

**RESTAURANT AND CATERING INDUSTRY ASSOCIATION
OF EMPLOYERS OF WESTERN AUSTRALIA INC.**

CONSTITUTION AND RULES

THESE RULES HAVE BEEN CHECKED AGAINST THE REGISTERED RULES AND ARE CORRECT.

D.MACTIERNAN
DEPUTY REGISTRAR

**THE RULES AND CONSTITUTION OF THE RESTAURANT AND
CATERING INDUSTRY ASSOCIATION OF EMPLOYERS OF WESTERN
AUSTRALIA INC.**

CONTENTS

CONSTITUTION AND RULES.....	1
1. TITLE	4
2. INTERPRETATION	4
3. REGISTERED OFFICE.....	4
4. OBJECTS OF ASSOCIATION	4
5. POWERS OF ASSOCIATION.....	5
6. INCOME & PROPERTY	6
7. MEMBERSHIP.....	6
8. SUBSCRIPTIONS	8
9. REGISTER OF MEMBERS.....	8
10. EXPULSION OF MEMBERS.....	9
11. BOARD OF MANAGEMENT	9
12. POWERS OF THE BOARD OF MANAGEMENT	9
13. MEETINGS OF THE BOARD OF MANAGEMENT.....	9
14. CASUAL VACANCIES ON BOARD OF MANAGEMENT	10
15. COMMON SEAL.....	10
16. SEALHOLDERS.....	10
17. NOTICE OF SPECIAL MEETING	10
18. OBJECT OF SPECIAL MEETING	11
19. DEFAULT OF REQUEST	11
20. NOTICE OF GENERAL MEETINGS	11
21. OMISSION OF NOTICE.....	11
22. ANNUAL GENERAL MEETING.....	11
23. ADJOURNMENT OF GENERAL MEETINGS	11
24. POWER TO ADJOURN.....	12
25. DISPUTES.....	12
26. VOTING RIGHTS AND PROXIES OF MEMBERS OF THE ASSOCIATION.....	12
27. BY-LAWS.....	12
28. CONTROL OF FUNDS.....	12
29. CUSTODY OF RECORDS.....	13
30. MINUTES OF MEETING	13
31. NOTICES	13
32. INDEMNITY OF OFFICERS	13
33. COUNSEL AND SOLICITORS.....	13

34.	RULES OF THE ASSOCIATION	14
35.	DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE ASSOCIATION	14
36.	INSPECTION OF RECORDS.....	14
37.	ELECTIONS.....	14
38.	RETURNING OFFICER	15
39.	NOMINATIONS.....	16
40.	ELIGIBILITY TO VOTE.....	16
41.	ELECTORAL ROLL.....	16
42.	CONDUCT OF BALLOT	17
43.	SYSTEM OF VOTING.....	18
44.	COUNT OF BALLOT	19
45.	DECLARATION OF RESULT OF ELECTION.....	20
46.	SCRUTINEERS.....	20

CONSTITUTION AND RULES

1. TITLE

The name of the Association shall be RESTAURANT AND CATERING INDUSTRY ASSOCIATION OF EMPLOYERS OF WESTERN AUSTRALIA INC.

2. INTERPRETATION

In the interpretation of these Rules except where excluded by the context –

- 2.1 The word “Association” means The Association referred to in rule 1.
- 2.2 “Industry” means Licensed and Unlicensed Restaurants, Lunch Bars and Coffee Lounges, Fast Food Outlets and Take Away, and Licensed and Unlicensed Caterers throughout the State of Western Australia, engaged in the preparation for consumption, serving, selling or supply of meals or foodstuffs and or services whether in conjunction with the sale and the serving or selling of liquor to the general public or any segment thereof as described under the Australian and New Zealand Industrial Classification Standard.
- 2.3 The words “Apprentice” means an apprentice under the Industrial Training Act 1975.
- 2.4 The word “Trainee” means a person who belongs to a class of persons prescribed by regulations made by the Governor as persons to be treated as trainees for the purposes of the Industrial Relations Act 1979.
- 2.5 Words importing the singular number only shall include the plural number and words importing the plural number only shall include the singular number.
- 2.6 Words importing the masculine gender shall include the feminine and vice versa.
- 2.7 Words importing persons may include partnership, incorporated association, body corporate, unincorporated body, organizations and societies and vice versa.
- 2.8 The word “Board” shall mean “Board of Management” as referred to in Clause 11.
- 2.9 The word “Member” shall mean “Member of the Association.”
- 2.10 The word “License” shall mean a license pursuant to the Liquor Licensing Act 1988.

3. REGISTERED OFFICE

- 3.1 The principal office of the Association shall be situated at 301 Fitzgerald Street, West Perth, 6005 in the State of Western Australia or at such other address in the said State as the Board of Management shall from time to time determine.

4. OBJECTS OF ASSOCIATION

The objects of the Association are:

- 4.1 To protect and further the interests of employers in the Industry.
- 4.2 To monitor proceedings at Local, State and Federal government affecting any sector of the industry, such as industrial relations and others, and to take such steps necessary to promote, or to seek the amendment,

modification or rejection (as the case may be) of all or any such measures by lobbying councillors or parliamentarians as the Board sees fit.

- 4.3 To establish employment agencies, information and other bureaux, literary, social, educational sporting or trading institutions for the benefit of the members.
- 4.4 To encourage, promote and help in the training of apprentices/trainees in the State of Western Australia.
- 4.5 To promote and adopt a code of ethics to maintain a high standard of integrity and efficiency in the conduct of the members business in the industry.
- 4.6 To foster and promote a feeling of fraternity and goodwill among its members and to advance on broad equitable lines the welfare of the industry.
- 4.7 To promote the industry or any sector or branch thereof to the general public.
- 4.8 To promote the proper conduct of business so that honorable and fair competition between members may prevail.
- 4.9 To promote harmonious relations with Allied Industries.
- 4.10 To promote the enforcement of local, state and Commonwealth health, liquor and any other relevant laws advantageous to the industry.
- 4.11 To disseminate useful information to and inspire members to educate themselves in the scientific and practical features of their business.
- 4.12 To provide amenities for members.
- 4.13 To organize and promote conferences, awards presentations, exhibitions of equipment, suppliers of services to the industry and to unite with other organizations in the industry to further better communication, understanding, co-operation and fellowship.
- 4.14 To generally advise and assist members and promote co-operation among members in the industry.
- 4.15 To represent members on the Board of Management of the National Restaurant and Catering Industry Association of Australia as approved by the Board of Management.
- 4.16 To increase the awareness of the Association Membership with respect to current industrial relations reforms and initiatives and to promote a harmonious industrial relations' environment

5. POWERS OF ASSOCIATION

- 5.1 The Association shall have the following powers:
- 5.2 To assist it in meeting its objectives, to employ an Executive Director who shall act as the Secretary and Executive Director of the Association and whose activities shall be directed by the Board of Management of the Association.
- 5.3 To appoint, employ, remove or suspend such managers, clerks, secretaries, instructors, consultants, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association upon such terms and conditions as are deemed appropriate and in accordance with the salary and classification scales determined from time to time by the Board of Management.
- 5.4 To co-operate, amalgamate and affiliate with and to encourage any society, association or person having objects, purposes and powers wholly or partly consistent with those of the Association.

- 5.5 To promote such legislative, social or administrative reforms or amendments, to issue such publications or disseminate and publicise such propaganda and information and generally to do all acts and things which the Association shall think desirable in the interest and welfare of members in the Industry.
- 5.6 To purchase, manage, lease, mortgage, dispose of, hire or otherwise acquire or deal with or exchange all or any part of the property of the Association.
- 5.7 To borrow and raise money in such manner as the Association may think fit and in particular by way of fluctuating or fixed overdraft and either without security or secured by mortgage or otherwise.
- 5.8 To raise by public or private subscriptions, appeals, entertainments or otherwise, funds which shall be used for or in furtherance of any one or more of the objects of the Association.
- 5.9 To receive any gifts whether or not subject to any trust for any one or more of the objects of the Association.
- 5.10 To expend funds for the purpose of carrying out all or any of the objects of the Association including the acquisition of land, the erection of building and provision of furnishings, equipment and vehicles.
- 5.11 To invest or otherwise deal with the funds and property of the Association not immediately required for any of its objects. Such investments are to be at the Board of Management's discretion.
- 5.12 To co-operate or join by means of affiliation or otherwise with any present or future organisations or bodies having any of the objects aforesaid or any objects similar thereto.
- 5.13 To print, produce, publish, sell, distribute and deal in and with any manuals, brochures, instruction booklets, films, video tapes, audio material, audiovisual material, computer software, newspapers, periodicals, books or leaflets that the Association may think fit for the promotion of its objects.
- 5.14 To do all such lawful acts and things as are incidental and/or conducive to the attainment of the objects of the Association.
- 5.15 To apply for and hold any GST, ABN or other TAX requirements which the relevant authority shall grant or require.
- 5.16 To do all such lawful things as are incidental to the attainment of the above objectives and other objectives pertinent to the industry.
- 5.17. To assist members of the Association when required in preparing evidence for the protection of their interests before the Western Australian Industrial Relations Commission or any other Tribunal constituted under the provisions of the Industrial Relations Act 1979 (as amended).

6. INCOME & PROPERTY

- 6.1 The income and property of the Association shall be applied solely towards the objects of the Association as set forth herein and no party thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the Members of the Association or any of them provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association nor prevent the payment of interest at the current savings bank lending rate per annum of the Association bankers on money borrowed from or lawfully due to any member of the Association.

7. MEMBERSHIP

- 7.1 Members of the Association shall consist of Sole Traders, Business Partnerships and Corporations who are employers of labour in the "industry" as defined subject to the following:

- (a) Any Nominated Representative of a Sole Trader, Business Partnership or Corporation operating within the “industry” can be admitted as a Member of the Association by resolution of the Board of Management provided that the Board of Management may without giving any reason refuse to approve the application for admission as a Member of the Association.
- (b) Any eligible person or body who desires to join the Association shall make the application in writing to the Secretary in such form as the Board of Management may from time to time prescribe. The Secretary shall submit the application to the Board of Management which if satisfied the applicant is eligible shall be admitted as a member.
- (c) A member shall not discontinue his membership without giving at least three months notice in writing to the Secretary of the intention to do so. The notice shall be served on the Association by –
 - i. delivering it personally to the address where the business of the Association’s is conducted; or
 - ii. sending it by certified mail to the address mentioned on paragraph (a) or to the address of the organization as ascertained by referring to the current directory of telephone numbers.

A notice of resignation takes effect on the day on which it is served on the Association on or later day specified in the notice.
- (d) Subject to the procedure set out in Rule 10 being observed, a member may be expelled from membership by the Board of Management for offences against the rules, for arrears of contributions, for failure to comply with decisions or resolutions of the Association but not before being given notice of any such offence and being given an opportunity of being heard in his defence. A member may appeal to a Special or Annual Meeting of the Association against a decision of the Board of Management to expel him. The decision of the Association thereof shall prevail.
- (e) The Board of Management shall assign each member of the Association to an appropriate Division and from time to time vary such an assignment in the event of the nature of the business of the Member justifying the change. A Member may object against any decision or re-assigning a Member to that particular Division where upon such objection shall be considered by the Board of Management which shall either confirm such assignment as the case may be or uphold the objection.

7.2 The Association shall be comprised of the following Division of members:

- (a) Licensed Restaurants Division - being employers who hold a restaurant license under the Liquor Licensing Act 1988.
- (b) Unlicensed Restaurants Division - being employers who are not holders of a restaurant license under the Liquor Licensing Act 1988.
- (c) Lunch Bar and Coffee Lounge Division - being employers who are not holders of a license under the Liquor Licensing Act 1988 and are authorized to provide light meals or snack essentially consumed on the premises.
- (d) Fast Food Outlets and Take Away Division - being employers who are not holders of a license under the Liquor Licensing Act 1988 and whose business is primarily to provide light meals or snacks for consumption off the premises.
- (e) Caterers Division - being employers who may or may not hold under the Liquor Licensing Act 1988 but who are registered as caterers for the purpose of providing food and/or beverages and service on or off premises which they may or may not own.

7.3 Associate members may be allowed by the Association subject to the following:

- (a) Compliance with Rules 7.1 (b), (c), (d) and (e) and upon undertaking to abide by any conditions which the Board of Management may determine or impose, from time to time.
- (b) An associate member shall not have any voting rights
- (c) Associate members shall be assigned by the following divisions:
 - i. Educational Establishments Division - being those educational bodies concerned with the training and education of personnel for the hospitality industry.

- ii. General Division - being employers engaged in the industry whose business does not qualify them for membership of any of the foregoing divisions.
- iii. Suppliers Division - being persons engaged in the supply of either goods or services to the hospitality industry.
- iv. Restaurants in Licensed Hotels Division being employers who are holders of Hotel or Tavern license under the Liquor Licensing Act 1988 and maintain a Restaurant on the licensed premises.

8. SUBSCRIPTIONS

- 8.1 Each member shall pay to the Treasurer, annually on or before the first of July or such other dates as the Board from time to time determines, the amount of the subscription determined by the Board of Management.
- 8.2 All subscriptions paid shall be for a twelve month period.
- 8.3 A person who or a company which has more than one location shall pay the full membership for the 1st location and one third of the membership fee for each of the subsequent locations.
- 8.4 The Board of Management may from time to time impose a levy on the members for any purpose of the Association.
- 8.5 Such levy must be imposed at an Annual or Special Meeting of the Association provided that notice of intention to move such resolution has been given in the notice convening such meeting.
- 8.6 A member whose levy and or other money due, other than the member's subscription, to the Association not paid within a (3) three month period, or as determined by the Board from time to time, shall be deemed to be un-financial and shall thereupon not be entitled to vote at any meeting of the Association nor to hold any office. In the event of an officer and or a nominated representative of a company on the Board of Management becoming un-financial his position shall thereupon become vacant.
- 8.7 The membership will end if subscription not paid
 - (a) Where -
 - i. a period in respect of which a subscription has been paid to the Association for a person's membership of the Association expires; and
 - ii. no subscription to continue or renew that membership has been paid to the Association before, or within 3 months, that expiry,
 that membership ends by operation of the subsection at the end of that 3 months period.
 - (b) Subsection (a) does not apply if the membership has already ended under Rule 7.1 (c)

9. REGISTER OF MEMBERS

- 9.1 The Secretary of the Association shall, on behalf of the Association, keep and maintain the register of members in accordance with Section 27 of the Associations Incorporation Act and Section 63 of the Industrial Relations Act 1979 and that register shall be kept at the registered office of the Association. The Secretary shall from time to time purge the register of members, in accordance to the resolution of the Board of Management, by striking off the names of members in arrears of money due for subscriptions, levies or other reasons but without thereby releasing such persons or corporation from any such arrears.
- 9.2 No name shall be entered in the Register save on the authority of a resolution of the Board of Management nor shall any name be removed from such a Register except in the event of the resignation or death of a Member or the authority of a resolution of the Board of Management.
- 9.3 Each member shall notify the Secretary of any change of his postal address or the nature of his business.
- 9.4 Where a firm or corporation is a member of the Association only one member can be a representative of the firm or corporation.

10. EXPULSION OF MEMBERS

10.1 Membership may be terminated by resolution of the Board of Management once having afforded the member concerned a reasonable opportunity to make representations to the Board of Management.

11. BOARD OF MANAGEMENT

11.1 The affairs of the Association shall be managed exclusively by a Board of Management and shall consist of:

- (a) The President
- (b) The Senior Vice President
- (c) The Junior Vice President
- (d) The Treasurer
- (e) Nine members

11.2 Thirteen (13) members duly elected by postal ballot in accordance with the Rules, each of whom shall remain in office for a period of not more than two consecutive years without submitting themselves to an election.

11.3 Six (6) members of the inaugural committee who poll the least number of votes shall be elected and remain in office for a period of not greater than one year. Any retiring member of the Board shall be eligible for re-election. The Board of Management shall elect by secret ballot a President, a Senior Vice President, a Junior Vice President and a Treasurer who shall hold office for a period of one year and shall be eligible for re-election. The election shall take place at the Board of Management Meeting immediately following the declaration of the result of the election of the Board members by the use of a Returning Officer.

11.4 The immediate Past President will or may serve ex officio, until such time as the member who was elected President at the last election remains in office.

11.5 Should any member of the Board of Management be absent from three consecutive meetings without approval of the Board his office may be declared vacant by the Board.

11.6 The Executive Director of the Association will act as Secretary to the Board of Management but will not be a member of the Board of Management.

12. POWERS OF THE BOARD OF MANAGEMENT

12.1 The Board of Management may, subject to these Rules:

- (a) Make regulations for the conduct of its own proceedings and the mode of conducting elections and the method of giving notices by candidates and all other incidental matters.
- (b) Formulate the policies of the Association.
- (c) From time to time, appoint specialist ex officio (non voting) expertise to the Board of Management from within Members of the Association and/or other appropriate persons.
- (d) Appoint sub-committees consisting of Members of the Association and/or other persons they may recruit, and to appoint a Chairperson of any such sub-committees and to delegate to any such sub-committee so appointed, such of their powers as they think fit and to make such by-laws as they shall think necessary, provided they are not inconsistent with anything contained in these Rules.

13. MEETINGS OF THE BOARD OF MANAGEMENT

13.1 The Board of Management shall meet at least eleven (11) times every year.

- 13.2 A financial statement will be tabled at all Board of Management meetings.
- 13.3 A quorum at all Board of Management meetings shall be four voting representatives thereof.
- 13.4 At all Board of Management meetings the President shall preside or, in his absence, the Vice-President. In the absence of the President and Vice-President, the Board of Management shall elect one of those present to act as Chairperson of the meeting.
- 13.5 The Chairperson of meetings of the Board of Management shall be entitled to a deliberative as well as a casting vote.
- 13.6 A meeting of the Board of Management shall be called at a time nominated by the Chairperson of the Board of Management or by two members of the Board of Management.

14. CASUAL VACANCIES ON BOARD OF MANAGEMENT

14.1 For the purposes of these rules, a casual vacancy in the Membership of the Board of Management occurs if the Member:

- (a) Dies
- (b) Ceases to be a Member of the Association
- (c) Sends to the Board of Management his written resignation
- (d) Has been absent without prior explanation from three consecutive meetings; and/or
- (e) Is removed from office by resolution of the Board of Management.

14.2 When a casual vacancy in the Membership of the Board of Management occurs. The Board of Management may appoint a Member to fill that vacancy and that Member shall hold office until the commencement of the next Annual General Meeting.

15. COMMON SEAL

15.1 The Association shall have a Common Seal. The Sealholders shall provide for the safe custody of the Common Seal. The Common Seal shall not be affixed to any instrument deed or document except by the authority of a resolution of the Board of Management and in the presence of any two of the Sealholders which two Sealholders shall sign every instrument deed or document to which the Seal of the Association is so affixed in their presence.

16. SEALHOLDERS

16.1 The Sealholders for the time being shall be the persons authorised to use the Common Seal of the Association by resolution of the Board of Management.

17. NOTICE OF SPECIAL MEETING

17.1 The Board of Management may whenever it thinks fit and shall upon requisition made in writing by at least three Members of the Association convene a Special General Meeting of members.

18. OBJECT OF SPECIAL MEETING

18.1 Any such requisition shall specify the object or objects for which the Meeting is required and shall be signed by the Members requiring it and shall be deposited with the President and or the Vice- President of the Association. A meeting may be convened for the purpose or purposes specified in the requisition and if convened otherwise than by the Board of Management, then such Meetings shall be convened for such purpose or purposes only.

19. DEFAULT OF REQUEST

19.1 If the Board of Management shall not within twenty eight (28) days of the receipt of such requisition convene a Special General Meeting to be held within sixty (60) days of the receipt of such requisition, the requestors may then convene a Special General Meeting to be held within ninety (90) days after the receipt of such requisition

20. NOTICE OF GENERAL MEETINGS

20.1 Seven (7) days Notice in writing specifying the place, day and hour of every General Meeting shall be given to every member, but with the consent in writing of two-thirds of the Members of the Board of Management, a Special General Meeting may be convened at shorter notice.

21. OMISSION OF NOTICE

21.1 The accidental or unavoidable omission to give Notice to any of the Members shall not invalidate any resolution passed or election held at any Meeting.

22. ANNUAL GENERAL MEETING

22.1 The Annual General Meeting of the Association shall be held not later than the end of the month of December in each year at such time and as determined by the Board of Management.

22.2 The business to be transacted at the Annual General Meeting shall include:

- (a) Reading, confirmation and adoption of the previous minutes
- (b) Business Arising
- (c) Annual Report by Chairperson
- (d) Financial Report for the past year
- (e) Election of Auditors
- (f) General Business

23. ADJOURNMENT OF GENERAL MEETINGS

23.1 If a quorum be not present within half an hour after the time appointed for a Meeting, then the Meeting shall stand adjourned until such time as the Members present shall decide and at such adjourned meeting, the members present whatever may be their number, shall have power to decide any questions that could have been disposed of by a proper quorum at the original meeting.

23.2 Ten (10) members or 10% of the members of the Association, whichever is the smaller, represented in person or by proxy shall constitute a quorum.

24. POWER TO ADJOURN

24.1 Every General Meeting shall have power to adjourn to a future date.

25. DISPUTES

25.1 In cases of any dispute, doubt or difficulty existing or arising out of matters or procedure or order, the decision of the Chairperson in this regard shall be final.

26. VOTING RIGHTS AND PROXIES OF MEMBERS OF THE ASSOCIATION

26.1 Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

26.2 A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.

26.3 An appointment made under sub-rule (26.2) shall be so made by a resolution of the Board or other governing body of the body corporate concerned.

- (a) which a resolution is authenticated under the common seal of that body corporate; and
- (b) a copy of which resolution is lodged with the Secretary.

26.4 A person appointed under sub-rule (26.2) to represent a member which is a body corporate shall be deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

26.5 A member (in this rule called “the appointing member”) may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

27. BY-LAWS

27.1 The Board of Management shall have power to make By-Laws not repugnant to these Rules and to alter, suspend or rescind such By-Laws as occasion may require PROVIDED ALWAYS that no By-Laws or alterations, suspension or rescission of any By-Laws made by the Board of Management, pursuant to this Rule shall have any force or effect after the date of the next General Meeting of the Association held following the making of alterations, suspension or rescission shall have been confirmed by the Members of the Board of Management.

28. CONTROL OF FUNDS

28.1 The Board shall cause to be kept proper accounts in which shall be kept full true and complete accounts of the affairs and transactions of the Association.

28.2 These shall be the responsibility of the Secretary and Treasurer.

28.3 The accounts of the Association shall be closed annually at the last day of June each year. A Statement of Income and Expenditure, Balance Sheet and supporting documents for the period shall be prepared and submitted to the Auditor together with the books and vouchers relating thereto for examination and such Statement together with the Auditor’s report shall be submitted to the Members at the Annual General Meeting.

28.4 No member or former member of the Board of Management is eligible to be auditor.

- 28.5 All monies received by or on behalf of the Association as and when received shall be paid into or deposited into a bank account in the name of the Association. The bank and the account number or numbers shall be notified to the authorised members of the Board of Management.
- 28.6 All cheques on such account shall be drawn in the name of the Association and be signed by any two of the authorised signatories determined by the Board of Management. All payments, other than minor items paid from Petty Cash or Credit Card, to be made by the Association shall be made by cheque.
- 28.7 All monies forming parts of the funds of the Association and requiring investments may be invested by the Board of Management in the name of the Association.

29. CUSTODY OF RECORDS

- 29.1 These shall be kept in a secure location either at the Association or at premises to be determined by the Board of Management.

30. MINUTES OF MEETING

- 30.1 The Board of Management shall cause to be kept minutes of the proceedings of all meetings and all General Meetings of Members. The minutes of any meeting shall after having been passed by the succeeding meeting be signed by the Chairperson of the meeting and shall be evidence of the business transacted at such meeting.
- 30.2 These minutes shall be the responsibility of the Executive Director of the Association who will act as Secretary to the Board of Management.

31. NOTICES

- 31.1 Notice of any meeting may be sent by letter addressed to every Member at his last known place of abode or business as recorded in the Register of Members and the same be deemed to have been received by the addressee at the time when in the ordinary course of post the same would have been delivered. Non-receipt by any Members of Notice shall not invalidate the proceedings at any meeting. Notices of meetings must include all papers relating to the agenda of the meeting.

32. INDEMNITY OF OFFICERS

- 32.1 No Officer or Member of the Association shall be liable for the acts, receipts, neglects or defaults of any other member or officer, or for loss or expense happening to the Association through the insufficiency or deficiency of any title to any property acquired by or on behalf of the Association for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any persons with whom any monies, security or effects shall be deposited or for any loss or error of judgement, omission, default or oversight on his part or for any loss, damage or misfortune whatsoever which may happen in relation to the execution of the duties of his office or in relation thereto unless the same happens through his own wilful act or neglect.
- 32.2 No Member or Officer of the Association shall be under any personal liability beyond the assets of the Association at the time for any debts or claims of any kind against the Association in the event of the winding up or dissolution of the Association or in any other event.

33. COUNSEL AND SOLICITORS

- 33.1 Legal advice and assistance may be obtained by the Board of Management on any matters relating to the business of the Association.

34. RULES OF THE ASSOCIATION

34.1 The Constitution of the Association (subject to the provisions of the Associations Incorporation Act 1987 and the Industrial Relations Act 1979 as modified by any Statute for the time being in force) may be altered, rescinded or repealed and new rules may be made from time to time by resolution passed with the consent of 75% of Members (calculated in number of votes) present personally or by proxy voting at any General Meeting of which fourteen (14) days notice shall be given specifying the proposed alteration, rescission, repeal and/or new rules.

The amendments to Rules shall not have effect unless the proposed amendments have been put to the membership with an explanation of proposed changes and their right of objection and a certificate has been issued in accordance with section 62 of the Industrial Relations Act 1979.

34.2 All Members of the Association shall be bound by the Rules and By-Laws of the Association for the time being.

35. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE ASSOCIATION

35.1 If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred –

- (a) to another Association incorporated under the Act; or
- (b) for charitable purposes

35.2 In the event of the winding up or dissolution of the Association, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.

36. INSPECTION OF RECORDS

36.1 The books, documents, records and securities of the Association shall be made available by the Treasurer or his nominee for any Member to inspect without charge at the premises of the Association between the normal business hours Monday to Friday excluding public holidays, on the provision of a written request, which provides five (5) working day's notice of such inspection.

37. ELECTIONS

37.1 All elections required by these Rules or by law shall be conducted in accordance with these Rules except to the extent that the Industrial Relations Act 1979 or any other law or regulation provides otherwise in which case the provision of such law or regulation shall be given effect to and any provision of these Rules that may be inconsistent with such law or regulation shall cease to apply to the extent of such inconsistency but otherwise the provisions of these Rules shall apply.

37.2 Whenever it becomes necessary for an election to be conducted under these Rules or in respect of any position or office in the Association or any division and no specific provision is made in these Rules applicable thereto, the provisions of these Rules relating to elections shall apply to the extent they are capable of so doing and it shall be the right and responsibility for the Returning Officer appointed to conduct such election to determine the procedure to be followed in any circumstances for which the Rules make no provision and the decision of the Returning Officer shall be final.

38. RETURNING OFFICER

- 38.1 Whenever it is necessary under these Rules to hold an election to fill a vacancy in any office, the Board of Management shall at least seven weeks before the date on which the vacancy is due to occur appoint a Returning Officer to conduct the election.
- 38.2 The Returning Officer shall not be the holder of any office or an employee or an appointee of the Association.
- 38.3 The Returning Officer appointed pursuant to Sub Rule 38.1 hereof shall hold office only in respect of the election for which he is appointed Returning Officer.
- 38.4 In the event of the Returning Officer becoming a candidate for election to any office he shall cease to be the Returning Officer and the Committee shall forthwith appoint a new Returning Officer in his place.
- 38.5 It shall be the duty of the Returning Officer:
- (a) to accept or reject nominations for election to any office, and
 - (b) to conduct every election in respect of each office in accordance with these Rules and the Industrial Relations Act 1979 as amended and any regulations made thereunder.
- 38.6 If in the conduct of any election the Returning Officer finds a nomination to be defective he shall, before rejecting the nomination, notify the person concerned in the defect in writing and where it is practicable to do so, give him the opportunity of remedying the defect within seven days of such notification.
- 38.7 The Returning Officer shall determine the times and dates of the commencement and close of the period for lodging nominations of candidates for election for any office having regard to:
- (a) the date of expiration of the term of office of the holder of the office.
 - (b) the time required to lodge nominations,
 - (c) the time required to complete the election, and
 - (d) the provisions of these Rules relating to the times and dates of the commencement and close of the period for lodging nominations in respect of the election.
- 38.8 The Returning Officer shall determine the place for lodging nominations of candidates for election.
- 38.9 The Returning Officer shall, not less than fourteen days or more than twenty one days before the commencement of the period for lodging nominations of candidates for an election for an office, cause to be published in a newspaper or newspapers circulating widely within the State a notice setting out:
- (a) the name of the Association,
 - (b) the title of the office,
 - (c) the form in which nominations are to be made,
 - (d) the place for lodging nominations,
 - (e) the times and the dates of commencement and close of the period for lodging nominations (which shall be a period of not less than seven days) and inviting nominations of persons eligible under these Rules for election to the office to stand as candidates for election to that office.
- 38.10 The Returning Officer shall use, for the purpose of receiving ballot papers in respect of an election, a private postal box used exclusively for that purpose.
- 38.11 The Returning Officer, a person taking a step in or in connection with an election, may take such action and give such directions as he considers necessary in order to ensure the secrecy of the ballot and that no irregularities occur in or in connection with the election or to remedy any inconsistency or inadequacy that arises in the application of these Rules to the conduct of an election for an office.

39. NOMINATIONS

- 39.1 A person shall not be eligible to be elected to an office unless at the date of closing of nominations that person:
- (a) is a financial member, and
 - (b) has been duly nominated in accordance with these Rules.
- 39.2 All nominations for election to an office shall be in writing signed by the person nominated signifying that person's willingness to accept the office if elected and shall be countersigned by at least one person entitled to vote in the election.
- 39.3 A person nominated as a candidate may by notice signed by him and witnessed by an elector and addressed to and lodged with the Returning Officer before the time fixed for the expiry of the period for lodging nominations, withdraw his consent to the nomination and that person shall thereupon be deemed not to have been nominated.
- 39.4 If on the expiry of the period for lodging nominations for an office only one candidate is nominated for that office the Returning Officer shall declare (in accordance with these Rules) that the candidate so nominated has been elected.
- 39.5 If on the expiry of the period for lodging nominations for an office no nomination for that office has been received the Returning Officer shall as soon as practicable notify the Committee to the effect and upon receipt of such notification the Board of Management may appoint an eligible person to hold that office and the person so appointed shall for all purposes be deemed to have been elected in accordance with these Rules.

40. ELIGIBILITY TO VOTE

- 40.1 All persons who are financial members of the Association at the time of the close of nominations shall be eligible to vote in each election.
- 40.2 Subject to Rule 42.3 and notwithstanding the provisions of Sub Rule 40.1 of this Rule any member who ceases to be a financial member of the Association or who resigns prior to the date of the election shall cease to be a person eligible to vote in the election.

41. ELECTORAL ROLL

- 41.1 The full names and addresses of the members who are entitled under these Rules to vote in an election shall form the electoral roll for that election.
- 41.2 The Board of Management shall cause the Secretary to provide the Returning Officer with a roll of the persons who at the close of nominations are entitled to vote in the election and that roll shall:-
- (a) List in alphabetical order the members of the Association who are eligible to vote in the election,
 - (b) Be provided on or before the expiration of fourteen (14) days of the close of nominations,
 - (c) Be certified as a true and correct roll of those eligible to vote in the election by the Secretary, and
 - (d) Show the full name of each member in alphabetical order of surname and where the surnames are identical in alphabetical order of christian or given names (the surname being in each case stated before the christian or given names) with a consecutive number against each name in a margin at the left hand side of the surname.
- 41.3 The Returning Officer shall delete from the roll the names of persons who after close of nominations and prior to the date of the election cease to be entitled to vote in the election.

41.4 The Returning Office shall at the place where he carries out his functions as Returning Officer make the electoral roll available for inspection by members or by any persons authorized by the Returning Officer during the ordinary hours of business until the day on which the result of the election is declared.

42. CONDUCT OF BALLOT

42.1 Where more than one candidate is nominated for election for an office the Returning Officer shall determine the date of commencement and issuing of ballot papers and the time and date of the close of the ballot having regard to:

- (a) the date or expiration of the term of office of the retiring committeemen,
- (b) the time required to send and return ballot papers by post,
- (c) the time required to complete the election, and
- (d) the provisions of these Rules relating to the times and dates of the commencement and close of the ballot in respect of the election.

42.2 As soon as practicable after the date determined under the preceding sub rule of the commencement of issuing of ballot papers in respect of an election the Returning Office shall issue by posting by pre-paid post to each person whose name is on the roll and who is eligible to vote at the address shown on the roll, a ballot paper and other ballot material appropriate to the election in respect of which the person is entitled to vote in a sealed envelope and provide for the return of the ballot paper without expense to the voter.

42.3 Where in respect of an election the Returning Officer has under the preceding sub rule issued a ballot paper to a person whose name is after the issue of the ballot paper deleted from the roll the person shall be deemed to be entitled to vote in the election.

42.4 The envelope referred to in Sub Rule 42.2 shall bear an instruction that if it is not delivered to the addressee it shall be returned to the private postal box referred to in Rule 38.10.

42.5 The envelope referred to in Sub Rule 42.2 shall contain:-

- (a) a ballot paper initialed by the Returning Officer or bearing a facsimile of those initials,
- (b) an envelope marked "Ballot Paper",
- (c) an envelope addressed to the Returning Officer at the private postal box referred to in Rule 38.10 being an envelope that may be posted without expense to the voter (the back of which envelope may be used as a counterfoil) and, where the back of that envelope is not so used, a separate counterfoil.

42.6 The counterfoil shall be numbered with a number coinciding with the voter's consecutive number on the electoral roll and shall make provision for the endorsement thereon of:-

- (a) the office or offices to which the election relates,
- (b) the full name of the voter
- (c) the address of the voter
- (d) the signature of the voter

42.7 Ballot papers shall be in a form in accordance with these Rules and the provisions of the Industrial Relations Act 1979 and the regulations made thereunder but otherwise as determined by the Returning Officer.

42.8 The Returning Officer shall obtain on each occasion from the printer of the ballot papers a certificate stating the number of ballot papers printed in respect of the election being held.

42.9 The Returning Officer shall conduct a draw for positions on the ballot paper.

42.10 The Returning Officer shall include on the ballot paper information and instructions to the voter that is substantially in accordance with the following:-

- (a) the title of each office to which the election relates,

- (b) the time and date of the close of the ballot
 - (c) how to mark the ballot paper in order to record a formal vote so that such instructions shall comply with these Rules as far as possible.
 - (d) not to put on the ballot paper any mark or writing by which the voter can be identified,
 - (e) the place the ballot paper when completed in the envelope marked "Ballot Paper" and then to seal the envelope,
 - (f) to complete the details on the counterfoil
 - (g) to place the ballot paper envelope (and the counterfoil if a separate one is used) in the envelope addressed to the Returning Officer and then to seal the envelope addressed to the Returning Officer and post it to the Returning Officer before the time of the close of the ballot.
- 42.11 Where an application made before the time of the close of the ballot in an election the Returning Officer is satisfied of the evidence presented to him that a ballot paper or return envelope issued to a person whose name is on the electoral roll has not been received or has been lost, destroyed or spoilt, he may issue to that person a duplicate ballot paper or return envelope as the case may be.
- 42.12 An application under the preceding sub rule by a person for a duplicate ballot paper or return envelope shall be in writing setting out the grounds on which the application is made accompanied by a statutory declaration declaring that the person has not voted in the election and shall have annexed to it any evidence that is available of the non-receipt, loss, destruction or damage.
- 42.13 At the time of the close of the ballot but not before an in the presence of the scrutineers, or where a scrutineer has been informed in accordance with these Rules but is not present in his absence, the Returning Officer shall:-
- (a) Collect all envelopes from the private postal box at the post office
 - (b) Take all the envelopes so collected to the place of count and proceed to make the count
 - (c) Keep all the envelopes in safe custody until the count is complete.
- 42.14 The Returning Officer in consultation with Board of Management shall make provision for the preservation in the custody of the Association:-
- (a) all nomination papers
 - (b) all ballot papers admitted as formal
 - (c) all ballot papers rejected as informal
 - (d) all counterfoils relating to the ballot papers whether formal or informal,
 - (e) all envelopes received after the close of the ballot,
 - (f) the marked electoral roll against which counterfoils were checked
 - (g) unused ballot papers, counterfoils and other documents prepared in connection with the election which shall be respectively placed in separate containers each endorsed with the name of the Association and the office to which the election relates and shall be sealed, signed and dated by the Returning Officer and retained for a period of not less than four weeks after the date of the election.

43. SYSTEM OF VOTING

- 43.1 Voting shall be by the preferential system and accordingly each voter shall mark his ballot paper by placing the figure 1 opposite the name of the candidate for whom he votes as his first preference and the figures 2, 3, 4 (and so on as the case requires) opposite the respective names of all of the remaining candidates so as to indicate by such numerical sequence the order of his preference for each candidate provided that at any election where there are only two candidates a ballot paper shall be deemed to be sufficiently marked if marked so as to indicate the voter's first preference.

44. COUNT OF BALLOT

Subject to the provisions of the Industrial Relations Act 1979:

- 44.1 The Returning Officer before proceeding to count the number of votes to ascertain which candidate is successful in the election shall:
- (a) check each counterfoil against the member's names on the electoral roll and if the voting papers are in order mark the roll,
 - (b) remove the ballot paper envelope from the envelope addressed to the Returning Officer and place the ballot paper envelope unopened in a separate container
 - (c) when all counterfoils are checked and cleared, open the ballot paper envelopes and proceed with the count.
- 44.2 Where any voting papers are rejected the Returning Officer shall replace the counterfoil and the envelope marked "Ballot Paper" unopened in the envelope in which they were received, endorse the latter envelope "rejected" with the reasons for rejection and set aside for safekeeping.
- 44.3 The Returning Officer shall reject as informal a ballot paper that:
- (a) does not bear the initials of the Returning Officer or a facsimile of those initials are required by these Rules,
 - (b) has upon it a mark or writing by which the voter can be identified, or
 - (c) is not marked substantially in accordance with the instructions referred to in Rule 42.10 (c).
- 44.4 Where during the scrutiny the Returning Officer is informed by a scrutineer appointed under these Rules that the scrutineer objects to a ballot paper being admitted as formal the Returning Officer shall decide the matter by admitting or rejecting the ballot paper and shall endorse his decision on the ballot paper.
- 44.5 Subject to the following sub rule the procedure at the count after the Returning Officer has scrutinized the ballot papers and rejected any informal votes shall be as follows:-
- (a) If there are only two candidates the Returning Officer will count the number of votes recorded for each candidate and at the declaration of the result of the ballot will declare the candidate who has received the greatest number of votes duly elected.
 - (b) If there are more than two candidates the Returning Officer will arrange the ballot papers in parcels so that each parcel consists of those ballot papers on which the first preference vote is indicated for the same candidate and will count all the first preference votes given to each candidate respectively. If the number of first preference votes received by the candidate receiving the greatest number of first preference votes constitutes an absolute majority the Returning officer will at the declaration of the result of the ballot declare the candidate duly elected.
 - (c) If no candidate has an absolute majority of votes after the counting of the first preference votes the Returning officer will declare the candidate who has received the least number of first preference votes to be defeated and the ballot papers counted to him will be distributed amongst the non-defeated candidates in order of the voter's next preference as shown thereon. If after such a distribution the number of votes recorded in favour of one of the remaining candidates is an absolute majority he will be declared duly elected otherwise the process of declaring the candidate who has the least number of votes defeated and of distributing his ballot papers amongst the non-defeated candidates according to the voter's next preference as shown thereon will be repeated and votes recounted after each distribution until one candidate has obtained an absolute majority of votes, which candidate the Returning Officer will at the declaration of the result of the ballot declare duly elected.
 - (d) If at the conclusion of any stage during the count the number of votes recorded for any two or more candidates is the same the Returning Officer will draw lots to decide which of such candidates shall be declared duly elected and which candidate defeated, as the case may be.
- 44.6 In the case of an election to fill two or more vacancies the procedure shall be to progressively eliminate the candidates with the lowest number of votes and to distribute the next available preferences shown on the

ballot papers until only such number of candidates remain as are required to fill the number of vacancies to be filled. Such remaining candidates shall be declared duly elected by the Returning Officer at the declaration of the result of the ballot.

45. DECLARATION OF RESULT OF ELECTION

- 45.1 The Returning Officer shall submit a written report of the result of each ballot to the next meeting of the Board of Management following the completion of the count of the ballot. The Returning Officer shall attend such meeting of the Board of Management and declare the result of each election.
- 45.2 Where it is not practicable for the Returning Officer to declare the result of an election in accordance with Rule 42.1 and in particular where there is no meeting of the Board of Management within fourteen (14) days following the election the Returning Officer shall declare the result of the election by giving notice of the result in writing to the Association at its registered office on or before the expiration of the period of fourteen (14) days aforementioned.
- 45.3 The Returning Officer shall in the manner and at the time of declaring the result of an election under Rules 42.1 or 42.2 (as the case may be) declare in respect of the election:-
- (a) the number of ballot papers other than duplicate ballot papers issued,
 - (b) the number of duplicate ballot papers issue,
 - (c) the number of ballot papers admitted as formal,
 - (d) the number of ballot papers admitted as informal,
 - (e) the number of unused ballot papers,
 - (f) the number of ballot papers certified by the printer pursuant to Rule 42.8 and
 - (g) the number of votes admitted as recorded in favour of each candidate.

46. SCRUTINEERS

- 46.1 Each candidate nominated for election may by written notice given to the Returning Officer not less than seven (7) days prior to the close of the ballot appoint a person who is a financial member of the Association (other than the candidate himself) to be a scrutineer in respect of that election and may by notice in like manner appoint another such person to carry out the function of scrutineer where the first mentioned person declines to carry out these functions.
- 46.2 A scrutineer appointed under Sub Rule 46.1 shall be given sufficient notice in writing by the Returning Officer prior to the date and time when the Returning Officer opens the private postal box at the Post Office to enable him to be present while the Returning Officer performs his functions.
- 46.3 Subject to these Rules a scrutineer appointed under Sub Rule 46.4 may:-
- (a) be present while the Returning Officer carries out his functions under Rules 42.8 and 44.1,
 - (b) direct the attention of the Returning Officer to any irregularity concerning the issue of ballot papers, the admission of any envelope to scrutiny, the admission of a ballot paper as formal, the rejection of a ballot paper as informal or the counting of the vote, and
 - (c) carry out any other functions of a scrutineer under these Rules.
- 46.4 Where a scrutineer appointed under Sub Rule 46.1:-
- (a) Interrupts the scrutiny otherwise than in accordance with the provisions of these Rules, or
 - (b) fails to carry out a lawful request by the Returning Officer,
- the Returning Officer may direct he scrutineer to leave the place where the scrutiny is being conducted.
- 46.5 A scrutineer appointed under Sub Rule 46.1 shall comply with a direction of the Returning Officer given under Sub Rule 46.4.