEMENT

(a) Board of Management

- (i) The Board shall consist of a minimum of seven (7) and a maximum of thirteen (13) Board members.
- (ii) Save for the Immediate Past President, who will automatically hold a position on the Board, Board members are to be elected or appointed to the Board in the manner prescribed by the Rules.
- (iii) The Board may appoint up to four (4) persons as Board members for such term (of not more than twelve (12) months) as the Board may determine.

Explanation:

The amendments to sub-Rule 27(a):

- Reduce the minimum number comprising the Board to seven, reflecting the Board's resolution (09 August 2016) to vary the Rules to reduce from four to three, the number of Councillors each of the Construction and Housing Councils may elect to the Board.
- Increase the maximum number to 13:
 - Reflecting the 09 August 2016 resolution, providing for up to four to be co-opted to the Board.
 - Taking account of the proposed amendment to sub-Rule 27(d)(vii), that a Treasurer not drawn from Council-elected Board members may be in addition to, not necessarily from among, sub-Rule 27(a)(iii) appointed Board members.
 - Taking account of the proposed amendment to sub-Rule 27(c)(vii) to allow a newly elected President to resign from, and be replaced by, the Council from which he/she was elected to the Board.

2. Amended Rule:

27(c) Election of Board Members

- (iii) Each Council must also elect ~~two~~one other Council members to be ~~a~~ Board members, such elections to be conducted in accordance with the provisions of sub-Rule 28(d).

Clean Copy:

27(c) Election of Board Members

- (iii) Each Council must also elect one other Council member to be a Board member, such elections to be conducted in accordance with the provisions of sub-Rule 28(d).

Explanation:

This reflects the further Board resolution on 09 August 2016, that the Chairperson and Deputy Chairperson of both Councils be automatic nominees to the Board, meaning that the number of ordinary Council members elected to the Board must be reduced to one.

3. Amended Rule:

27(c) Election of Board Members

(v) A Board Member will automatically cease to hold office if he or she ceases to be:

A. the Chairperson or Deputy Chairperson of a Council, in which case he or she will be replaced by the incoming Chairperson or Deputy Chairperson; or

B. a Council member but only where that Council member is a Board member by virtue of election under sub-Rule 27(c)(iii).

Clean Copy:

27(c) Election of Board Members

(v) A Board Member will automatically cease to hold office if he or she ceases to be:

A. the Chairperson or Deputy Chairperson of a Council, in which case he or she will be replaced by the incoming Chairperson or Deputy Chairperson; or

B. a Council member but only where that Council member is a Board member by virtue of election under sub-Rule 27(c)(iii).

Explanation:

Board members *elected* under sub-Rules 27(c)(ii) and (iii) cease to hold office on ceasing to be Council members, but Board members *appointed* under sub-Rule 27(a)(iii), who also are Council members, continue as Board members even if they cease to be Council members.

4. Amended Rule:

27(c) Election of Board Members

(vii) Notwithstanding sub-Rule 27(c)(v), a Board member elected President does not cease to hold office on ceasing to be a Chairperson or Deputy Chairperson of a Council, or, having been elected to the Board under sub-Rule 27(c)(iii), on ceasing to be a Council member. Such cessation will be regarded as a vacancy on the Board to be filled under sub-Rule 27(c)(v) or sub-Rule 27(c)(vi).

Clean Copy:

27(c) Election of Board Members

(vii) Notwithstanding sub-Rule 27(c)(v), a Board member elected President does not cease to hold office on ceasing to be a Chairperson or Deputy Chairperson of a Council, or, having been elected to the Board under sub-Rule 27(c)(iii), on ceasing to be a Council member. Such cessation will be regarded as a vacancy on the Board to be filled under sub-Rule 27(c)(v) or sub-Rule 27(c)(vi).

Explanation:

This reflects the Board's view that the President should be permitted to step down from a Council if elected by the Board to take up the greater responsibilities of the higher office. The relevant Council's Board representation is to be maintained, however, by the vacancy left by the President now filled by the new Chairperson, Deputy Chairperson or ordinary Board member.

5. Amended Rule

27(d) Election of Officers of the Board

(vii) Where there are no nominations for the position of Treasurer the Board may appoint a Member or non-Member of the Association to fulfil the requirements of this office ~~under sub-Rule 27(a)(iii)~~. For the avoidance of doubt, the appointment under this sub-Rule may be in addition to the appointments under sub-Rule 27(a)(iii).

Clean Copy:

27(d) Election of Officers of the Board

(vii) Where there are no nominations for the position of Treasurer the Board may appoint a Member or non-Member of the Association to fulfil the requirements of this office. For the avoidance of doubt, the appointment under this sub-Rule may be in addition to the appointments under sub-Rule 27(a)(iii).

Explanation:

There is an anomaly under the current Rules which clearly allow for a maximum Board of 12. Starting with four from each Council and the Immediate Past President, the number is nine. If the Treasurer is drawn from this nine, a further two Board members may be appointed under sub-Rule 27(a)(iii) giving a grand total of 11. If left unamended, sub-Rule 27(d)(vii) above requires the Treasurer, if not drawn from the nine, to be appointed under sub-Rule 27(a)(iii), apparently as one of the two possible additional Board members referred to in that sub-Rule. Again, this would give a total of 11.

It is argued that as a maximum of 12 is specified in sub-Rule 27(a)(i), it also must be that, in effect, there can be three appointees to the Board including the Treasurer where he or she is not drawn from the nine. The amendment above makes it clear that the Treasurer can be appointed, in addition to the four appointments now contemplated in the amended sub-Rule 27(a)(iii).

6. Amended Rule:

28 - COUNCILS

(c) Election of Council Members

(vii) Terms of the conduct of the election:

D. All candidates, excluding Life Members, must be a Financial Member or a representative of a Financial Member and must ~~be-nominated~~ in writing ~~by a Financial Member or a representative of a Financial Member~~. The nomination shall be signed by the nominee ~~and the nominator~~.

Clean Copy:

28 - COUNCILS

(c) Election of Council Members

(vii) Terms of the conduct of the election:

D. All candidates, excluding Life Members, must be a Financial Member or a representative of a Financial Member and must nominate in writing. The nomination shall be signed by the nominee.

Explanation:

It is Master Builders' view that as the Rules stand, candidates for Council election can be nominated by another Financial Member, or can nominate themselves (provided they are financial). This has led to practical problems in designing an overly complex nomination form providing for the two options and confusing would-be nominees. As Master Builders has advice that it is legitimate for a candidate simply to nominate himself or herself, so the amendment adopts this single, simple approach.

7. Amended Rule:

28(c) Election of Council Members

(xi) A Council may appoint a Financial Member, or a representative of a Financial Member, to fill a vacancy arising on the Council, ~~providing that:~~

~~A. such appointment will be to the next Annual General Meeting; and~~

B. if the Council member whose position is to be filled was within his or her first year of holding office, the person elected at the next Annual General Meeting to fill that vacancy, and the person so appointed will hold office for the remainder of the term of the Council member being replaced.

Clean Copy:

28(c) Election of Council Members

(xi) A Council may appoint a Financial Member, or a representative of a Financial Member, to fill a vacancy arising on the Council and the person so appointed will hold office for the remainder of the term of the Council member being replaced.

Explanation:

An issue arises when members are appointed to fill vacancies of Council members who were in the first year of their two-year terms. Appointees serve only until the next AGM meaning that at the annual Council elections there could be, for example, the six retiring Councillor positions and two appointee Councillor positions. In the event that only eight nominations are received to fill the eight positions, which of these would be designated to hold office only for one year? The Rules do not provide any resolution of this issue.

(If there were more than eight nominations and a poll was needed, the issue might be resolved by allotting the one-year terms to the two candidates elected with the least number of votes, but once again, the Rules do not actually provide for this.)

The solution proposed is simply to amend the Rules to allow an appointee to serve out the term of the departing Councillor, regardless of whether the latter was in the first or second year of his or her term.

8. Amended Rule:

28(d) Election of Officers of the Councils

(ii) At the first Council meeting after the Annual General Meeting, the offices of Chairperson and Deputy Chairperson and the ~~two~~one ordinary Board members shall be elected by a majority of the members of the relevant Council from among the Council members.

(iii) A person elected as Chairperson, Deputy Chairperson or ~~an~~ ordinary Board member shall, notwithstanding his or her term of office ending, continue to act in that position until a successor is appointed under this Rule.

Clean Copy:

28(d) Election of Officers of the Councils

(ii) At the first Council meeting after the Annual General Meeting, the offices of Chairperson and Deputy Chairperson and the one ordinary Board member shall be elected by a majority of the members of the relevant Council from among the Council members.

(iii) A person elected as Chairperson, Deputy Chairperson or ordinary Board member shall, notwithstanding his or her term of office ending, continue to act in that position until a successor is appointed under this Rule.

Explanation:

Drafting changes flowing from the amendments to sub-Rule 27(c)(iii).

PART II

**RULES OF
THE MASTER BUILDERS' ASSOCIATION OF WESTERN AUSTRALIA (UNION OF EMPLOYERS)
PERTH**

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**RULES OF
THE MASTER BUILDERS' ASSOCIATION OF WESTERN AUSTRALIA (UNION OF EMPLOYERS)
PERTH**

1 - NAME

The name of the Association shall be "Master Builders' Association of Western Australia (Union of Employers) Perth".

2 - REGISTERED OFFICE

The registered office of the Association at which the business of the Association shall be conducted shall be 35-37 Havelock Street, West Perth, W.A., 6005, or at such other premises as the Board shall determine from time to time.

3 - CONSTITUTION

The Association shall consist of an unlimited number of persons, firms and corporate bodies primarily engaged in Western Australia in the Building Industry and being employers of labour therein and persons who are accredited representatives of such corporate bodies and whose names are inscribed in the Register of Members of the Association on the adoption of these Rules and such persons and corporate bodies as are subsequently admitted as Members pursuant to the Rules.

4 - OBJECTS

The objects of the Association shall be to endeavour by all lawful means:-

- (a) To promote the consideration and discussion of all questions affecting the Building Industry and all auxiliary and allied trades and every branch of such trades and generally to watch over and protect the interests of persons engaged in such industry and trades.
- (b) To effect a thorough organisation of employers in the Building Industry with a view to improving the condition of the industry in every proper and lawful manner.
- (c) To give the legislature, public and other bodies facilities for conferring with, and ascertaining the views of, persons engaged in the Building Industry in regard to all matters affecting that industry.
- (d) To promote, encourage and protect the trade, business and industrial interests of Members of the Association and the industrial resources of Australia in all matters relating to the Building Industry.
- (e) To originate and promote improvements in the law affecting the Building Industry and to support or oppose alterations thereto and to effect improvements in administration and for the purposes aforesaid to petition Parliament and take such other steps and proceedings as may be deemed expedient.
- (f) To secure to the Members of the Association all the advantages of unity of action and to protect the interests of Members in any lawful manner whatsoever in all matters relating to the Building Industry.

(g) To promote and encourage uniformity in the customs and practices of the Building Industry and to foster amicable relations and a co-operative spirit among those engaged in the industry to ensure the welfare of the Building Industry as a whole.

(h) To arrange and promote the adoption of equitable forms of contract and other documents used in the Building Industry.

(i) To promulgate among its Members information on all matters affecting the Building Industry and to print, publish, issue and circulate such papers, periodicals, books, circulars and other communication as may seem conducive to any of the objects.

(j) To improve and cultivate the technical and general knowledge of persons engaged in or about to engage in the Building Industry and with a view to provide for the delivery of lectures and the holding of classes and to test by examination or otherwise the competence of such persons and to award certificates and distinctions and to institute and establish scholarships, grants, awards and other benefactions relating to the Building Industry.

(k) To promote, or assist in the promotion of exhibitions of the Building Industry and/or of Australian building products.

(l) To promote excellence in the construction of buildings and structures and best practice in the conduct of business and to suppress malpractice relating to the Building Industry.

(m) To establish or assist in the establishment of technical and statistical libraries and to collect models, designs, drawings and other articles of interest in connection with the Building Industry and to classify, tabulate and publish any information which might be calculated to interest Members, and the public generally, in reference thereto.

(n) To provide facilities for social interaction between the Members and their friends and associates.

(o) To advise any Member in the settling of and adjusting any dispute or matter, which relates to the protection of such Member in respect of any contract entered into by him, her or it in relation to the Building Industry.

(p) To purchase or otherwise acquire or lease real or personal property of any kind in furtherance of the objects of the Association and to sell, improve, manage, develop, lease or mortgage property of the Association.

(q) To establish such Branch or Branches of the Association in any part or parts of the State of Western Australia as determined by the Board.

(r) To establish and promote similar associations and to provide for their affiliation with this Association and to grant to Members of any such association such privileges and other advantages as the Board shall from time to time determine.

(s) To enter into any affiliation or alliance with any other association, company or body having objects similar to those of the Association or calculated to benefit generally the Members of the Association.

(t) To prosecute or defend any suits, applications and proceedings before any Court or tribunal whatsoever as may be deemed necessary or expedient in the interests of the Association or any of its Members, and in particular (but without limiting the generality of the foregoing) to employ suitably qualified advisers or representatives to bring or itself bring before the appropriate Court, Commission, Commissioner or Board, on behalf of the Association or any of its Members pursuant to the *Workplace Relations Act 1996* (Cth) or the Act, or any amendment or re-enactment thereof, or any Statute (whether Commonwealth or State) having similar objects.

(u) To arrange for representation or itself represent the interests of Members before Courts, Boards, Commissions, Commissioners and other tribunals or bodies and at conferences with trade unions or other bodies of employers and/or employees.

(v) To act in conjunction with and to appoint representatives to any association or body of employers, either in Australia or abroad.

(w) To promote the development of the industrial resources of Australia, particularly in respect of the Building Industry.

(x) To do all such other acts and things as are incidental or conducive to the attainment of the above objects or any of them, provided that the Association shall not be carried on for profit or gain to the individual Members.

(y) To adopt additional objects, not contrary to the foregoing, from time to time.

5 - DEFINITIONS

(a) "Act" means the Industrial Relations Act 1979 (WA).

(b) "Association" means "Master Builders' Association of Western Australia (Union of Employers) Perth".

(c) "Bankruptcy" includes insolvency.

(d) "Board" means the Board of Management of the Association as provided under these Rules.

(e) "Building Industry" includes any trade, industry, business, undertaking, work, service, handicraft, employment or industrial occupation concerned with or contracting for the building, making, assembling, erection, fabrication, pre-fabrication, demolition, alteration, repair, renovation, rehabilitation, maintenance or otherwise dealing with any buildings, structures or other constructions and includes any work in which employees are engaged under Awards or Industrial Agreements covering workers in the Building Industry.

(f) "By-Law" means any By-Law, including any Regulation, made by the Board.

(g) "Construction Council" means the Council established under Rule 28(a)(i)B.

(h) "Council" means either the Housing Council or the Construction Council and "Councils" means both the Housing Council and the Construction Council.

(i) "Director" means the Executive Director appointed in accordance with the Rules.

(j) "Financial Member" means a Member who is not more than three months in arrears in the payment of any subscriptions or other amounts of money due and payable by him or her to the Association.

(k) "General Meeting" means an Annual General Meeting or a Special General Meeting.

(l) "Housing Council" means the Council established under Rule 28(a)(i)A.

(m) "IA (UE) Regulations" means the Industrial Arbitration (Union Election) Regulations 1980.

(n) "Member" means a Member of the Association admitted to membership pursuant to Rule 8.

(o) "Month" means calendar month.

(p) "Office" means the registered office for the time being of the Association.

(q) "Officer" means any member of the Board or Councils.

(r) "Officers of the Board" means the President, Senior Vice President, Vice President and Treasurer.

(s) "Officers of the Council" means the Chairperson and Deputy Chairperson.

(t) "Registrar" means the Registrar of the Western Australian Industrial Relations Commission.

(u) "Rules" means the Rules of the Association.

(v) "Special Resolution" means a resolution that has been passed by a majority of not less than three-fourths of the Members who, being entitled to do so, vote at a General Meeting of which not less than seven (7) days' notice has been given, which notice specifies the intention to propose the resolution.

(w) "Year", unless otherwise expressed means the Association's financial year which shall commence on 1 July and end on the following 30 June.

(x) Every word in the singular number shall be construed as including the plural and vice versa.

(y) Reference to any Officer or Director or servant or the like includes any person acting in such position or as assistant.

(z) Reference to him or her includes a reference to a person other than a natural person.

6 – MEMBERSHIP

(a) The Association shall comprise the following categories of membership:-

(i) Builder Members - shall be any persons, partnerships, companies, corporations, firms or organisations carrying on business in the Building Industry who or which:

A. employ persons in their business;

B. as principal contractors, carry out administration and supervision necessary to enable the construction of entire building projects; and

C. where required by the Builders Registration Act to be registered, are so registered.

Builder Members may vote at all General Meetings and in all elections and may nominate and stand for election as an Officer.

(ii) Subcontractor Members – shall be any persons, partnerships, companies, corporations, firms or organisations carrying on business in the Building Industry who or which:

A. employ persons in their business;

B. as secondary contractors, provide labour or labour and materials to enable the construction of components of building projects; and

C. are not eligible for membership as Builder Members.

Subcontractor Members may vote at General Meetings but shall not be eligible to stand for, nominate any candidate for, or vote in any elections for any position as an Officer.

(iii) Associate Members - shall be any persons, partnerships, companies, corporations, firms or organisations carrying on business in connection with the Building Industry, who are suppliers of any goods and/or services to the Building Industry, and who are not otherwise eligible under this Rule to apply for membership. No Associate Member shall:

A. be eligible to stand for, nominate any candidate for, or vote in any elections for any position as an Officer; or

B. nominate or second a nomination of any candidate for membership of the Association other than a candidate for Associate Membership.

(iv) Honorary Members - shall be persons upon whom the Board may confer membership for reasons deemed by the Board to enhance the status of the Association. No Honorary Member shall:

A. be eligible to stand for, nominate any candidate for, or vote in any elections for any position as an Officer; or

B. nominate or second a nomination of any candidate for membership of the Association other than a candidate for Associate Membership.

(v) Life Members - shall be Members who have rendered exceptional service to the Association as determined by the Board. Such Members shall have all the privileges of membership including the right to vote at meetings and in elections but will not be liable for any fees or subscriptions or levies.

(vi) Social Members - shall be Members who cease to carry on business in the Building Industry and thereby are ineligible for membership. Such a Member may with the approval of the Board become a Social Member. No Social Member shall:

A. be eligible to stand for, nominate any candidate for, or vote in any elections for any position as an Officer; or

B. nominate or second a nomination of any candidate for membership of the Association other than a candidate for Associate Membership; or

C. be liable for levy or fee other than the membership fee so determined by the Board from time to time.

(b) Trade sections covering the various sectors for the Building Industry may be constituted within the Association by the Board if in the opinion of the Board it is in the best interests of the Association or Members engaged in the particular sector of the industry so to do.

7 - REGISTER OF MEMBERS

(a) The Board shall cause a Register of Members to be kept in which shall be recorded the names, addresses and occupations of all Members of the Association, the date on which a Member joined, resigned from or is expelled from the Association and such other particulars as the Board may direct from time to time. The names of all Members expelled from the Association shall be purged from the register within fourteen (14) days from the date of such expulsion.

(b) The Register of Members shall be purged at least once every three (3) months to ensure that the name of any Member who has ceased to be a Member for any reason is removed from the Register.

8 - ADMISSION TO MEMBERSHIP

(a) The persons and companies whose names appear in the Register of Members as at the date of application of these Rules shall be deemed to have fulfilled the requirements of this Rule and of any Rule relating to the qualifications and admittance of Members.

(b) Application for Membership shall be made to the Board in writing in the form determined by the Board and shall be accompanied by an entrance fee as determined from time to time by the Board.

(i) The Board may approve or reject any application for membership, or may defer it for further enquiry for a period not exceeding three (3) months.

(ii) Applications for membership must be proposed and seconded by Members qualified under Rule 6.

(iii) Upon approval by the Board of an application for membership, the Director shall advise the applicant in writing of the approval and that on payment of the appropriate subscription it, he or she shall thereupon become a Member of the Association and shall be furnished with a copy of the Rules.

(iv) Upon rejection of an application for Membership the applicant shall forthwith be notified in writing.

9 - MEMBERSHIP SECTORS

(a) For the purposes of the Rules there shall be two (2) sectors to which Builder Members will be allocated: the Housing Sector and the Construction Sector.

(b) The Housing Sector shall be made up of Builder Members whose business consists predominantly of the construction of housing.

(c) The Construction Sector shall be made up of Builder Members whose business consists predominantly of the construction of commercial and industrial buildings.

(d) On admission to Builder Member membership the President, or the Director on his or her behalf, shall allocate each Builder Member to the appropriate sector.

(e) Where, in the opinion of the President or the Director on his or her behalf, a Builder Member carries on substantial work in both Housing and Commercial Sectors, the President, or the Director on his or her behalf, may allocate the Member to both sectors.

(f) In the event of a dispute as to the allocation of a Member or Members to a sector, the President shall refer the matter to the Board for its consideration and determination.

10 - REPRESENTATIVES

(a) Where a firm, company, partnership or organisation applies to become a Member it shall at the same time nominate a natural person or persons to represent the firm, company, partnership or organisation. The person or persons so nominated must be a member, director, partner, trustee or employed executive of the applicant Member.

(b) Save as provided in sub-Rule 10(c), a Member may not nominate more than three (3) representatives.

(c) A Builder Member may nominate more than three representatives provided that it pays the additional membership subscription (if any) determined by the Board under sub-Rule 14(c).

(d) The persons nominated as representatives of a Member shall be in all respects personally responsible for his or her acts and omissions to the Association.

(e) The Member shall be liable to the Association for the acts and omissions of its representatives insofar as such acts or omissions are directly related to or incidental to the business and operations of the Member.

(f) A Member may withdraw the appointment of a representative by written notice to the Director. In the event of the representative to be withdrawn being the sole representative of the Member then the Member shall nominate a new representative at the same time as the notice of withdrawal is given. Upon receipt of such notice, the Director shall cause the Member's record to be amended to reflect the current names of its representatives.

(g) Where a Member appoints more than one representative, only one representative is entitled to vote on behalf of that Member at any General Meeting or in any election of Officers under the Rules.

(h) Subject to Rule 6, only a person who is either a Member in his or her own right or is a representative properly appointed under this Rule may be nominated for election as an Officer.

11 - RIGHTS AND PRIVILEGES OF MEMBERS AND REPRESENTATIVES

(a) Members shall have all the rights and privileges provided by and subject to the obligations imposed upon Members by these Rules or any By-Laws.

(b) Where a Builder Member nominates a representative in accordance with Rule 10 such representative shall have all the rights and privileges of membership as stated herein.

12 - RESIGNATION FROM MEMBERSHIP

(a) A Member of the Association may resign from membership by written notice addressed and delivered to the Director at the registered office of the Association in accordance with the Act.

(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 later than the day when the Member ceases to be eligible to become a Member;

whichever is later; or

(ii) In any other case:

A. at the end of two (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 monies owing to the Association by the Member up to and including the date of resignation may be sued for and recovered in the name of the Association in a court of competent jurisdiction, as a debt to the Association.

(d) A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with sub-Rule 12(a).

(e) A resignation from membership of the Association is valid even if it is not effected in accordance with this Rule if the Member is informed in writing by, or on behalf of, the Association that the resignation has been accepted.

13 - TERMINATION OF MEMBERSHIP

(a) A Member shall cease to be a Member if:

(i) the Member dies, on the date of his or her death;

(ii) the Member resigns, on the date the Member's resignation takes effect as provided for in Rule 12;

(iii) the Board passes a resolution that the name of the Member be removed from the Register pursuant to Rule 18, upon the date specified in that resolution;

(iv) the Member fails to pay any subscription or instalment of such subscription within three (3) months of the date that the subscription or any instalment falls due;

(v) the Member fails to pay any fee or levy on the due date and fails to rectify that failure despite being given fourteen (14) days' notice in writing (sent to that Member's last address shown on the Register of Members) by the Director to do so, on the date the Director gives notice to the Member that his or her membership has been terminated as a result of such failure; or

(vi) the Association is dissolved under the provisions of Rule 46, from the date of such dissolution.

(b) Except where the Board shall decide otherwise following compliance with sub-Rules 13(c) and (d), the membership of any Member shall cease on the happening of any of the following events:

(i) if such Member being an individual person shall have his or her estate sequestrated in bankruptcy or shall assign his or her estate for the benefit of his or her creditors generally;

(ii) if such Member being a firm or partnership shall have its estate or the estate of each of its members sequestrated in bankruptcy or shall assign its estate or the estates of each of its members for the benefit of the creditors generally of such firm or partnership;

(iii) if such Member being a company shall go into or be placed in liquidation or a resolution shall be passed or an order made for its winding up;

(iv) if a receiver or a receiver and manager be appointed to control or manage the affairs of such a Member.

(c) Immediately upon becoming aware of the happening of any of the events mentioned in sub-Rule 13(b), the Director shall enquire from such Member the circumstances of the happening of such an event. Upon receipt of the information the Director shall, together with a request in writing (if so desired by the Member) that his or her membership be not terminated in consequence of the event and a certificate or report from the official receiver or trustee or liquidator or receiver or receiver and manager as the case may be that all creditors of such Member are expected to be paid in full, the Director shall submit such information to the first regular meeting of the Board following receipt thereof. Such Member shall cause

the information, request, certificate or report to be furnished to the Director within twenty-one (21) days of the event, in default whereof the Board may deal with the matter.

(d) The Board shall decide whether the membership of the Member shall cease or whether the membership may continue either unconditionally or subject to compliance with such conditions as the Board may see fit to impose.

(e) Any Member who withdraws from membership, or whose membership is terminated pursuant to these Rules, shall cease to have any claim or interest of any nature whatsoever to or in any of the funds or assets of the Association, or against any member of the Board or Councils, or an Officer or employee of the Association.

(f) Where a Member's membership is terminated for any reason, or the Member resigns in accordance with Rule 12, the Member is not entitled to a refund of any fees paid for the unexpired portion of the membership.

14 - MEMBERSHIP FEES

(a) Each application for membership shall be accompanied by an entrance fee as determined from time to time by the Board.

(b) Each Member of the Association other than a Life Member or Honorary Member shall pay the Association in each year a subscription as determined from time to time by the Board.

(c) The Board may determine an additional annual subscription payable for every representative nominated by a Member under sub-Rule 10(c) in excess of three representatives.

(d) Annual subscriptions shall be due and payable in advance on 1 July in each year or at the time of application for membership.

(e) The Board may approve payment of subscriptions in instalments or by electronic funds transfer from an account at a financial institution.

15 - LEVIES

Should it at any time be considered expedient or necessary to provide funds for the proper working of the Association, the Association may by resolution at a General Meeting impose such levies as may be deemed adequate to meet its liabilities and the same shall become due and payable forthwith by all Members.

16 - SERVICE FEES

(a) Where deemed necessary a service fee may be levied against Members for services given to Members by the Association or its employees including (but not limited to):

(i) assistance in tendering and contractual matters;

(ii) advice in relation to post-tender matters;

(iii) assistance or representation in arbitration or other claims made by or against the Member;

(iv) advice and representation in industrial issues and disputes including representation in industrial courts, tribunals and commissions;

(v) assistance in safety matters;

(vi) assistance in technical matters;

(vii) training; and

(viii) any other matter which enables the Association to give effect to its objects.

(b) Any service fee levied, and the time for payment of such fee, shall be determined by the Board.

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

Any Member failing to meet any liability due and payable to the Association in full within three (3) months of same becoming due shall be reported by the Director to the Board which may direct that such liability be recovered and may also instruct the Director to charge such Member under Rule 18.

18 - DISCIPLINARY POWERS

(a) If it is brought or comes to the notice of the Director that any Member, or representative of a Member:

(i) has been convicted of a felony or of any misdemeanour or offence under any Act, regulation, ordinance or other law arising out of or in the course of the conduct of his or her business or employment; or

(ii) has acted or is acting in a manner which appears to be opposed or contrary to the objects or policy of the Association; or

(iii) has committed or is committing a breach of the Rules for the time being of the Association; or

(iv) has engaged in or published or been party to or permitted or supported any untrue or misleading or undignified or infamous communication, statement, advertisement, signed document or paper either on his or her own behalf or on behalf of or purporting to be on behalf of or as an Officer, representative of a Member, Member or representative of the Association;

then the Director shall furnish to the Board a report of the matters so brought or come to his or her notice at the first regular meeting of the Board thereafter or at a meeting of the Board convened for the purpose of receiving and considering such report. If the Board finds the allegations so reported to constitute a prima facie case for such Member or representative to answer the President shall instruct the Director to inform such Member or representative and to furnish him or her with a copy or statement of the allegations and to summon him or her to appear before the Board on a day and at a time to be fixed by the Board to answer the allegations and the Director shall carry out such instructions.

(b) If a majority of the Board present at the Board meeting convened to hear the allegation shall decide and resolve that the Member or representative summonsed to appear has been guilty of the conduct, act or acts alleged against him or her the Board may impose a fine upon such Member of a sum not exceeding five hundred dollars (\$500) or may expel him or her from membership or as a representative of a Member or may impose both such penalties provided however that a resolution expelling such Member must be passed by a three-fourths majority of the members of the Board present at the meeting.

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

(d) Should any such Member or representative fail to appear before the Board when summonsed to appear, then the Board may proceed ex parte and such failure to appear without written excuse on the part of the Member or representative shall in itself be conduct which may be dealt with under this Rule.

(e) A summons to appear in accordance with this Rule shall be served personally by the Director, or by registered post, on the Member or representative concerned.

19 - ANNUAL GENERAL MEETING

The Annual General Meeting of the Association shall be held not later than 31 December in each year at such time and place as the Board shall determine. Notice of the Annual General Meeting shall be given to all Members by circular posted or emailed not less than twenty-one (21) days prior to the date of the

meeting. During such meeting a report on the affairs of the Association during the preceding year shall be submitted by the Board.

20 - BUSINESS OF THE ANNUAL GENERAL MEETING

At every Annual General Meeting the following shall be the minimal business:

- (a) Receipt and discussion of the Board's Report;
- (b) Receipt of the statement of accounts, balance sheet and auditor's report for the year;
- (c) Appointing an auditor or auditors;
- (d) Deciding on any motion of which due notice has been given and dealing with any business or motion which the Board has duly resolved to present to the meeting.

21 - SPECIAL GENERAL MEETINGS

(a) The Board may whenever it so determines and in any case shall within one month of the receipt by the Director of a requisition in writing signed by not less than fifteen (15) Members call a Special

General Meeting of Members. A Special General Meeting may be held contemporaneously with an Annual General Meeting.

(b) At least seven (7) days' written notice shall be given to Members of such a Special General Meeting.

22 - CHAIRPERSON OF GENERAL MEETINGS

(a) The President shall be the chairperson of every General Meeting but if he or she is not present the Senior Vice-President or a Vice-President shall act as chairperson. Should none of these Officers of the Board be present then any Board member present and chosen by the Members present at the meeting shall be chairperson of that meeting.

(b) If none of the Officers of the Board is present then the meeting shall be adjourned to the same time and venue one week later and, if at that time no Officer of the Board is present, then the Members present shall nominate a chairperson from those Members present.

23 - QUORUM OF GENERAL MEETINGS

At any General Meeting fifteen (15) Members present (in person or by proxy) shall form a quorum. If a quorum of Members is not present within thirty (30) minutes of the time for which the meeting is called the meeting shall be adjourned to the same time and venue one week later and, if at that time a quorum is not present, the Members present (in person or by proxy) shall constitute a quorum.

24 - VOTING AT GENERAL MEETINGS

(a) Except as otherwise provided by these Rules every question submitted to a General Meeting shall be decided in the first instance by a show of hands, in which case every Member present (in person or by proxy) and entitled to vote in accordance with Rule 6, shall have one vote. At any General Meeting, unless a poll is demanded by at least three (3) Members present in person or by proxy, and entitled to vote, a declaration by the chairperson that a resolution has been carried or carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive of the fact.

(b) If a poll or ballot is demanded as aforesaid it shall be taken in such manner and in such time and place as the chairperson shall declare and either at once or after an interval of adjournment or otherwise,

and the result of the poll or ballot shall be deemed to be the resolution of the General Meeting at which the poll or ballot was demanded. The demand for a poll or ballot may be withdrawn.

(c) In the case of an equality of votes the chairperson shall on a show of hands and at a poll or ballot have a casting vote in addition to the vote or votes to which he or she may be entitled as a Member.

(d) No Member shall be entitled to be present at or vote on any question at any General Meeting or upon a poll or ballot, or be reckoned in a quorum unless they are a Financial Member.

25 - PROXIES

(a) A Member may appoint, in a form approved by the Board from time to time and signed by the Member, a proxy to attend and to vote on the Member's behalf at any General Meeting.

(b) Where the Member appointing the proxy is not a natural person, the proxy shall be signed by the representative of that Member.

(c) A Member shall not appoint as a proxy any person who is not an Officer or Member or representative of a Member.

(d) A proxy shall be deemed to have authority to demand or join in demanding a poll.

26 - MANAGEMENT OF THE ASSOCIATION

(a) Structure

The management of the Association will be undertaken by the Board in conjunction with the Councils.

(b) Executive Director

(i) The Board shall appoint a Director.

(ii) The Director's position shall be terminable for any reason by the giving of three (3) months' notice in writing by either party.

(iii) The President shall have the power to suspend the Director from duty for inefficiency, misconduct, misappropriation of funds or any act which is calculated to bring discredit to the Association and in such case shall convene a meeting of the Board to consider the suspension within seven (7) days. The Board shall then have the power to dismiss the Director if it considers it desirable to do so.

(iv) The Director shall:

A. be the Association's chief administrative officer and chief executive officer;

B. be responsible to the Board and shall act entirely under the direction of the Board delivered by the President or, in the absence of the President, the Officer acting as President;

C. be the public officer of the Association for all such purposes as may be required;

D. subject to direction from the Board, bring or defend, or cause to be brought or defended, any action, prosecution or complaint in any Court or Tribunal as may be established under any industrial, general, civil, or criminal law of the Commonwealth or any State;

E. attend all meetings of the Board but not exercise any right to vote on Board decisions;

F. convene all meetings of the Association, any Council, committees, etc as provided by these Rules or in accordance with the express direction of the Board;

G. keep or cause to be kept a faithful record of the business transacted at all meetings of the Association, its Board, the Councils and all committees and branches and their committees;

H. keep and maintain a Register of Members of the Association;

- I. collect all subscriptions, fees, levies due or other liabilities payable to the Association by Members or otherwise;
 - J. keep and maintain books of account as may be required by law;
 - K. conduct all correspondence on behalf of the Association and the same shall be conducted in his or her name;
 - L. prepare and furnish all notices and returns required to be given by or on behalf of the Association under any Act of Parliament;
 - M. subject to the direction of the Board, engage, remove and manage the staff of the Association as he or she deems necessary and fix the remuneration and terms and conditions of employment of those staff;
 - N. have authority to delegate his or her powers and duties to other staff; and
 - O. carry out such duties as may be required by these Rules or directed by the Board from time to time.
- (v) During the absence of the Director, an acting Director will be appointed by the Director or, in his or her absence, by the President from the senior employees of the Association.
- (vi) In the event that the position of Director becomes vacant for any reason, the Board shall have power to appoint a person to act as Director for such period as the Board may determine. A person so appointed shall be known as the Acting Director and shall have the duties and authority of the Director.

27 - BOARD OF MANAGEMENT

(a) Board of Management

(i) The Board shall consist of a minimum of ~~nine (9)~~seven (7) and a maximum of ~~twelve (12)~~thirteen (13) Board members.

(ii) Save for the Immediate Past President, who will automatically hold a position on the Board, Board members are to be elected or appointed to the Board in the manner prescribed by the Rules.

(iii) The Board may appoint up to ~~two (2)~~four (4) persons as Board members for such term (of not more than twelve (12) months) as the Board may determine, ~~provided that at least one such person shall be a representative of a Builder Member.~~

(iv) Save as provided for in sub-Rule 27(b), the Board will be the supreme governing body of the Association and have the management and control of the affairs of the Association and without limiting the generality of those powers, shall in particular have power to:

- A. determine and direct the policy of the Association;
- B. appoint and remove the Director;
- C. determine the appropriate number of staff for the Association;
- D. call General Meetings as necessary;
- E. delegate its authority on any matter to either of the Councils or the Director;
- F. interpret the Rules;
- G. establish any committees or sub-committees as it may from time to time determine provided that any such committee or sub-committee shall not exercise any executive powers but shall have and exercise only advisory powers.

(v) All decisions of the Board shall be final and shall remain in force unless and until amended or rescinded by it or by a resolution of the Members of the Association.

(vi) Board members shall, unless excused by the Board, attend all meetings of the Board and carry out the resolutions of the Board.

(b) Officers of the Board

(i) President

The President shall:

- A. preside over and preserve order at all Board meetings at which he or she is present;
- B. decide all questions of order;
- C. enforce due obedience to the Rules;
- D. cast the deciding vote when the Board members are tied on a decision; and
- E. sign the minutes of proceedings of all meetings of the Board, and of all General Meetings, following their adoption.

(ii) Vice-Presidents

- A. The Senior Vice-President and the Vice-President shall assist the President in the execution of his or her duties and when requested by the President shall carry out the functions of the President in his or her absence.
- B. In the absence of the President, the Senior Vice-President shall preside over meetings of the Board, or any meeting held by a decision of the Board, and when doing so shall exercise all the powers and functions of the President.
- C. If the President and the Senior Vice-President are both absent from a meeting of the Board, the Vice-President shall preside over the meeting, or any meeting held by a decision of the Board, and when doing so shall exercise all the powers and functions of the President.

(iii) Treasurer

The Treasurer shall:

- A. be responsible for the proper keeping of all the necessary books of accounts and shall produce the same to the auditor and at all meetings of the Association or the Board when called upon to do so;
- B. produce a statement of finances at every Board meeting;
- C. be one of the signatories on the banking accounts of the Association;
- D. prepare and deliver the financial report to each Annual General Meeting of the Association; and
- E. authorise payments to be made by the Association.

(c) Election of Board Members

- (i) The members of the Board shall be elected annually in accordance with this Rule.
- (ii) The Chairperson and Deputy Chairperson of each Council are automatically elected as members of the Board after their election under sub-Rule 28(d).
- (iii) Each Council must also elect two other Council members to be a Board members, such elections to be conducted in accordance with the provisions of sub-Rule 28(d).
- (iv) Subject to sub-Rule 27(c)(v), 27(d)(v) and Rule 53, all Board members shall take office from the conclusion of the Council meeting at which their election is announced and shall hold office until a successor has been elected.
- (v) A Board Member will automatically cease to hold office if he or she ceases to be:
 - A. the Chairperson or Deputy Chairperson of a Council, in which case he or she will be replaced by the incoming Chairperson or Deputy Chairperson; or
 - B. a Council member but only where that Council member is a Board member by virtue of election under sub-Rule 27(c)(iii).
- (vi) If a vacancy arises on the Board, the Council who appointed the person whose position has become vacant will elect a Council member to replace such person on the Board to hold office.

(vii) Notwithstanding sub-Rule 27(c)(v), a Board member elected President does not cease to hold office on ceasing to be a Chairperson or Deputy Chairperson of a Council, or, having been elected to the Board under sub-Rule 27(c)(iii), on ceasing to be a Council member. Such cessation will be regarded as a vacancy on the Board to be filled under sub-Rule 27(c)(v) or sub-Rule 27(c)(vi).

(d) Election of Officers of the Board

(i) The provisions of this Rule shall apply to the election for the offices of President, Senior Vice-President, Vice-President and Treasurer.

(ii) A meeting of the Board must be held as soon as possible after the Board members are elected at which the Officers of the Board shall be elected.

(iii) The Officers of the Board shall be elected by a majority of the Board members from among the Board members eligible to hold such office or position.

(iv) No Member (including its related bodies corporate) may have more than one representative appointed as an Officer of the Board at any one time.

(v) An Officer of the Board shall hold office until a successor has been elected.

(vi) A Board member will not be eligible to be nominated or appointed as President if that Board member has served as President for the three (3) year period immediately prior to the election.

(vii) Where there are no nominations for the position of Treasurer the Board may appoint a Member or non-Member of the Association to fulfil the requirements of this office ~~under sub-Rule 27(a)(iii)~~. For the avoidance of doubt, the appointment under this sub-Rule may be in addition to the appointments under sub-Rule 27(a)(iii).

(viii) If a Board member is, for any reason, unable to attend the meeting of the Board at which the ballot occurs, he or she may appoint in writing another Board member as his or her proxy to exercise his or her vote at such meeting.

(ix) Each Board member shall only be permitted to act as proxy for one (1) absent Board member.

(x) Terms of the conduct of the election:

A. At the first meeting of the Board after the Board members are elected, the Returning Officer shall call for nominations for Officers of the Board from those present at the meeting.

B. Nominations must be on such form as the Board determines from time to time.

C. The Returning Officer shall check the nominations received for compliance with the requirements of the Rules and shall reject any that do not comply provided that, in the event of there being a defect in the nomination, before rejecting the nomination the Returning Officer shall notify the person concerned of the defect and give him or her the opportunity to remedy the defect before voting commences.

D. If only one nomination is received by the Returning Officer for a particular office, the Returning Officer shall declare that person as elected to office unopposed.

E. If more than one nomination is received for a particular office, the Returning Officer shall have ballot papers prepared containing the names of the candidates in order determined by lot, the number of nominees to be elected to each position and the manner in which votes shall be recorded.

F. The system of voting shall be by way of simple majority.

G. Upon collecting the ballot papers the Returning Officer shall, in the presence of the scrutineers (if so requested), count all the valid votes (in accordance with the IA (UE) Regulations) and declare the result of the ballot.

H. If a tie occurs, the result shall be determined by the Returning Officer drawing lots in the presence of the tied candidates, provided that if one of the tied candidates is an Officer of the Board, the retiring Officer of the Board shall be declared elected.

I. The Returning Officer, in consultation with the Board, shall make provision for the preservation, in the custody of the Association, of ballot papers in accordance with the IA (UE) Regulations.

J. Where scrutineers are required, their duties will be as per sub-Rule 28(c)(ix).

(xi) For the avoidance of doubt, the outgoing Board members shall not be entitled to nominate or vote in the election for the new Officers of the Board, unless they are also current Board members.

28 - COUNCILS

(a) Structure

(i) There shall be two Councils being:

A. the Housing Council comprising representatives from the Housing Sector; and

B. the Construction Council comprising representatives from the Construction Sector.

(ii) Subject to sub-Rule 28(a)(vii) the Councils shall each consist of twelve (12) members being:

A. the Chairperson;

B. the Deputy Chairperson; and

C. ten (10) ordinary Council members.

(iii) The members of each Council will be elected in the manner prescribed by sub-Rule 28(c).

(iv) At each succeeding Annual General Meeting, six (6) Council members of each Council will retire.

(v) All Council members shall take office from the end of the Annual General Meeting at which their election is announced and shall hold office until the conclusion of the Annual General Meeting held two (2) years after their election.

(vi) Each Council will be responsible for:

A. electing Officers of the Council and Board members in accordance with sub-Rule 28(d);

B. formulating policies and recommendations, provided that any policy will be subject to Board approval prior to coming into effect;

C. appointing Members to external committees; and

D. such other duties as may be delegated by the Board.

(vii) Each Council may appoint:

A. a sub-committee to undertake any of its functions under sub-Rule 28(a)(vi) or to advise the Council on any matter relating to the exercise of those functions, except the sub-committee shall not have the power to delegate;

B. any person as a co-opted Council member.

(viii) Where a Council appoints a person as co-opted Council member, that person will:

A. not have any voting rights on the Council; and

B. remain a Council member until advised otherwise by the Council.

(ix) Regardless of whether they are elected or appointed to a Council, Life Members and Past Presidents of the Association will be entitled to attend and participate at Council meetings provided that, unless they are a Council member, they will not be entitled to vote at those meetings.

(b) Officers of the Councils

(i) Chairperson

The Chairperson shall:

- A. preside over and preserve order at all Council meetings at which he or she is present;
- B. decide all questions of order;
- C. enforce due obedience to the Rules in respect of matters that relate to the Council; and
- D. sign the minutes of proceedings of all Council meetings following their adoption.

(ii) Deputy Chairperson

The Deputy Chairperson shall:

- A. assist the Chairperson in the execution of his or her duties and when requested by the Chairperson shall carry out the functions of the Chairperson in his or her absence.
- B. in the absence of the Chairperson, preside over meetings of the Council, or any meeting held by a decision of the Council, and when doing so shall exercise all the powers and functions of the Chairperson.

(c) Election of Council Members

- (i) Council members shall be elected in accordance with this Rule.
- (ii) A Builder Member who has been allocated to the Construction Sector may nominate himself or herself, or (in the case of a Member that is not a natural person) any one of its representatives to be a member of the Construction Council.
- (iii) A Builder Member who has been allocated to the Housing Sector may nominate himself or herself, or (in the case of a Member that is not a natural person) any one of its representatives to be a member of the Housing Council.
- (iv) Subject to sub-Rule 28(c)(vi), not more than one representative of a Builder Member (or its related bodies corporate) shall be allowed to have a position on the Housing Council.
- (v) Subject to sub-Rule 28(c)(vi), not more than one representative of a Builder Member (or its related bodies corporate) shall be allowed to have a position on the Construction Council.
- (vi) No individual who is the representative of a Builder Member may hold a position on both the Housing Council and the Construction Council at the same time.
- (vii) Terms of the conduct of the election:
 - A. The Membership Register for any election to be conducted in accordance with this Rule is to be closed seven (7) days before the day on which nominations for the election open.
 - B. The Returning Officer shall call for nominations for each Council not later than 1 September each year, by notice posted or emailed to all Members eligible to be nominated pursuant to Rule 6 of the Association, specifying the dates, times, places and postal addresses for the receipt of nominations by the Returning Officer.
 - C. Nominations shall close twenty-one (21) days after they are called.
 - D. All candidates, excluding Life Members, must be a Financial Member or a representative of a Financial Member and must ~~be-nominated~~ in writing ~~by a Financial Member or a representative of a Financial Member~~. The nomination shall be signed by the nominee ~~and the nominator~~.
 - E. Nominations must be received by the Returning Officer at the postal address provided for the receipt of nominations by 5.00 p.m. on the day on which nominations close.
 - F. The Returning Officer shall check the nominations received for compliance with the requirements of the Rules and shall reject any that do not comply, provided that in the event of there being a defect in the nomination, before rejecting the nomination the Returning Officer shall notify the person concerned of the defect and where possible, give him or her the opportunity to remedy the defect by the later of seven (7) days after notification or the day on which nominations close.

G. If less than or equal to the required number of formal nominations have been received by the Returning Officer within the prescribed time, the Returning Officer shall, as soon as possible thereafter, advise the President in writing of the particulars of the nominations which are in order. Those nominations which are in order shall be declared by the Returning Officer as elected to office unopposed at the Annual General Meeting.

H. If more nominations are received than there are vacancies, the Returning Officer shall have ballot papers printed containing the names of the candidates (in order determined by lot), the number of nominees to be elected to each Council and the manner in which votes shall be recorded.

I. The ballot shall open no later than four (4) weeks after the close of nominations and shall close twenty-one (21) days thereafter.

J. The Returning Officer shall be responsible for the safe custody of the ballot papers and shall obtain from the printers a certificate of the number of ballot papers printed.

K. The Returning Officer shall forward to all Members eligible to vote by prepaid post:

- 1) two (2) ballot papers, one for each Council, naming the candidates for each Council and otherwise in the form prescribed by the Rules and by the IA (UE) Regulations;
- 2) a ballot papers envelope in the form prescribed by the IA (UE) Regulations;
- 3) another envelope in the form prescribed by the IA (UE) Regulations; and
- 4) a stamped envelope or similar facility for the return of the completed ballot papers by post by the voter without expense to the voter.

L. The Returning Officer shall arrange for the use of a post office box or other receptacle to which ballot papers may be returned and after the ballot closes the Returning Officer shall collect the ballot papers from the box or receptacle in the presence of scrutineers at the appointed time and place.

M. Upon collecting the ballot papers the Returning Officer shall, in the presence of the scrutineers (if so requested), count all the valid votes (in accordance with the IA (UE) Regulations).

N. If a tie occurs the result shall be determined by the Returning Officer drawing lots in the presence of the tied candidates, provided that if one of the tied candidates is a retiring Council member, the retiring Council member shall be declared elected.

O. The Returning Officer shall report the result of the election to the next Annual General Meeting and shall submit at the earliest opportunity a full report of the ballot indicating the number of ballot papers printed, the number distributed and the number on hand and any other relevant matters including any matters prescribed by the IA (UE) Regulations.

P. The Returning Officer, in consultation with the Board, shall make provision for the preservation, in the custody of the Association, of ballot papers in accordance with the IA (UE) Regulations.

(viii) The system of voting in any election conducted pursuant to this Rule shall be the preferential voting system as used for the election of Members of the House of Representatives of the Australian Commonwealth Parliament in the recording and counting of votes to decide the candidate so elected to each available position.

(ix) Any candidate may appoint a scrutineer who is a Financial Member of the Association to represent him or her at the ballot. The candidate appointing the scrutineer shall, before the ballot closes, notify the Returning Officer in writing of the name of the scrutineer. The appointed scrutineer shall:

- A. be entitled to be present throughout the ballot and may query the inclusion or exclusion of any vote in the count but the Returning Officer shall have the final determination of any votes or queries;
- B. not be entitled to remove, mark, alter or deface any ballot paper or other document used in connection with the election; and
- C. not interfere with or attempt to influence any member at the time such member is casting his or her vote.

(x) Council members elected whose appointment is declared at an Annual General Meeting shall take office from the conclusion of the Annual General Meeting.

~~(xi) A Council may appoint a Financial Member, or a representative of a Financial Member, to fill a vacancy arising on the Council, providing that:~~

~~A. such appointment will be to the next Annual General Meeting; and~~

B. if the Council member whose position is to be filled was within his or her first year of holding office, the person elected at the next Annual General Meeting to fill that vacancy, and the person so appointed will hold office for the remainder of the term of the Council member being replaced.

(d) Election of Officers of the Councils

(i) The provisions of this rule shall apply to the election for the offices of Chairperson and Deputy Chairperson on each Council.

(ii) At the first Council meeting after the Annual General Meeting, the offices of Chairperson and Deputy Chairperson and the ~~two~~ ordinary Board members shall be elected by a majority of the members of the relevant Council from among the Council members.

(iii) A person elected as Chairperson, Deputy Chairperson or ~~an~~ ordinary Board member shall, notwithstanding his or her term of office ending, continue to act in that position until a successor is appointed under this Rule.

(iv) If the Chairperson or Deputy Chairperson is elected as the President of the Association under sub-Rule 27(d), that person shall cease to be Chairperson or Deputy Chairperson of the Council and will instead be only an ordinary member of the Council to which he or she belongs and a further election will take place to replace the position of Chairperson or Deputy Chairperson by a majority vote in accordance with this sub-Rule 28(d).

(v) If for any reason a Council member is unable to attend the meeting of the Council at which officers are elected he or she may appoint in writing another Council member as his or her proxy to exercise his or her vote at such meeting.

(vi) Each Council member shall only be permitted to act as proxy for one (1) absent Council member.

(vii) Terms of the conduct of the election:

A. At the first meeting of each of the Councils after the Council members are elected, the Returning Officer shall call for nominations for Council offices from those present at the meeting.

B. Nominations must be on such form as the Board determines from time to time.

C. The Returning Officer shall check the nominations received for compliance with the requirements of the Rules and shall reject any that do not comply provided that, if there is a defect in the nomination, before rejecting the nomination the Returning Officer shall notify the person concerned of the defect and give him or her the opportunity to remedy the defect before voting commences.

D. If only one nomination is received by the Returning Officer for a particular office, the Returning Officer shall declare that person elected to the office unopposed.

E. If more than one nomination is received for a particular office, the Returning Officer shall have ballot papers prepared containing the names of the candidates in order determined by lot and the manner in which votes shall be recorded.

F. The system of voting shall be by way of simple majority.

G. Upon collecting the ballot papers the Returning Officer shall, in the presence of the scrutineers (if so requested), count all the valid votes (in accordance with the IA (UE) Regulations) and declare the result of the ballot.

H. If a tie occurs, the result shall be determined by the Returning Officer drawing lots in the presence of the tied candidates, provided that if one of the tied candidates is a retiring Officer of the Council, the retiring Officer of the Council shall be declared elected.

I. The Returning Officer, in consultation with the Board, shall make provision for the preservation, in the custody of the Association, of ballot papers in accordance with the IA (UE) Regulations.

J. Where scrutineers are required, their duties will be as per sub-Rule 28(c)(ix).

(viii) For the avoidance of doubt, the outgoing Council members shall not be entitled to nominate or vote in the election for the new Officers of the Council, unless they are also current Council members.

29 - RETURNING OFFICER

(a) Appointment of Returning Officer

(i) At its first meeting after the Annual General Meeting, the Board shall appoint a Returning Officer for the conduct of any elections, ballots or resolutions as may be necessary throughout the following two (2) years provided that a duly appointed Returning Officer shall hold office until a successor is appointed.

(ii) A Returning Officer:

A. need not be a member of the Association; and

B. shall not be the holder of any office in, or an employee of, the Association.

(b) Duties of Returning Officer

(i) The Returning Officer shall:

A. do, perform or carry out all those acts, matters and things which necessarily must be done, performed or carried out in order to comply with the requirements of this Rule; and

B. appoint such assistants as he or she deems necessary provided that such assistants shall at all times be subject to the absolute control and direction of the Returning Officer.

(ii) The Returning Officer shall:

A. be provided with an extract of the Register of Members by the Association showing all Builder Members (or the name of the representative entitled to vote) ("the extract"), which extract shall form the electoral roll for the election and the Returning Officer shall enter a consecutive number against each name;

B. be provided with by the Association and shall add to the extract the names and addresses of persons who, after the date of receipt by the Returning Officer of such roll, became entitled to vote in the election;

C. be provided with by the Association and shall delete from the extract the names of persons who, after the date of receipt by the Returning Officer of such roll, ceased to be entitled to vote in the election; and

D. at the place where he or she carries out his or her functions as Returning Officer, make the electoral roll applicable to an election for an office available for inspection by the Members of the Association, or by persons authorised by the Returning Officer, during the ordinary hours of business until the day on which the result of the election is declared.

30 - REMOVAL OF OFFICERS

(a) The Board may, by resolution of a majority of its members present at a meeting, declare vacant the office of any member of the Board or either Council if such member:

(i) commits an act of bankruptcy; or

(ii) is a representative of a firm, which or any partner in which commits an act of bankruptcy, or is a representative of a corporate body which is in liquidation otherwise than for the purpose of reconstruction; or

(iii) without leave of absence first obtained absents himself or herself from three (3) consecutive meetings of the Board other than by reason of sickness or accident; or

(iv) from any cause whatsoever ceases to be a Member or a representative of a Member of the Association.

(b) Any member of the Board or a Council may be removed from office by special resolution of the Members in General Meeting.

(c) Any member of the Board or of a Council may resign by notice in writing given to the Director.

31 - BOARD MEETINGS

(a) The Board shall, unless it shall otherwise determine, meet at least once in each month on such day or days as it shall from time to time determine for the dispatch of Association business and may adjourn and otherwise regulate all meetings and proceedings. Board members shall be notified in writing of the time and place of meetings of the Board.

(b) The chairpersons of country branches shall be entitled to attend meetings of the Board but shall not be entitled to vote on any item of business.

(c) The President or any two (2) Board members may at any time call a special Board meeting.

(d) Six (6) Board members present at any Board meeting shall form a quorum. If a quorum of Board members is not present within thirty (30) minutes of the time for which the meeting is called the meeting shall be adjourned to the same time and venue one week later and, if at that time a quorum is not present, the Members present (in person or by proxy) shall constitute a quorum.

32 - CONDUCT OF BOARD MEETINGS

(a) The President, or, in his or her absence, the Senior Vice-President or Vice-President, shall be the chairperson of Board meetings. In the absence of all of the Officers of the Board, the Board members present may appoint any one of their number to be the chairperson of that meeting.

(b) The Board may determine its own meeting procedures.

(c) All matters which may come before the Board as Association business shall be decided by a majority vote of the Board members present. Each Board member, including the chairperson, shall have one vote and in the case of an equality of votes the chairperson shall be entitled to an additional or casting vote.

(d) The Board shall cause minutes to be made and kept as a record of all proceedings and resolutions of all the meetings of the Board and of the Association.

(e) The minutes of every Board meeting shall be signed by the chairperson at the next succeeding meeting following their adoption and shall be countersigned by the Director and any such minutes if so signed and countersigned shall be prima facie evidence of the proceedings so recorded.

33 - DUTIES OF THE BOARD

(a) The Board shall cause true accounts to be kept of all money received and expended by the Association and the matters in respect of which such receipt and expenditure takes place and of the assets and liabilities of the Association and of all other matters necessary for showing the true state and condition of the financial affairs and transactions of the Association; and the accounts shall be kept in such books and in such manner as the Board may approve and shall be retained in the registered office of the Association.

(b) At every Annual General Meeting of the Association the Board shall present a statement of accounts of the Association made up to 30 June in each year and beginning from the time up to which the preceding statement of accounts was made up.

(c) The Board shall keep and cause to be kept at its registered office -

(i) The Register of the Members in accordance with Rule 7;

(ii) A list of names, postal addresses and occupations of the Officers and the offices of any branch of the Association;

(iii) Such other records as are required or prescribed pursuant to the Act (as amended from time to time) or pursuant to the *Workplace Relations Act 1996* (Cth) (as amended from time to time) or of any legislation in substitution thereof.

34 - POWERS OF THE BOARD

Without in any way limiting the general powers conferred by these Rules or otherwise on the Board it is hereby expressly declared that the Board shall have the following powers:

(a) To adopt such measures as it from time to time deems expedient for the purpose of giving effect to the objects of the Association or any of them.

(b) To act on behalf of the Association in all matters relative to bankrupt estates, schemes or arrangements, assignments or company liquidations.

(c) To make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association and to compound any debts due to the Association.

(d) To appoint bankers to the Association and to appoint persons to sign cheques, drafts, or other orders on its bankers; to draw, accept, make, endorse, transfer, discount, guarantee and negotiate such cheques, bills of exchange and promissory notes, and give such indemnities and guarantees, and to enter into such other obligations as may seem to it to be expedient for the purpose of the Association.

(e) To provide for the disbursement of the Association's funds for ordinary and extraordinary purposes of the Association.

(f) To amalgamate or affiliate the Association with any organisation, association, chamber or body, corporate or incorporate, having objects altogether or in part similar to those of the Association, upon such terms and conditions as the Board may think fit.

(g) To provide and furnish suitable premises for the use of the Association.

(h) To invest the funds of the Association in such manner as the Board shall deem fit.

(i) From time to time make, and to alter, vary, and rescind By-Laws and Regulations for the carrying out of these Rules to put into effect the powers and authorities thereby vested in the Board and for regulating the conduct and proceedings of the Association and of the Board meetings, and generally to provide for all such matters and things relating to the management of the property of the Association and the conduct of its business as are not inconsistent with or repugnant to these Rules or required by the Association in General Meetings.

(j) To arrange nomination for election to the board (or its equivalent) of any body or association to which the Association may become amalgamated or affiliated, of any Member or representative to represent the Association on any such board (or its equivalent).

(k) To appoint suitably qualified persons to represent and arrange for representation of the Association or its Members or any of them before any Court, Commission, Commissioner, Tribunal or Board or to confer with representatives of trade unions and other bodies in relation to industrial awards, determinations or agreements, according to directions given by the Board.

(l) To lease, sell or otherwise dispose of or purchase or hire or otherwise acquire any real and personal property.

(m) To borrow money for the purposes of the Association's objects on the security of the assets of the Association and to execute and to give a mortgage or make all such dispositions and enter into such arrangements in relation thereto in order to give such security for such borrowed money as it thinks proper.

- (n) To institute, conduct, defend, compound, or abandon any legal proceedings by and against the Association or its Officers or employees.
- (o) To refer disputes to arbitration.

35 - COUNCIL MEETINGS

- (a) Each Council shall, unless it shall otherwise determine, meet at least once in each month on such day or days as it shall from time to time determine for the dispatch of business and may adjourn and otherwise regulate all meetings and proceedings. Council members shall be notified in writing of the time and place of Council meetings.
- (b) The Chairperson or any two (2) Council members may at any time call a special Council meeting.
- (c) Six (6) Council members present at any Council meeting shall form a quorum. If a quorum of Council members is not present within thirty (30) minutes of the time for which the meeting is called the meeting shall be adjourned to the same time and venue one week later and, if at that time a quorum is not present, the Members present (in person or by proxy) shall constitute a quorum.

36 - CONDUCT OF COUNCIL MEETINGS

- (a) The Chairperson or, in his or her absence, the Deputy Chairperson, shall be the chairperson of the Council meetings. In the absence of the Chairperson and Deputy Chairperson, the other Council members present may appoint any one of their number to be the chairperson of that meeting.
- (b) Each Council may determine its own meeting procedures.
- (c) All matters which may come before the Council shall be decided by a majority vote of the Council members present. Each Council member, including the chairperson of the meeting, shall have one vote and, in the case of an equality of votes, the chairperson of the meeting shall be entitled to an additional or casting vote.
- (d) The Council shall cause minutes to be made and kept as a record of all proceedings and resolutions of all the Council meetings.
- (e) The minutes of every Council meeting shall be signed by the chairperson of the meeting at the next succeeding meeting following their adoption and any such minutes if so signed shall be prima facie evidence of the proceedings so recorded.

37 - REPRESENTATION BEFORE INDUSTRIAL COMMISSIONS AND COURTS

The Association shall be represented before any industrial commission, tribunal or court by such person or persons as the Board shall appoint. Such person or persons shall act under instruction from the Association but shall not move the commission, tribunal or court without the consent of the Board or the Association. Such representatives shall have power to sign and execute on behalf of the Association all documents and instruments necessary or requisite in proceedings before the commissions, tribunals and courts stated above other than documents requiring the Seal of the Association.

38 - ACCOUNTS

- (a) The funds of the Association and its income and property shall be under the control of the Board which shall have the sole management thereof.
- (b) Cheques shall be signed by any two (2) of the President, Treasurer or Director, or in the absence of any or all of those officers by such persons as may from time to time be authorised by the Board.

(c) All cheques, negotiable instruments and moneys received by the Association shall, at least once in each week, be paid to such bankers as shall from time to time be nominated by the Board to the credit of the Association.

39 - AUDIT OF ACCOUNTS

(a) One or more duly qualified public accountants shall be appointed by the Association at the Annual General Meeting as auditors.

(b) The auditor or auditors shall, for audit purposes only, have power at any time to call for the production of all books, accounts and other documents relating to the financial affairs of the Association.

(c) The auditor or auditors shall audit the yearly accounts of the Association prior to such accounts being submitted to the Annual General Meeting and the auditor or auditors shall certify the correctness or otherwise thereof.

(d) An auditor shall hold office from the time of his or her appointment until the next Annual General Meeting of the Association, unless he or she retires. Any casual vacancy occurring in the office of auditor may be filled by the Board.

(e) A retiring auditor shall be eligible for re-appointment.

(f) The remuneration of an auditor shall be determined annually by the Board.

40 - DISTRICT BRANCHES

Members may, with the approval of the Board, form district branches of the Association in country centres with power to meet and make recommendations to the Board or Councils on matters of local and general interest. The affairs of the branches shall be conducted in accordance with the appropriate By-Laws.

41 - ALTERATION OF RULES

(a) The Board shall have the power to propose new Rules or additions, amendments, rescissions or other alterations to these Rules by resolution carried by a two-thirds majority of the Board members voting at a Board meeting.

(b) Notice of any proposal for the making of a new Rule or for the adding to, amendment, rescission or other alteration of any of these Rules shall be given in writing to each Board member at least one (1) month prior to the relevant Board meeting provided that any such proposal may itself be amended when being considered by the relevant Board meeting.

(c) As soon as practicable, but no more than thirty (30) days after a resolution of the Board under this Rule, notice of the proposed amendment to the Rules as approved by the Board will be given to the Members in the manner prescribed by Rule 42 and will include the following:

(i) the nature and content of the proposed change to the Rules;

(ii) the reason for the proposed change;

(iii) the intention of the Association to apply to the Western Australian Industrial Relations Commission to register the proposed change to the Rules as resolved by the Board;

(iv) the right of Members to object to the proposed change by forwarding a written objection to the Registrar; and

(v) any information relevant to the time frame for, or form of, the objection as provided by the Industrial Relations Commission Regulations as amended from time to time.

42 - NOTICES

(a) A notice required to be given to or served on any Member (including notices of meetings) shall be given or served by the Association upon any Member either personally, by sending it through the post in a pre-paid envelope addressed to such Member at his or her registered or last-known place of business or residence in Western Australia or by email to the Member's last known email address.

(b) Where a notice is sent by email, such notice may, instead of attaching any notice or relevant document(s), contain a link to the Association's website where that notice or document(s) can be viewed by the Member.

(c) When a notice is sent by post it shall be deemed to have been received at the time when the envelope containing the same would be delivered in the ordinary course of the post; and in proving such service it shall be sufficient to prove that the envelope containing the notice was pre-paid and properly addressed and posted.

(d) When a notice is sent by email it shall be deemed to have been received on the first business day following the day on which it is transmitted.

43 - PROPERTY OF THE ASSOCIATION

(a) The property of the Association shall belong to the Members for the time being.

(b) No Member shall, by reason of his or her Membership, have any transmissible or assignable interest in the property of the Association whether by operation of law or otherwise.

(c) On a Member ceasing to be a Member he or she shall not have any claim or interest of any nature whatsoever to or in any of the property of the Association.

44 - STRIKES AND LOCK-OUTS

No part of the funds or property of the Association shall be paid or applied for or in connection with or to aid or assist any person or persons engaged in any strike or lock-out within Western Australia.

45 - LEGAL EXPENSES

The funds of the Association shall not be applied for legal costs or advice without the sanction of the Board or a General Meeting of Members.

46 - DISSOLUTION

The Association may be dissolved or wound up by Special Resolution of a General Meeting of Members and thereupon if there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same may by Special Resolution be given in transference to some other association, corporation, or institution having objects wholly or in part similar to the objects of this Association or may be sold and the proceeds divided equally amongst the Members at that time.

47 - INDEMNITY

Every Officer, Member, the Director and employees of the Association shall be indemnified by the Association against all costs, losses, charges and expenses for which any such Officer, Member, the Director or the employee may incur or become liable by reason of any contract entered into, or act or deed done by him or her as such Officer, Member, the Director or employee in the discharge of his or her duties, in accordance with these Rules, and any such Officer, Member, the Director or employee entitled to such indemnity shall, on the establishment of his or her claim have a lien on the property of the Association for the indemnified amount.

48 - SEALING OF DOCUMENT

Industrial agreements and other documents may be executed by and on behalf of the Association under its Seal in the manner prescribed by Rule 49.

49 - SEAL

(a) The Common Seal of the Association shall have the name of the Association inscribed upon it and such Common Seal shall be kept at the Registered Office of the Association in the office of the Director and shall be held by the Director.

(b) The Board shall from time to time appoint three (3) of its members as Seal Holders and may remove at any time a Seal Holder.

(c) The Common Seal shall not be affixed to any document except with the authorisation of the Board and in the presence of one of the Seal Holders and thereupon such document shall be signed by that Seal Holder and countersigned by the Director in the following form:-

Given under the Common Seal of the Master Builders' Association of Western Australia (Union of Employers) Perth

this day of20... C.S.

By authority of the Board

..... Seal Holder

.....Director

50 - FURNISHING REQUIRED DETAILS TO REGISTRAR

(a) Within one calendar month after the completion of the yearly audit of the accounts the Director shall furnish the Registrar of Industrial Unions with a duly audited statement of receipts and expenditure and balance sheet of assets and liabilities of the Association. Such balance sheet shall include a statement of receipts and expenditure for the year closing on 30 June which shall be the end of the financial year of the Association.

(b) Once per year a list of names, postal addresses and occupations of the persons holding office in the Association and a record of the number of Members of the Association shall be lodged with the Registrar.

(c) All changes of office holders shall be notified to the Registrar.

51 - INTERPRETATION OF RULE

In case a question at any time arises which is not provided for in these Rules, or any doubt exists as to the interpretation thereof, the same shall be determined by the Board whose decision shall be final and binding.

52 - DETERMINATION OF DISPUTES

All industrial disputes in which the Association or any of its Members may be concerned shall unless settled by mutual consent be referred for settlement pursuant to the Act and its amendments.

53 - TRANSITIONAL PROVISIONS

The transitional provisions set out in Schedule A apply in the period between the date these Rules are registered until such time as the Board and the Officers of the Board are elected under these Rules following the 2009 Annual General Meeting, at which time these Rules fall away.

SCHEDULE A – TRANSITIONAL PROVISIONS

1. The current Council of Management and Executive, as established under the constitution of the Association in force at the commencement of the 2008 Annual General Meeting (“Current Council of Management and Current Executive”), will continue to hold office and to have the powers of the Board and the Rules will be read so as to apply as if the Current Council of Management was the Board and the Current Executive were the Officers of the Board.
2. The Current Executive shall hold office until the new Officers of the Board are elected following the 2009 Annual General Meeting.
3. Other members of the Current Council of Management shall cease to hold office at the conclusion of the 2009 Annual General Meeting.
4. The President, or Director on his behalf, will allocate existing Builder Members to the Housing or Construction Sector.
5. The Councils will not be established until the results are declared at the 2009 Annual General Meeting.
6. At the 2009 Annual General Meeting, once the Returning Officer determines those elected, he or she will determine by lot the period for which each Council member will hold office, whereas the first six (6) names drawn are to hold office until the conclusion of the 2010 Annual General Meeting, and the second six (6) names until the conclusion of the 2011 Annual General Meeting