[010Q: Incorporates alterations of 24/10/2014 (R2012/136 and R2013/50) replaces rulebook dated (14/10/2009)		
I CERTIFY under section 161 of the Fair Work (I		
Organisations) Act 2009 that the pages herein n	umbered 1 to	
26 both inclusive contain a true and correct copy	r of the	
registered rules of Australian Community Service	es Employers	
Association,		
Union of Employers.		
——————————————————————————————————————		
TAIR WORK GOWINIGOION		

Rules of the Australian Community Services Employers Association, Union of Émployers **Proposed Draft Rules Community Management Solutions**

Rules of Community Management Solutions

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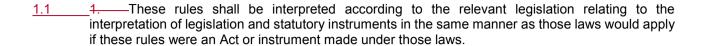
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APPENDIX 41

1. INTERPRETATION



1.2 2. In these rules a reference to a function includes a reference to a power, authority and duty; and a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of that duty.

2. NAME

2.1 3. The name of the Association shall be Australian Community Services Employers Management Solutions, and shall hereafter be referred to as "the Association, Queensland Union of Employers.".

3. REGISTERED OFFICE

4. The registered office of the Association shall be situated in the State of Queensland at Suite
 11, 39 Jeays Street, Bowen Hills Unit 5, 321 Kelvin Grove Road, Kelvin Grove, Queensland,
 4006.4059 or such place as the Board determines from time to time

4. PURPOSES AND POWERS

- 4.1 5. The purposes principal object for which the Association is formed are established is to represent employers support and persons (other than employees) who carry on business in or in connection with enhance the provision of community education and care services, and to procure by the registration of the Association as an organisation of employers under the relevant industrial legislation Community Services sector and to also procure its supporting objects are:
 - (a) to encourage and support Members in their provision of appropriate standards of services for stakeholders in the Community Services sector;
 - (b) to promote the provision of quality Community Services in Australia;
 - (c) to promote the registration or recognition of work of, encourage co-operation between and to provide a focus for the Association in any manner permitted by law to enable exchange of information and ideas to assist, Members in fulfilling their roles;
 - (d) to facilitate effective representation for and on behalf of Members both in Australia and internationally before all tiers of government and the Association to better represent community;
 - (e) to provide advice, assistance and services to Members in relation to their financial management and audit obligations;
 - (g) to provide, encourage and support the development of educational programs aimed at improving the Community Sector in Australia; and

- (h) to support and represent Members in connection with any industrial relations issues, including but not limited to awards, agreements and matters before tribunals or commissions, and including to act as an employer organisation in regard to matters of a general industrial-interests and the interests generally, of its members, employee and/or award nature for which purposes the Association will, among other things:
 - (i) take such steps as are necessary to enable it to represent Members before the Fair Work

 <u>Commission</u> and any person eligible to be a member.relevant Federal or State tribunal or registry;
 - 5A. (ii) provide an industrial service to Members including the provision of awards and industrial information, and whenever appropriate in the circumstances, representation in establishment and/or industry based disputes;
 - (iii) arrange training programmes and packages aimed at enhancing the performance standards of management and staff.
- The Association has the capacity to exercise its powers in any place.
- 5. MEMBERSHIP
- 5.1 Eligibility:
- 6. (1)
 - (e)5.1.1 A person, (which shall include an incorporated entity or unincorporated association) shall be eligible to become an Ordinary Member of the Association if the person is an employer or person (other than an employee) who carries on business in or in connection with the provision of community services throughout Community Services anywhere within the Commonwealth of Australia.

5.2 ——Application for Membership

- (e)5.2.1 An application for membership of the Association shall be in writing and shall state the applicant's name, address and place of business and be accompanied by the membership fee and annual subscription payable under these rules, provided that any person who prior to 1 November 2007, was included within the membership records of the Association shall be deemed to have been validly admitted as a member of the Association and entitled to remain as a member for all purposes of these Rules.
- 5.2.2 (2)—'Community Services' shall mean Care and Education Services for children and families and other members of the Community for example Kindergartens, Pre-Schools, Child Care Centres (with the exclusion of private long day care centres), Family Day Care, Outside School Hours Care, Neighbourhood Centres, Parents and Citizens/Friends Organisations and Community Centres.
- 6.2.3 (3) An Ordinary Member of the Association, being a corporation as defined in the Corporations Law or any successor thereto, may, by written notice forwarded to the Secretary of the Association, nominate a director efor other authorised person of the corporation (not being an employee of the member) as the representative of the member. Wherever these rules provide for any Ordinary Member to attend any meeting or to be eligible for election to any office, the nominated representative of an Ordinary Member shall be deemed for the purpose of such provision to be the member of the Association.
- <u>5.2.4</u> (4) The Association shall inform applicants for membership, in writing, of the financial obligations arising from membership and the circumstances, and the manner, in which a member may resign from the Association.

5.3 Associate Members

- <u>5.3.1</u> (5) Membership as an Associate Member shall be open to any person other than an Ordinary Member who has a genuine and demonstrated interest in the objects and purposes of the Association and shall include but not be limited to the following categories:
 - <u>5.3.1(a)</u> persons engaged in academic studies or other professional activities relating to <u>community services</u> Community Services;
 - <u>5.3.1(b)</u> persons interested in the –promotion or the proper conduct of community services Community Services;
 - <u>5.3.1(c)</u> persons engaged in the establishment of a community service which has not yet been established.
- 5.3.2 (6) The Board may establish such categories of Associate Members as it may consider appropriate and may, in its absolute discretion, determine the rights, privileges and liabilities of each category.
- 5.3.3 (7) A person may apply to become an Associate Member of the Association if:

(a) that person states in writing to the association their name, address, place of business and the nature of their interest in the Association; and
 (b) that person tenders the annual subscription/fee payable (for Associate Members) under these rules.

(8) The Board may reject any application for membership as an Associate Member or terminate the membership of an Associate Member in accordance with the provisions as they deal with "Resignation of Membership" (including "Cessation of Membership" and "Expulsion from Membership" as they relate to Ordinary Members) of these rules provided that such members shall have the right of appeal against rejection or objectionable termination of membership as provided under rule 16.

5.4 Life Membership

5.4.1 (9) Life membership may be granted by the Board to any person who the Board considers has rendered outstanding and extraordinary services to the Association as a member of the Association. Life members shall retain all the rights of a financial ordinary member.

5.5 Cessation of Membership:

5.5.1 7. A person ceases to be a member of the Association if the person -

5.5.1(a) (a) ceases to be eligible to become a member of the Association;

5.5.1(b) (b) dies;

5.5.1(c) (c) resigns that membership;

5.5.1(d) (d) is expelled from the Association; or

(f)5.5.1(e) is an Unfinancial Member thirty (30) days after being given written notice by the Secretary of having been unfinancial for a period of two (2) months or more.

<u>5.5.2</u> 8. The Secretary shall make an appropriate entry in the register of members recording the date on which a member ceases to be a member.

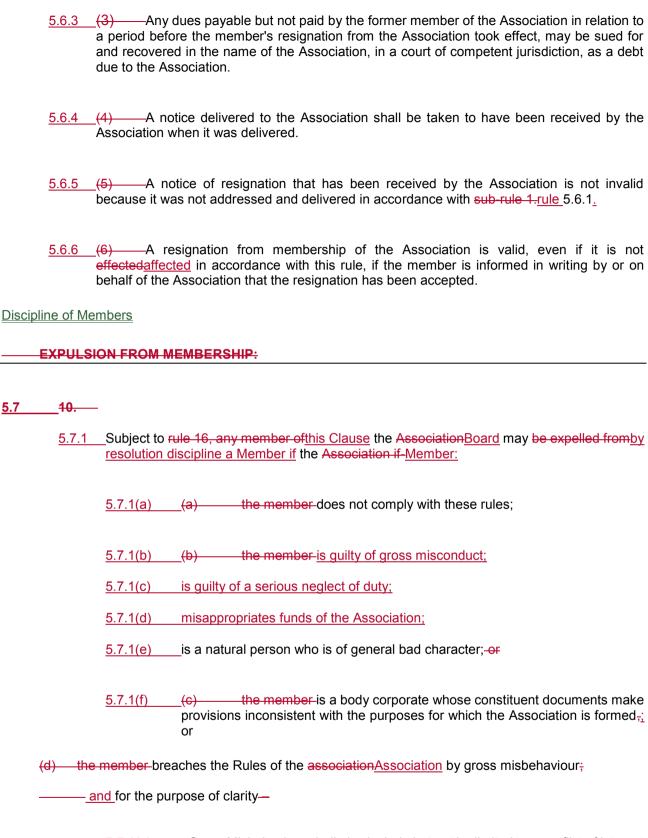
5.6 Resignation of Membership:

5.6.1 9. (1) A member of the Association may resign from membership by a written notice addressed and delivered to the Association.

5.6.2 (2) A notice of resignation from membership of the Association takes effect:

<u>5.6.2(a)</u> where the member ceases to be eligible to become a member of the Association;

	(1) (1) On the day on which the hotice is received by the Association, of
	(ii) (ii) on the day specified in the notice, which is a day not earlier than the day when the member ceases to be eligible to become a member; whichever is later.
5.6.2(b)	_ (b) in any other case:
	(i) (i)at the end of 2 weeks, or such shorter period as is specified in the rules of the organisation, after the notice is received by the organisation or
	(ii) (ii) on the day specified in the notice; whichever is later.



5.7.1(g) _____. Gross Misbehaviour shall also include but not be limited to a conflict of interest or an action by a member that brings _.

(a) For the purpose set out in the Association into disrepute. preceding clause,

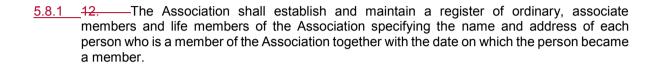
DISCIPLINE OF MEMBERS:

- 5.7.2 11. (1) Where the Board is of the opinion that any member of the Association is a person referred to in rule 10 (Expulsion from Membership), the Board may, by resolution, expel the member from the Association or fine, suspend the member or expel a Member from membership of the Association for a specified period, or impose conditions on a Member's membership.
- (2) A-Prior to the Board voting on a resolution of the Board under rule 11(1) is of no effect unless the Board, at a meeting held not earlier than fourteen (14) days and not later than twenty eight (28) days after service on the member of a notice under rule 11(3), confirms the resolution in accordance with this rule.
- (3) Where the Board passes a resolution under rule 11(1), the Secretary shall, as soon as practicable, cause a Clauses 5.7.1 and/or (e)(a), the Board must give notice in writing of its intention to be served ondiscipline the member -
 - (a) Member to the Member setting out the resolution and the grounds on which itthe intended resolution is made;
 - (b) stating that the member may address the Board at a meeting to be held not earlier than fourteen (14) daysbased; and not later than twenty eight (28) days after service of the notice:

- (c) stating the date, time and place of that meeting; and
- (d) informing the member Member that they have one (1) month from the member may do bothdate of the following:
- 5.7.3 (i) submitnotice to the Board at or prior to the date of that meetinggive written submissions relating to the Board in relation to the proposed resolution; and.
 - (ii) attend and speak at the meeting
- (4) At a meeting of the Board so held the Board shall, on motion by the Secretary, or another member of the Board appointed for the purpose, who shall not attend upon or participate in the Board's determination on the motion.
 - (a) consider any written submissions submitted to the Board by the member at or prior to the meeting:
 - (b) give to the member an opportunity to make oral submissions; and
 - (c) by resolution determine whether to confirm or to rescind the resolution made under rule 11(1).
 - 5.7.4 (5) Where If the Member gives written submissions in relation to the proposed resolution, the Board must consider those submissions and then give the Member written notice as to whether or not the Board still intends to propose the resolution; and if the Board does so intend, stating that the Member has fourteen (14) days from the date of that notice to require that the matter be referred to mediation under Clauses 5.7.5 and 5.7.6. If the Member does not give written submissions in relation to the proposed resolution, or does not provide such submissions within time, the Board may pass the proposed resolution as and when it sees fit.
 - 5.7.5 If the matter is referred to mediation under this Clause, the mediation must be conducted:
 - (a) in such manner as the Board confirms areasonably determines; and
 - (b) in accordance with the rules of natural justice.
 - 5.7.6 The mediator must be chosen by agreement between the parties or, failing such agreement then as chosen by the President of the Queensland Law Society at the request of either party. The mediator must be a person who is a mediator accredited under the National Mediator Accreditation System who's entitled to mediate in Queensland. The mediation shall be conducted in accordance with the guidelines issued by the National Mediator Accreditation System.
 - 5.7.7 Once the mediation is concluded, the Board may decide whether or not to pass the resolution under Clause 5.7.1.
 - 5.7.8 Where the Board passes a resolution pursuant to rule 11(4),5.7.1 as allowed by 5.7.7, the Secretary shall, within seven (7) days after that confirmation, by notice in writing, inform the member of the confirmation and of the member's right of appeal under rule 16decision of the Board.
- (6) A resolution confirmed by the Board under rule 11(4) does not take effect -
 - (a) where the member does not exercise the right of appeal, until the expiration of the period within which the member is entitled to appeal;
- (b) where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to rule 16(4).

5.7.9 Where a Member is expelled from membership pursuant to this Clause, such Member shall continue to be liable for all arrears of subscription due and unpaid at the date of his expulsion and for all other moneys due by him to the Association and any subscription paid prior to the date of expulsion will not be refunded to the Member.

5.8 Register of Members:



5.8.2 13. The register of members shall be kept at the principal office of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable time.

5.9 Fees and Subscriptions:

5.9.1 14. (1) A member of the Association shall, upon admission toperson applying for membership, of the association must first pay the Association as membership fee as determined by the Board, from time to time.

- 5.9.2 (2) In addition to any amount payable by the member under rule 14(1) (relating to admission),5.9.1, a member of the Association shall pay to the Association an annual membership fee as determined by the Board and (if applicable) any service fees, both as determined by the Board from time to time-or, where some other amount is determined by the Board, that other amount.
- 5.9.3 (a) except as provided by paragraph (b), Membership fees are to be paid before 31st December in each calendar year; or.
 - (b) where the member becomes a member on or after 31st December in any calendar year, upon becoming a member and before 31st December in each succeeding year.
- 5.9.4 The service fees must be paid in accordance with the agreement between the member and the Association.

5.10 Members Liabilities:

15. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 14.5.9.

RIGHT OF APPEAL:

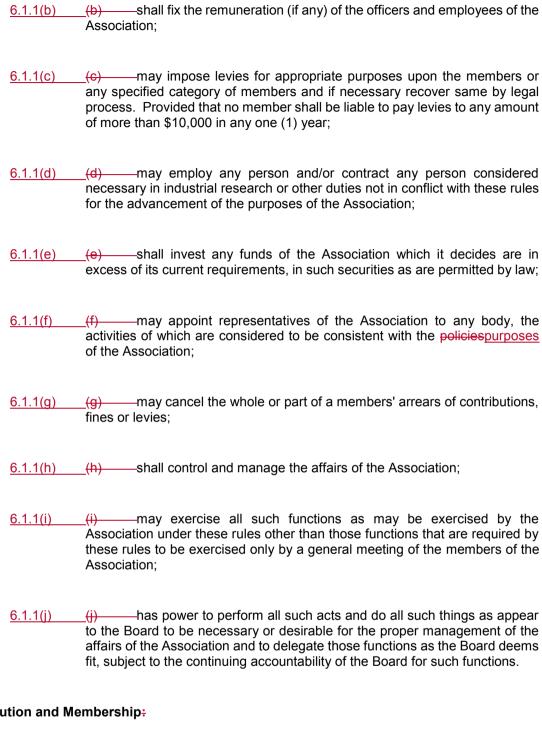
- 16. (1) Any member may appeal to the Association in general meeting against the confirmation of a resolution under rule 11(4) by lodging with the Secretary a notice of appeal, within seven (7) days after notice of the confirmation is served on the member.
 - (2) Upon receiving a notice from a member under rule 16(1) the Secretary shall inform the Board and convene a general meeting of the Association to be held within thirty (30) days of the date on which the Secretary received the notice.
 - (3) At a meeting of the Association convened under rule 16(2) -
 - (a) no business other than the matter of the appeal shall be transacted;
 - (b) the Board, by the Secretary or another member of the Board appointed for the purpose, and the member shall be given the opportunity to state their respective cases orally or in writing or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or rescinded. The members of the Board shall not vote on the question.
 - (4) If at a general meeting the Association resolves to either confirm or rescind the resolution, then the resolution is either confirmed or rescinded as the case may be.

6. BOARD

6.1 Power and Functions of the Board:

6.1.1 _____The Board shall be the Board of the Association and, subject to the relevant laws and these rules and any decisions of the Association in general meeting -

6.1.1(a) (a) shall direct the policy of the Association in all matters affecting the interests of the members;



6.2 Constitution and Membership:

- —The Board shall comprise the office-bearers Office-Bearers of the Association and up to six (6) ordinary or associate members (Total up to 10).
- The office-bearers Office-Bearers of the Association in descending hierarchy shall be the President; the Vice-President; the Treasurer; and the Secretary. bearers Office-Bearers on the Board are deemed to be less than the office-bearers Office-Bearers in the order of hierarchy.

Election of Members of the Board: 6.3

- 20. (1) Where a ballot is required for the election of the members of the Board, such election will be by way of secret postal ballot of the financial members of the Association and the elected members shall hold office for a term expiring three (3) years after the declaration of the result of the ballot in September of each election year.
- 6.3.2 (2) Where a ballot is not required for Subject to 6.3.3, the election term of office for successful candidates will commence on the members 1st September or from the date of the Board, the members declaration of the result of the election, whichever is later. Successful candidates shall hold office for a term expiring three (3)3 years. All or until their successors are elected officers will and take up-office in September.
- 6.3.3 Only for the purposes of eachthe election year to be held in 2021:

Any election of the members of the Board shall be held (or, if it cannot be completed, shall be commenced) in such months before September as is determined by the Board and in the same month every three (3) years thereafter by secret postal ballot of financial ordinary and associate members and the members of the Board so elected shall hold office for a period of three (3) vears. -the successful candidates will hold office from the date of 6.3.3(a) declaration of the result of the election; and the term of office shall be until their successors are elected and take office 6.3.3(b) which must occur in September 2024. Each election shall be so conducted as to ensure, as far as practicable, that no irregularities can occur in relation to the election. (5) Each election shall be conducted, from the call of nominations to the declaration of the result, by a returning officer who is not a member, the holder of any office in, or employee of, the Association. (7)6.3.6At least fourteen (14) days before nominations open, a returning officer shall be appointed, by the electoral authority or failing such appointment, by the Board, to conduct the election in accordance with the relevant laws. _(7)—Subject to rule 20 (27),6.3.29, the Secretary, at the request of the returning officer, shall certify as correct and forthwith deliver to the returning officer, a list of the names and addresses of the financial members of the Association —A candidate shall be eligible for nomination for election if, and only if, the candidate is a natural person who is a financial ordinary or associate member of the Association or the nominated representative of a financial ordinary or associate member of the Association who has been nominated in accordance with the procedure contained in rule $\frac{6(3)}{5}$.5.2.2. —Nominations shall open on the first Monday of the month in which the election is to be held. The returning officer shall notify all members of the association pursuant to rule 508.9 (relating to the service of notices) and, if the returning officer shall see fit, by notice published in a daily national newspaper.

(b)

of the call for nominations.

6.3.10 (10) Nominations for candidates for election -

6.3.10(a)

6.3.10(b)

-shall be made in writing signed by two (2)a financial

—shall be delivered to the returning officer within twenty-one (21) days

membersmember of the Association, shall state the office for which the nomination is being made and shall be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

- 6.3.11 (11) Every notice calling for nominations shall set out the substance of sub-rule 20(9)6.3.9 and shall specify the date and time on and at which nominations shall close, being twelve (12) noon on 21st day after the sending of the said notice or the publication of a notice in a national daily newspaper and the address to which nominations must be sent.
- 6.3.12 (12) A candidate may nominate for election for more than one (1) office at the same election but shall not hold more than one (1) office simultaneously. Where a candidate nominates for and is elected to more than one (1) office, the candidate may only hold the office of the higher of the elected offices in descending order as set out in rule 19.6.2.2.

- <u>6.3.13</u> (13) —If the returning officer conducting an election finds a nomination to be defective, the returning officer shall, before rejecting the nomination, notify the person concerned of the defect and, where practicable, give the person the opportunity of remedying the defect within such a period as is applicable under the rules which shall, where practicable, be not less than seven (7) days after the person is notified.
- <u>6.3.14</u> (14) —If the nominations received by the returning officer for any office are sufficient only to fill the office, the returning officer shall declare the nominee or nominees elected to the office.
- 6.3.15 (15) If the nominations received by the returning officer for any office are more than sufficient to fill the office, the returning officer shall have printed and delivered to the returning officer ballot papers, containing the names of the candidates for each office, in order determined by lot, indicating the number of officers required to fill each office, the manner in which votes shall be recorded and the date of closing of the ballot.

6.3.16 (16) Candidates Statements

- 6.3.16(a) A "candidate statement" is an election document supplied by the candidate intended to promote the candidate in the ballot. The statement will normally contain one or more of the following; a biography including personal and professional details about the candidate; a statement in support of the candidate; and a photograph (optional).
- 6.3.16(b) Statements must not breach the law or be defamatory.

6.3.17 Statements

- 6.3.17(a) Up to seven (7) days after the close of nominations, a candidate may submit to the returning officer a biography and/or a statement in support of their candidature only, for publication on the organisation's website and for distribution by the returning officer upon request by a voter. The statement shall not exceed 200 words.
- 6.3.17(b) A candidate can only submit one statement regardless of the number of positions that they are contesting.
- 6.3.17(c) The returning officer shall reject any statement;
 - (i) Which, in the opinion of the returning officer, is false or misleading or may lead to an irregularity; or
 - (ii) Which does not strictly comply with these rules.
- 6.3.17(d) A candidate whose statement is rejected shall be notified and shall be given not more than two (2) working days from being notified to supply a replacement statement that complies with this rule.
- 6.3.17(e) The order of publication of candidates' statements shall be the same order as candidates' names on the ballot paper, unless there is more than one ballot in which case the returning officer may print statements in alphabetical order by surname. The returning office shall also indicate if a candidate has failed to submit a valid statement.
- 6.3.18 The returning officer shall fix a date as the closing date for the receipt of votes, being no less than fourteen (14) days after the day upon which it is proposed to send ballot papers to members entitled to vote.

- 4.1.1 (17) In any ballet, the manner of voting shall be "first past the post". Each member voting shall place a cross on the ballet paper beside the name of each person for whom they desire to vote. A voter shall vote for the number of candidates, and no more, required for any office. A voter may vote for less than the required number of candidates. Any vote for more than the required number of candidates shall be invalid and the whole of the vote shall be disallowed.
- <u>6.3.19</u> (18) The returning officer shall prepare ballot papers and appropriate voting instructions, including instructions:
 - 6.3.19(a) (i) stating the office(s) to which the election relates;
 - 6.3.19(b) (ii) stating in respect of each office, the number of persons to be elected;
 - 6.3.19(c) (iii) stating that the vote is secret;
 - <u>6.3.19(d)</u> <u>(iv)</u> explaining how to mark the ballot paper;
 - <u>6.3.19(e)</u> <u>(v)</u> explaining how the completed ballot paper is to be remitted to the returning officer;
 - 6.3.19(f) (vi) stating the closing date and time for receipt of votes; and
 - <u>6.3.19(g)</u> <u>(vii)</u> appropriate provisions for absentee voting.
- 6.3.20 (19) The returning officer shall send by pre-paid post to each member entitled to vote a ballot paper, the voting instructions and a declaration envelope and a reply_paid envelope in the form prescribed by the relevant industrial legislation. The reply_paid envelope shall be addressed to the returning officer for the member to remit by post, free of charge, the completed ballot paper.

- 6.3.21 (20) Where a member entitled to vote is or will be absent from the normal address at the time of the ballot, the member may request in writing that the returning officer forward a ballot paper to a nominated alternative address and the returning officer shall comply with that request.
- 6.3.22 (21) Voting shall be secret, and there shall be no means by which the returning officer, a candidate, a scrutineer or any other person may identify how any particular member has voted.
- 6.3.23 (22) Voting shall close at twelve (12) noon upon the day fixed by the returning officer under sub-rule 16,6.3.18, and only votes delivered to the returning officer or to the same address set out on the said reply paid envelope by post or otherwise by that time at the latest, shall be formal.
- 6.3.24 (23) After the closing of the ballot the returning officer shall, in the presence of the scrutineers (if so required), count the votes cast and, subject to rule 20(25)6.3.27 (relating to a tied ballot), declare the result of a ballot.
- 6.3.25 (24) In any ballot, the manner of voting shall be "first-past-the-post". Each member voting shall place a cross on the ballot paper beside the name of each person for whom they desire to vote. A voter shall vote for the number of candidates, and no more, required for any office. A voter may vote for less than the required number of candidates. Any vote for more than the required number of candidates shall be invalid and the whole of the vote shall be disallowed.
- 6.3.26 Any candidate may, by notice in writing addressed to the returning officer and received by him before the close of voting, appoint not more than three scrutineers to observe the counting of the votes and to direct the returning officer's attention to any irregularity concerning the issue of ballot papers, the admission of any envelope to scrutiny, the rejection of a ballot paper as informal or the counting of votes, but not more than two scrutineers appointed by any one candidate shall act as scrutineers at any one time, and all scrutineers shall at all times comply with lawful requests and all directions of the returning officer.
- 6.3.27 (25)—If, in the counting of votes for an office, several candidates shall gain the same majority of votes, the returning officer shall determine the result by casting lots.
- 6.3.28 (26) The returning officer shall declare the result of the ballot by notice in writing to the President of the Association -
 - 6.3.28(a) (i) setting out the number of formal and informal votes received by the returning officer by the close of voting;
 - 6.3.28(b) (ii) setting out, in respect of each office for which a ballot was held, the number of votes received by each candidate; and
 - 6.3.28(c) (iii) declaring in respect of the office of each of the officers of the Association, which candidate is elected and, in respect of the other members of the Board, which candidates are elected.

(28)6.3.29 The roll of eligible members for any ballot shall be prepared when the nominations for election close. An eligible member may vote in a ballot only if the person was a financial member of the Association thirty (30) days before the opening time for nominations.

(30)6.3.30 A candidate or member of the Association has the right, up to thirty (30) days after the declaration of the result of the election, free of charge-

(ii)6.3.30(a) to inspect the list or roll of persons who may vote in the ballot at the Association's registered office when it is open for business; and

(iii)6.3.30(b) to be given a copy of the whole or a stated part of the list or roll.

21. Each member of the Board shall, subject to these rules, hold office until the conclusion of the triennial election following the date of the member's election but is eligible for re-election.

6.4 Casual Vacancies:

23.6.4.1 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Association, eligible so to do, to fill the vacancy if and to the extent the unexpired part of the term of the office is:

(ii)6.4.1(a) 1 year or less; or

(iii)6.4.1(b) equal to or less than three-quarters of the term of office,

whichever is the greater.

If a person fills a casual vacancy in an office, the person is taken to have been elected to the office.

In this sub-rule —

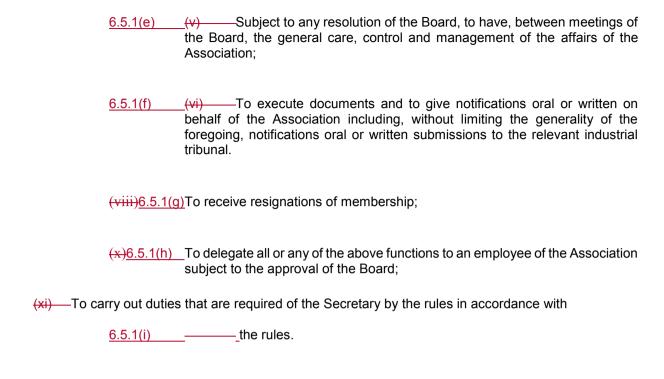
term of an office means the period for which the person last elected to the office by an ordinary election, other than by an ordinary election to fill a casual vacancy, may hold the office without being re-elected.

6.5 Secretary:

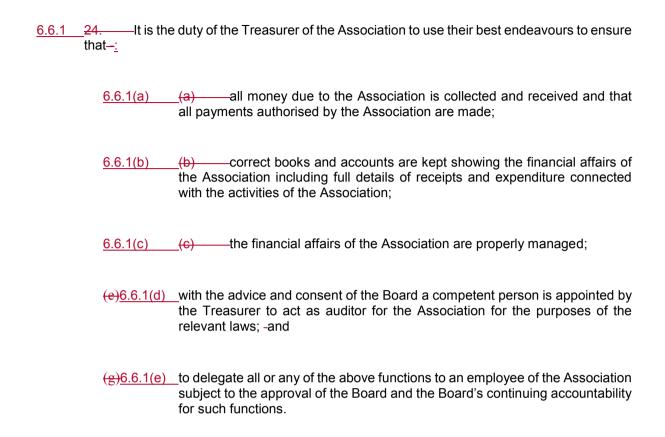
6.5.1 23. The Secretary of the Association shall have the following powers and duties:

(i) To keep minutes in which are recorded - proceedings and resolutions of meetings of the Board of the organisation and its branches (if any), of all appointments of members of the Board; of the names of the members of the Board present at a Board meeting or a general meeting; and of all proceedings and resolutions passed at Board meetings and general meetings. Minutes of proceedings shall be signed by the chairperson of the meeting or of the next succeeding meeting:

- 6.5.1(b) (ii) To convene all meetings of the Association and the Board;
- 6.5.1(c) (iii) To present to the annual general meeting of the Association for each financial year such auditor's reports, accounts and statements as may be required by law and to lodge with the proper authorities the materials so presented;
- 6.5.1(d) (iv) To have the general custody, care, control and management of the property of the Association;



6.6 Treasurer:



6.7 President and Vice-President:

- 6.7.1 25. (1) The President, or in the absence of the President, the Vice-President, shall preside at meetings of the Association and of the Board.
- 6.7.2 (2) The President or in his or her absence the Vice-President, shall carry out duties that are required of the President under the rules in accordance with the rules.

6.8 OrdinaryOther Board Members:

6.8.1 26. The six (6) ordinary members of the Board other than the Office-Bearers shall have those powers and duties necessary to give effect to the functions and powers of the Board. It shall be the duty of the ordinarythose members of the Board to attend meetings of the Board.

6.9 Removal of Members of the Board:

6.9.1 27. (1) The Association in general meeting may by resolution remove any member of the Board from the office before the expiration of the member's term of office if, the member has breached the rules of the Association, by;

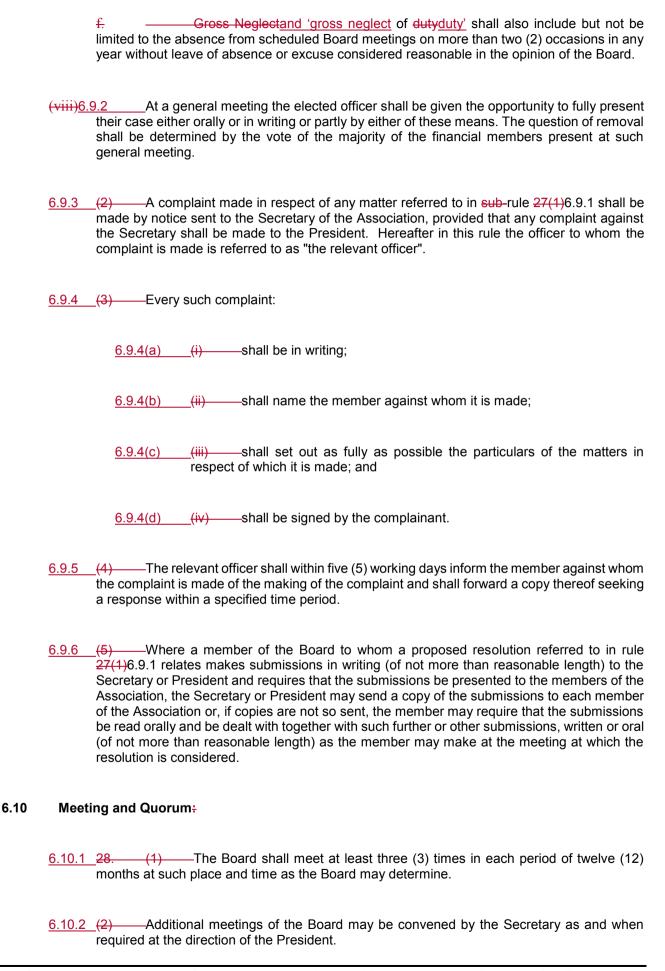
(ii)6.9.1(a) misappropriation of the funds of the Association;

(iv)6.9.1(b) a substantial breach of the rules of the Association;

(vi)6.9.1(c) gross misbehaviour or gross neglect of duty or has ceased, under the Rules of the Association, to be eligible to hold an office;

(ii) for For the purpose of clarity—

d. Gross Misbehaviour, 'gross misbehaviour' shall also include but not be limited to a conflict of interest or an action by a member that brings the Association into disrepute.





- 6.10.4 (4) Notice of the meeting given under rule 28(3)6.10.3 shall specify the general nature of the business to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as Association business.
- 6.10.5 (5) Any three (3) members of the Board one (1) of whom must be an officer holder Office-Bearer shall constitute a quorum for the transaction of the business of a meeting of the Board.
- 6.10.6 (6) Where a Board member has a potential or real conflict of interest in relation to any matter, then that member must declare the conflict to the Board and refrain from participating in discussions and voting on the issue. The Secretary shall maintain a conflict of interest schedule and a gift and gratuity register, this shall be a standing agenda item by every meeting held for the Association.
- 6.10.7 (7)—If within half an hour after the appointed time for the commencement of a meeting of the Board, a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 6.10.8 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved and the Secretary shall be required to constitute a further meeting on the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 6.10.9 (8) At a meeting of the Board if the President and the Vice-President are absent or unable to preside such one of the remaining members of the Board as may be chosen by the members present is to preside.
- 6.10.10 (9) A memorandum of resolution signed by all the members of the Board shall be deemed to be a resolution of a meeting of the Board held on the date of the memorandum notwithstanding the fact that no meeting of the Board has taken place. The memorandum may be in several counterparts.
- <u>6.10.11</u> (10) Meetings shall normally be by way of live attendance usually by face to face or in special circumstances as determined by the Board by video, telephone or electronic broadcasting.

6.11 Voting and Decisions:

- 6.11.1 29. (1) Subject to rule 51,8.10 (financial members), questions arising at a meeting of the Board shall be determined by a majority of votes of members of the Board present at the meeting.
- 6.11.2 (2)—Subject to rule 51,8.10 (financial members), each member present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote but, in the event

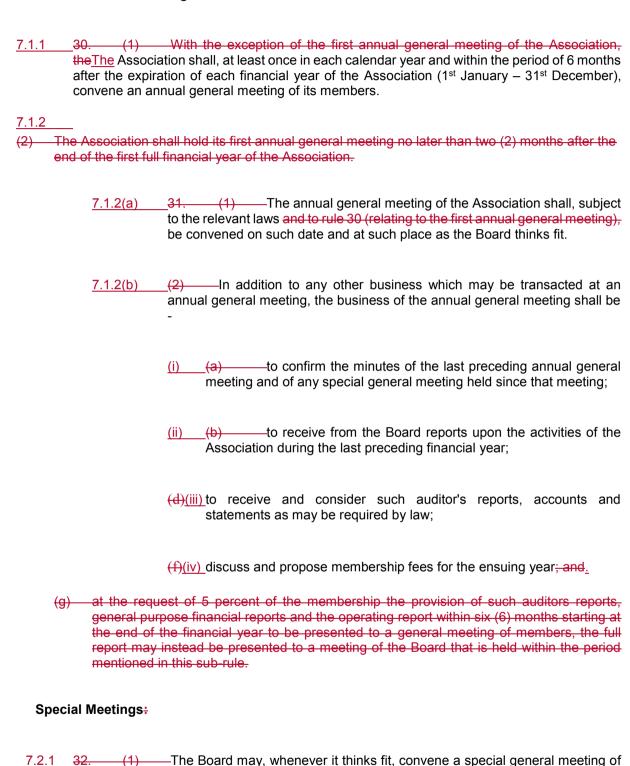
of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- 6.11.3 (3)—Subject to rule 28(5)6.10.5 (relating to quorum), the Board may act notwithstanding any vacancy on the Board.
- 6.11.4 (4)—Subject to the relevant laws, any act or thing done or suffered, or purporting to have been done or suffered, in good faith by the Board is valid and effectual notwithstanding any defect that may later be discovered in the appointment or qualification of any member of the Board.

7. GENERAL MEETINGS

7.2

7.1 Annual General Meetings:



—The Board shall, on the requisition in writing of not less than five (5) per cent of the

total number of members, convene a special general meeting of the Association.

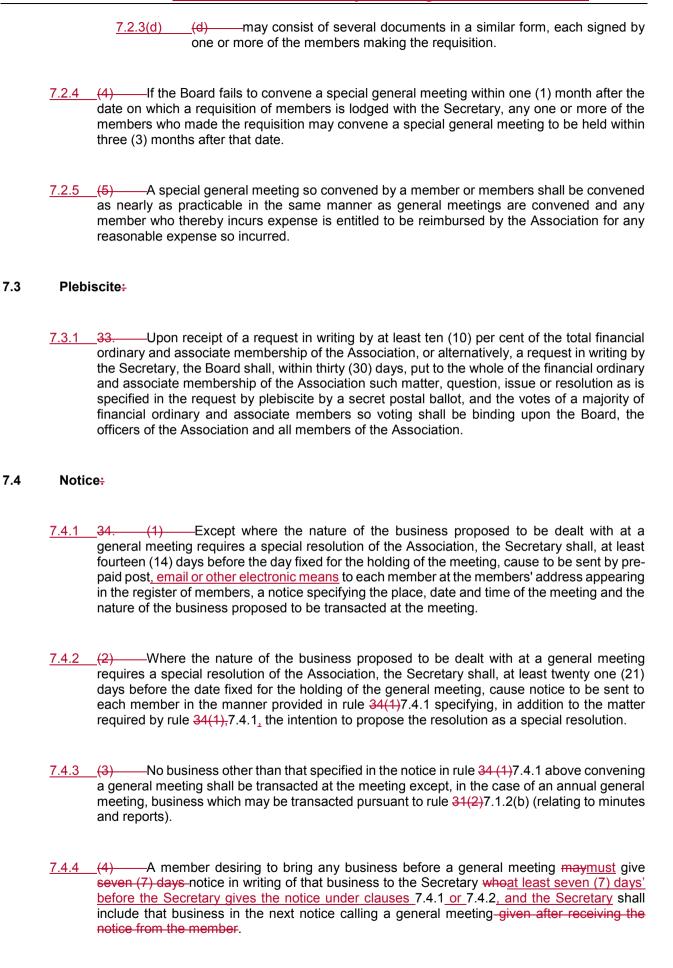
the Association.

7.2.3 (3) A requisition of members for a special general meeting -

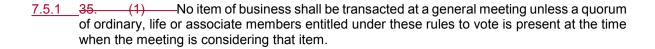
7.2.3(a) (a) shall state the purpose or purposes of the meeting;

7.2.3(b) (b) shall be signed by the members making the requisition;

7.2.3(c) (c) shall be lodged with the Secretary; and



7.5 Procedure:



- 7.5.2 (2) Five (5) ordinary, life or associate members present in person (being members entitled under these rules to vote at a general meeting) shall constitute a quorum for the transaction of the business of a general meeting.
- 7.5.3 (3) —If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of ordinary and associate members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 7.5.4 (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of that meeting, the members present (being not less than 3) shall constitute a quorum.

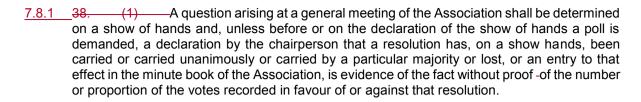
7.6 Presiding Member:

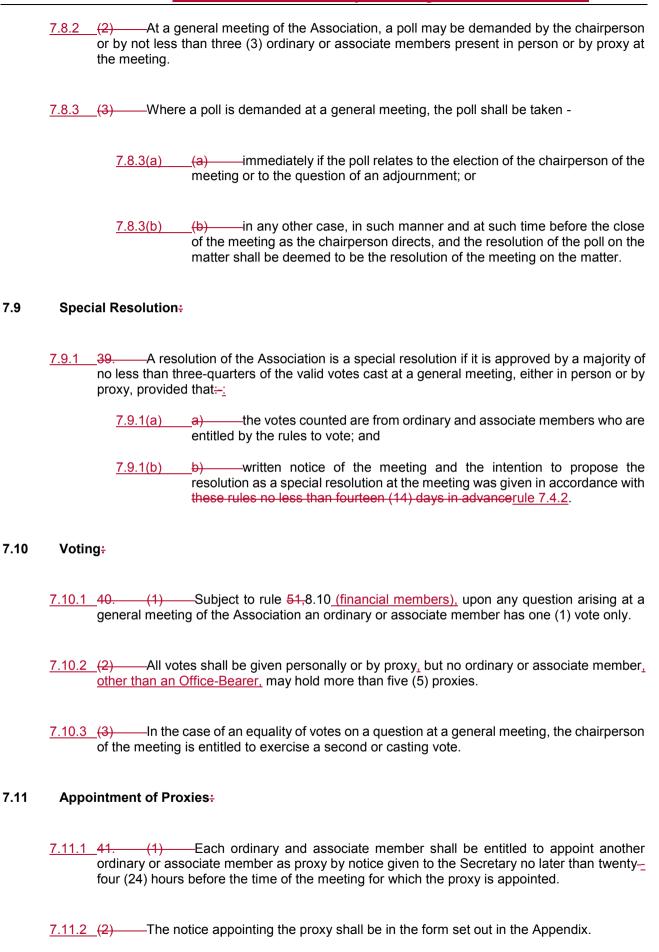
<u>7.6.1</u> <u>36.</u> If the President and the Vice-President are absent from a general meeting or are unable to act, the members present shall elect one of their number to preside as chairperson at the meeting.

7.7 Adjournment:

- 7.7.1 37. (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of ordinary and associate members present, adjourn the proceeding from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 7.7.2 (2) Where a general meeting is adjourned for fourteen (14) days or more, the Secretary shall give written or oral notice of the adjourned meeting to each ordinary and associate member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 7.7.3 (3) Except as provided by this rule, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

7.8 Decisions:





7.9

8. MISCELLANEOUS

8.1	1	Fun	de-	Sn	ıırı	٠۵.
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8.1.1 42. (1) The funds of the Association shall be derived from membership fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.

- —All money received by the Association shall be deposited as soon as practicable and 8.1.2 (2) without deduction to the credit of the Association's bank account.
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

8.2 Funds - Management:

- -Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Board determines.
- (2) All cheques, payments (including electronic), drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of persons authorised by the Board.
- (3) A loan, grant or donation of an amount exceeding \$1,000 shall not be made by the 8.2.3 Association unless the Board:
 - 8.2.3(a) (a) has satisfied itself:
 - that the making of the loan, grant or donation would be in accordance (i) with other rules of the Association; and
 - (ii) in the case of a loan - that, in the circumstances, the security proposed to be given for the repayment of the loan is adequate and the proposed arrangements for the repayment of the loan are satisfactory; and
 - —has approved the making of the loan, grant or donation.
- The Association shall develop and implement policies and procedures relating to the expenditure of the Association.

8.3 Control of Property of the Association:

- —The property of the Association shall be kept in such form as the Board shall 8.3.1 -(1)determine.
- The Board may authorise the purchase of any real property and the letting of any suchreal property, subject to such conditions, if any, as it considers appropriate.
- (3) The Board may authorise the entering into and signing of a lease of any real property for the use of the Association.

8.4 Auditor:

3.4.1 45. The auditor appointed by the Treasurer in accordance with rule 24(d)6.6.1(d) shall audit the accounts of the Association every year within the time set down by, and in accordance with, the requirements of the relevant industrial legislation and the regulations made there under.

8.5 Amendment of Rules:

46. (1) These rules may be amended or rescinded by special resolution of the Association as per

8.5.1 - rule 39.7.9.

8.5.2 (2) Provided that the Board may cause the Rules to be altered or amended when required by any written direction of the Industrial Registrar to accord with the provisions of the relevant industrial legislation.

8.6 Common Seal:

- 8.6.1 47. (1) The common seal of the Association shall be kept in the custody of the Secretary.
- 3.6.2 (2) The common seal shall not be affixed to any instrument except by authority of the Board and the affixing of the common seal shall be attested by the signatures of two (2) members of the Board.

8.7 Custody of Records:

48. Except as otherwise provided by these rules, the Secretary shall keep custody and control of all records, books and other documents relating to the Association.

8.8 Inspection of Records:

8.8.1 49. The record books and other documents of the Association shall be open to inspection, free of charge, by a member or associate member of the Association at any reasonable time.

8.9 Service of Notices:

- 8.9.1 50. Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person two (2) days after posting.
- 8.9.2 Where a document is sent to a person by properly addressing and forwarding to the person an email attaching the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person 24 hours after the email was sent.

8.10 Financial Members:

8.10.1 Subject to the operation of rule 7(e), aA member or associate member is not entitled to vote at any Board meeting, and a member or associate member or proxy is not entitled to vote at any general meeting of the Association, and a member or associate member is not entitled to vote, nominate or be nominated for any office in an election or to hold or continue to hold any office unless all money due and payable by the member or associate member or proxy to the Association has been paid, other than the amount of the members or associate members annual subscription payable in respect of the then current year has been paid.

8.11 Unfinancial Members:

8.11.1 52. Upon the expiration of thirty (30) days after the due date for the payment of any subscription, fine, fee or levy, any member who has not by then paid the same shall, by force of this rule, be deemed unfinancial.

8.12 53. Dissolution of the Association:

- 8.12.1 53.1 The Association shall be dissolved if a special resolution to that effect is carried by a vote of a three-fourths majority of the financial members present at a general meeting specifically convened to consider the question.
- 8.12.2 53.2 The property and other assets of the Association remaining after the payment of all expenses and other liabilities shall be handed over to such other not-for-profit organisation or organisations having similar or partly similar objects to those of the Association as the majority of members present at such general meeting, by resolution, may decide.
- 8.12.3 Sa.3 No member of the Association shall be entitled to any payment or other distribution from the funds of the Association, except for any costs or expenses specifically and properly incurred in the normal course of the business of the Association, or in the course of the dissolution of the Association, and except as otherwise provided by these Rules.

APPENDIX

FORM OF APPOINTMENT OF PROXY
I,(full name <u>of member appointing proxy</u>)
of(address)
being a member of the Australian Community Services Employers Association, Queensland Union of Employers Management Solutions, hereby
appoint(full name)
of
(address <u>) or appoint -</u>
☐ the President
☐ the Vice-President
☐ the Treasurer
☐ the Secretary
(tick one (only) if you prefer to appoint one of the Office-Bearers of the Association)
being a member of the Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the
(day, month and year)
and at any adjournment of that meeting.
*My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution
(insert details)
* To be inserted if desired.
Signature of member appointing proxy.
Dated:
Note: A proxy vote may not be given to a person who is not a member of the Association.

SCHEDULE 1

MANDATORY DISCLOSURE REQUIREMENTS PURSUANT TO FAIR WORK (REGISTERED ORGANISATIONS) AMENDMENT ACT 2012

DEFINITIONS

(1) In this Schedule the following words have the following meanings:

board means a group of persons who supervise, govern or otherwise have oversight of a corporation, organisation, association or other like body including a Board of Directors.

disclosure period means the financial year unless a shorter period is specified.

declared person or body means a person or body if:

- (i) an officer of the Association has disclosed a material personal interest under sub-rule (7); and
- (ii) the interest relates to, or is in, the person or body; and
- (iii) the officer has not notified the Association that the officer no longer has the interest.

financial duties includes duties that relate to the financial management of the Association.

General Manager means the General Manager of Fair Work Commission.

non-cash benefit means property or services in any form other than money, but does not include a computer, mobile phone or other electronic device that is used only or mainly for work purposes.

peak council has the same meaning as defined by section 12 of the Fair Work Act 2009.

office has the same meaning as defined by section 9 of the Fair Work (Registered Organisations) Act 2009.

officer has the same meaning as defined by section 6 of the Fair Work (Registered Organisations) Act 2009.

related party has the same meaning as defined by section 9B of the Fair Work (Registered Organisations) Act 2009.

relative in relation to a person, means:

- (i) parent, step parent, child, stepchild, grandparent, grandchild, brother or sister of the person; or
- (ii) the spouse of the first mentioned person.

relevant remuneration in relation to an officer of the Association for a disclosure period is the sum of the following:

- (i) any remuneration disclosed to the Association by the officer under sub-rule (3) during the disclosure period; and
- (ii) any remuneration paid during the disclosure period, to the officer of the Association:

relevant non-cash benefits in relation to an officer of the Association for a disclosure period means the non-cash benefits provided to the officer, at any time during the disclosure period, in connection with the performance of the officer's duties as an officer, by the Association or by a related party of the Association.

remuneration:

- (i) includes pay, wages, salary, fees, allowances, leave, benefits or other entitlements; but
- (ii) does not include a non-cash benefit; and
- (iii) does not include the reimbursement or payment of reasonable expenses for the costs incurred in the course of the officer carrying out his or her duties.

ASSOCIATION POLICIES AND PROCEDURES

(2)

1.1.1 The Association shall develop and implement policies and procedures relating to the expenditure of the Association.

DISCLOSURE OF OFFICER'S RELEVANT REMUNERATION AND NON-CASH BENEFITS

- (A) because the officer is a member of a board, if:

 i. the officer is a member of the board only because the officer is an officer of the Association; or

 ii. the officer was nominated for the position as a member of the board by the Association, a branch of the Association, or a peak council; or

 (B) by any related party of the Association in connection with the performance of the officers' duties as an officer.

 (4) The disclosure required by sub-rule (3) shall be made to the Association:

 (A) as soon as practicable after the remuneration is paid to the officer; and

 (B) in writing.
- (5) An Association shall disclose to the members of the Association and its branches:
 (A) the identity of the officers who are the five highest paid in terms of relevant remuneration for the disclosure period, and
 - (B) for those officers:
 - . the actual amount of the officers' relevant remuneration for the disclosure period; and
 - ii. either the value of the officers' relevant non-cash benefits, or the form of the officers' relevant non-cash benefits, for the disclosure period.
- (6) For the purposes of sub-rule (5), the disclosure shall be made:
 - (A) in relation to each financial year;
 - (B) within six months after the end of the financial year; and
 - (C) in writing.

DISCLOSURE OF OFFICER'S MATERIAL PERSONAL INTERESTS

- (7) Each officer of an Association shall disclose to the Association any material personal interest in a matter that:
 - (A) the officer has or acquires; or

	(B) a relative of the officer has or acquires;			
	that relates to the affairs of the Association.			
(8)	The disclosure required by sub-rule (7) shall be made to the Association:			
	(A) as soon as practicable after the interest is acquired; and			
	(B) in writing.			
(9)	An Association shall disclose to the members of the Association and its branches any interests disclosed to the Association pursuant to sub-rule (7).			
(10)	For the purposes of sub-rule (9), the disclosures shall be made:			
	(A) in relation to each financial year;			
	(B) within six months after the end of the financial year; and			
	(C) in writing.			
DISCL	OSURE BY ASSOCIATION OF PAYMENTS			
(11)	The Association shall disclose to the members of the Association and its branches either:			
	(A) each payment made by the Association, during the disclosure period:			
	i. to a related party of the Association or of a branch of the Association; or			
	ii. to a declared person or body of the Association or a branch of the Association; or			
	(B) the total of the payments made by the Association, during the disclosure period:			
	i. to each related party of the Association; or			
	ii. to each declared person or body of the Association.			
(12)	Sub-rule (11) does not apply to a payment made to a related party if the payment consists of amounts deducted by the Association from remuneration payable to officers or employees of the Association.			
(13)	For the purposes of sub-rule (11), the disclosures shall be made:			
	(A) in relation to each financial year;			
	(B) within six months after the end of the financial year; and			
	(C) in writing.			
FINAN	ICIAL TRAINING FOR OFFICERS			
(14)	Officers of the Association whose duties include financial duties must undertake training:			
	(A) As approved by the General Manager in accordance with section 154C of the Fair Work (Registered Organisations) Act 2009 as amended from time to time, and			
	(B) Which covers each of the officer's financial duties.			

- (15) The training referred to in sub-rule (14) must be undertaken:
 - (A) In the case of a newly elected Officer, within 6 months of their appointment to office; and
 - (B) In the case of Officers already in office at the time of this rule's commencement, within 6 months of this rule commencing operation.

END OF RULES