



Independent Driving Instructors Guild (IDIG)

Charter

Articles of Constitution & Code of Conduct

I CERTIFY under section 161 of the Fair Work (Registered Organisations) Act 2009 that the pages herein numbered 1 to 49 both inclusive contain a true and correct copy of the registered rules (Charter) of The Independent Driving Instructors Guild.

Managing Director
KGX AUDIT COMMISSION

*****[IMPORTANT: Enquiries about these rules or other rules relating to this organisation which are currently in force may be directed through the IDIG Website "Contact Us" Page at "www.idig.au"]***



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1. Guild Name and Industry

The Guild shall be known as "The Independent Driving Instructors Guild" (IDIG), and is established for employers and employees in the Driving Instructor and Driver Training Industries for the purposes hereinafter set out.

2. Registered Office

The registered office of IDIG shall be at such place as the Organising Committee may from time to time determine.

3. Objects

The Guild is formed for the following purposes:

- 3.1 To act as a constituted forum known as the Independent Driving Instructors Guild (IDIG), so as to share and access expert knowledge of its members and to represent ALL its members, fairly, in dealings with Governments, Regulators and the Industry.
- 3.2 To act as a "not for profit" organisation, not a union, to support a need for true representation of the Independent Driving Instructor.
- 3.3 To act as a Guild, meaning a society offering mutual help through common values & objectives.
- 3.4 To promote the interests of the Independent Driving Instructor Guild throughout the state of New South Wales, the Commonwealth of Australia and its Territories and in such other countries where any of its members may carry on or propose to carry on business.
- 3.5 The safeguarding of the interests of the members in their regular business as Independent Driving Instructors or such activities as are ancillary or providing goods or services to the Driving Instructor and Driver Training Industries.
- 3.6 The protection of its members against injustice or oppression in the fair and proper execution of such works as they may undertake from time to time.
- 3.7 To establish, promote and enforce a Code of Conduct comprising a Code of Ethics and Good Business Practice amongst members.
- 3.8 To secure, maintain and improve favourable service relations with all public authorities, manufacturers, suppliers or distributors of goods, materials, and/or services either within Australia or abroad.



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- 3.9 To maintain and improve the relations of members with their employers or employees and the registered organisations of such employers, employers or registered unions of such employees.
- 3.10 To support, provide and promote the education of the Driving Instructor and Driver Instructors & Driver Training Industries within the State of New South Wales, so as to improve the knowledge of industry participants as to matters affecting their activities in these industries.
- 3.11 To encourage and preserve by every means, the skill of the Driving Instructor and the Driver Instructors & Driver Training Industries.
- 3.12 To take an active part in assisting or opposing such public movements as may appear likely to affect its members' interests in the carrying on of their business.
- 3.13 To improve conditions of contract, forms of agreement, conditions of service, and the like, and to enter into lawful agreement with Public Authorities, Commonwealth State and Local Government Authorities, Institutions or other bodies with similar aims to its own for the promotion of fair and equitable forms of contract, specifications, conditions of service and the like.
- 3.14 To encourage the existence of Independent Driving Instructors in connection with Service Provision Contracts and to endeavour to secure provision of these services by Independent providers as a viable tender for service.
- 3.15 Where invited or limited tenders called, to assist in providing an aggregated body of member services so as to build a scalable capability for the lowest possible tendered price, all things being equal.
- 3.16 To secure to its members all the advantages of unity of action in any lawful manner whatsoever.
- 3.17 To discuss and consider matters affecting the said industry and its auxiliaries and to collect and disseminate such information relating thereto as may be calculated to be of use to members, producers and distributors of driving training information, persons with expert knowledge or specialist service approaches or offerings associated with the Driving Instructor and Driver Training Industries and the public generally.
- 3.18 To establish or assist in the establishment of technical and statistical libraries.
- 3.19 To purchase, take or lease, or license, or hire, or otherwise acquire, real or personal property of any kind in furtherance of the objects of IDIG and to sell, exchange or otherwise dispose of any real or personal property on such terms as may be considered expedient, and in such manner as is provided in these Rules.
- 3.20 To construct, maintain, and alter buildings, works, plant and machinery necessary or convenient for the purposes of IDIG, and to afford facilities to its members for the conduct of their business (other than office accommodation) and means of their relaxation.
- 3.21 To establish committees to deal with local or regional matters.



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- 3.22 To affiliate with or enter any alliance with any organisation, company, firm or like either within the Commonwealth of Australia or overseas, having objects similar to or calculated to benefit members generally, and to acquire shares and interests in or lend money upon debentures, or otherwise, to such, and to appoint representatives to such.
- 3.23 To raise money by any means lawful, whether specially provided by these Rules or not to further any of these objects.
- 3.24 To raise funds by means of subscriptions, fees on turnover, donations, fees, and levies, from or on members or otherwise (including contracts for fees for periods of time not exceeding three years), for all purposes and objects of IDIG and impose fines on members in such amounts and in such manner as are provided in these Rules.
- 3.25 To act as an organisation, for its members, in assistance as a mediator between members and employers/employees and/or trade unions under the laws of the Commonwealth of Australia and its Territories or any State within the Commonwealth.
- 3.26 To bring any dispute or claims by members relating to industrial matters before the appropriate tribunal established by the Commonwealth or State Law and to represent the interests of members with employers / employees in all sections of the Driving Instructors and Driver Training Industries or an industry auxiliary or special to the this industry before Organising Committees, Boards, Conciliation Committees, other tribunals or other bodies, and at conferences with organisations of employers and other bodies of employees or employers.
- 3.27 To enter into agreements for our members with employers, employees and/or their representatives relative to the terms and/or conditions of employment and to assist and promote agreements between members and their employers and employees relating to the terms and conditions of such employment.
- 3.28 To adopt whatever procedure that may be considered advisable in the interests of members or associates of IDIG, and in the maintenance of private enterprise.
- 3.29 To do all such lawful things as may appear to be incidental or conducive to the before mentioned objects or any of them, and to adopt additional objects from time to time.
- 3.30 To publish or cause to be published an official journals and editorials.
- 3.31 To impose fines in accordance with this Constitution and the Rules.
- 3.32 To take disciplinary action against members for breaches of the Codes adopted pursuant to Rule 3.7.
- 3.33 To provide dispute resolution processes for members for matters arising out of or in connection with their businesses (whether such disputes are with another member or not) - including but not confined to arbitration, mediation, conciliation and other forms of dispute resolution which are alternatives to litigation.



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4. Interpretation

In the interpretation of these Rules and this Constitution, the following words and expressions shall have the meaning hereinafter specified, unless the context otherwise requires.

"Guild" means The Independent Driving Instructors Guild (IDIG).

"Committee" means a body of members nominated to manage the business and provide governance of and compliance to this Charter within the Guild (subject to recommendation by vote to the office by members), with the powers and authorities especially conferred for under Rule 14.

"Committee Officer" means an elected member of the Guild that holds an Office on the Committees in accordance with Rule 14.2.

"Ordinary Member" means an elected member of the Guild that holds a position on the Committee in accordance with Rule 14.3.

"Guild Office" means the registered office for the time being of the Guild.

"Secretary" shall mean the person appointed in accord with Rule 18.6 and shall also include any other person acting as Secretary from time to time in accordance with Rule 18.6.

"Public Officer" shall mean the person appointed in accord with Rule 18.7 as a Committee Officer to sue or to issue or accept legal process on behalf of the Guild.

"Treasurer" shall mean the person appointed in accord with Rule 18.8 as a Committee Officer to maintain and have certified the Guild's Balance Sheets and Revenue Statements or such other Returns as may be required by law

"Newsletter" shall mean any publication of the Guild of that title or any successor thereto.

"Financial Member" shall mean a member whose fees, levies, or any other amounts owed to the Guild are paid in full for all such sums due to the Guild at a date three months prior to the date when it is to be determined whether or not a requirement that a member is a "Financial Member" has been met by such member.

"Register of Members" shall mean that Register of Members as required by Rule 21.

"Person" shall also mean firms, partnerships, associations, corporations, incorporated or unincorporated bodies, trustees, companies or anybody duly registered under the laws of the Commonwealth or any State therein which govern the operation of corporations, societies, agencies or other organisations or combinations thereof.

"Member" shall mean any person who has been admitted to membership as a Member, Life Member, Past Service Member, or Honorary Member, and includes a representative or additional representative.



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"Driving Instructor" shall mean any person who is qualified by training and/or experience to control and direct "Vehicular Drivers" or in the employ of Driver Training Agencies.

"In writing" or "written" includes printing, photograph, typewriting or other mode of representing or reproducing words in a visible form including all forms of electronic storage or transmission which are capable of causing reproduction of words in a visible form and specifically includes but is not confined to electronic storage or transmission on computer tapes, disks or other analogous media and transmission by facsimile or direct electronic data transfer.

Words importing the singular number include the plural number, and vice versa.

"Auxiliary to the Driving Instructor or Driver Training Industry" shall mean any specialist allied to and permanently engaged in the Driving Instructor or Driver Training Industry.

5. Membership

- 5.1 The Guild shall consist of an unlimited number of persons engaged in the Driving Instructor Industry or Driver Training Industry, or any phase thereof including driver training agencies or drivers wishing to become trainers and the like, or persons employing any worker in any of the before mentioned work or the administration thereof.
- 5.2 The Guild shall comprise the following grades of membership:
- 5.2.1 Committee Members - who shall be persons operating as Officers of the Guild and whom conduct the day to day operations of the Guild.
- 5.2.2 Members - who shall be persons engaged in the Driving Instructor or Driver Training Industry, but not fulfilling all the qualifications set out in sub-clause 5.2.1.
- 5.2.3 Life Members shall be those members whom the Organising Committee may desire to elect as such in recognition of exceptional services rendered to the Guild or the Driving Instructor or Driver Training Industry. Life Members shall have all the rights and privileges of members without payment of any fee or subscription. In the event of the elected Life Member being the representative of a member then such representative shall automatically be accorded membership in his own right. It shall be understood in such event that the waiving of fee or subscription is a privilege accorded to the representative and not to the member whom he represents. The Organising Committee may also confer life membership upon any person, not being a member, who has rendered continuing and outstanding services to the Guild or the Driving Instructor or Driver Training Industry.
- 5.2.4 Past Service Members shall be those persons whom the Organising Committee may desire to elect as such in recognition of outstanding service to the Guild or one of its Divisions, Local Committees or other Committees of the Guild. Past Service Members shall have all the rights and privileges of Membership without payment of Annual Subscription, however, only such Past Service Members who also qualify for Committee Membership shall be eligible to hold Office in the Guild. In the event of

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the elected Past Service Member being the representative of a member, then such representative shall automatically be accorded membership in his own right. It shall be understood in such event that the waiving of fee or subscription is a privilege accorded to the representative and not to the member whom he represents. All past Service Members shall be entitled to hold office in Divisions and vote on matters within those Divisions.

- 5.2.5 Honorary Members - With a view to strengthening the Guild by the influence of members or associates who have retired from the Driving Instructor or Driver Training Industries and for the purpose of keeping the feeling of brotherhood which should exist between them, and those in actual pursuit of their profession, the Committee may invite such persons to accept Honorary Membership, and in the event of acceptance by such invitee, shall elect accordingly. A Member or Committee Member who has retired from the Driving Instructor or Driver Training Industries may apply to be transferred to Honorary Membership and the Committee at its discretion may approve such request.

Honorary Members shall be entitled to attend all meetings of their Division and the Guild, to receive the Guild's official journal and to make use of such recreational facilities as the Division and the Guild may provide. An Honorary Member shall not be eligible to hold any office in the Guild or a Division, nor vote on any matter other than those of a social nature.

Before the Organising Committee can elect a member or Committee member as an honorary member, that member or Committee member shall have been a member of the Guild for not less than ten (10) years.

The words "retired from the Driving Instructor or Driver Training Industry" mean a withdrawal from active business of any description.

6. Admission of Members

- 6.1 The persons whose names appear in the Register of Members as at the date of registration of this Rule shall be deemed to have fulfilled the requirements of this Rule and any other Rule relating to the qualifications of and admittance of members in the various types.
- 6.2 Any person who is trading as a Driving Instructor or is engaged in driving instruction or training work as an auxiliary to the Driving Instructor and Driver Training Industries and is desirous of being admitted to membership of this Guild shall forward an application in a form approved by the Committee, together with an entrance fee as fixed by the Committee from time to time and an amount equal to the periodic subscription as provided by Rule 20.2 direct to the Secretary, and may at the same time indicate the class of membership desired. Should the applicant make no such indications, the Secretary shall make such allocation as he sees fit.
- 6.3 Where a firm, company or organisation makes application for admittance as a member of the Guild, such firm, company or organisation shall at the same time nominate a person or persons as provided in Rule 7 to represent such firm, company or organisation. A person so nominated shall be a member, director, trustee or executive of such firm, company or organisation.



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- 6.4 Upon receipt of an application fulfilling the requirements of Rule 6.2 and/or Rule 6.3 hereof,
- 6.4.1 The Secretary shall acknowledge receipt of same to the applicant and then make such enquiry regarding the applicant as the Organising Committee may from time to time direct.
 - 6.4.2 The Secretary shall cause knowledge of the application to be circulated to all members of the Guild and at the same time shall invite any Division or member who may wish to make any statement, favourable or otherwise, regarding the applicant, to do so within two months of the date of the publication in which the name of the said applicant shall appear, in writing and addressed to the Secretary.
 - 6.4.3 The Organising Committee may elect to membership, defer or reject the application.
 - 6.4.4 Notwithstanding the provisions herein the Organising Committee may, in an emergency, propose a candidate for admission, provided the requisite application form has been completed and the requisite fees lodged, and the Organising Committee shall deal with the application.
 - 6.4.5 When the Organising Committee has made a decision to defer or reject an application for membership, the Secretary shall notify the applicant by post of such decision, and at the same time advise the Division indicated in the application of such decision. In the case of rejection, the fees lodged with the application shall be refunded less any portion, pro rata, for services provided in the interim period.

Where an applicant has been admitted to membership, the Secretary shall forthwith by post, advise the applicant accordingly and at the same time forward him a copy of these Rules, together with such other material as may be determined, from time to time, by the Organising Committee to be appropriate.

The name of the applicant shall then be entered in the Register of Members.

Applicants for membership shall be informed in writing of the financial obligations arising from membership and the circumstances and manner a member may resign from the Guild.

Applicants for membership shall be informed in writing of the fact that only financial members of the Guild can hold office or vote in elections conducted under these rules.

- 6.5 An applicant shall in the application state in which Sector and Regional Groups as defined in Rule 27 hereof membership is required according to the nature and locality of the applicant's business. Nothing in this Rule shall be taken to prevent the additional representatives of an applicant having the membership of that additional representative in a Regional or Sector Group or Regional or Sector Groups other than that of the member's membership.

7. Additional Representatives



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- 7.1 The persons who, at the date of registration of this Rule, appear in the Register of Members as additional representatives of members shall be deemed to have been elected in accordance with this Rule.
- 7.2 A Committee Member or Member may apply to have additional representatives elected. Provided that the number of persons who may be elected as provided by these Rules shall not exceed eight (8).
- 7.3 Where a Committee Member or Member is desirous of having an additional representative or additional representatives elected, then application shall be made in the approved form for each representative, and an amount equal to one year's annual subscription shall be lodged with each application. An entrance fee shall not be payable in respect of additional representatives. Additional representatives need not belong to the same Division as the representative, but may nominate a Division. Should the applicant make no such indication, the Secretary shall make such allocation as he sees fit.

8. Duties, Responsibilities & Withdrawal of Representatives & Additional Representatives

- 8.1 The person elected as the representative or additional representative of a member shall be in all respects responsible for their acts and omissions to the Guild and these Rules, in so far as such act or omissions are directly or indirectly related to or incidental to the business and operations of the member.
- 8.2 The person elected as the representative or additional representative of a member shall be personally responsible for and liable for the acts and omissions to the Guild and these Rules by the member that is represented, in so far as such acts or omissions are directly or indirectly related to or incidental to the business and operations of the member.
- 8.3 The member shall be liable for the acts and omissions, to the Guild and these Rules, by its representative or additional representative, in so far as such acts or omissions are directly related to or incidental to the business and operations of the Member.
- 8.4 A member may withdraw the nomination of a representative or additional representative by written notice to the Secretary and delivered to the Secretary at the Registered Office of the Guild. Upon receipt of a notice as aforesaid and subject to Rule 10 the Secretary shall forthwith cancel the membership of the representative or additional representative as the case may be. The Secretary shall report the matter to the Organising Committee for record.

In the event of the representative to be withdrawn being the sole representative, then a new representative shall be nominated at the same time as the notice of withdrawal is given and such withdrawal shall have no effect unless this occurs.

- 8.5 Nothing in these Rules shall be deemed or construed to confer upon any person elected as a representative or additional representative any personal right or authority or benefits of membership of this Guild if that person is also trading as an individual in their own right. In such



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an event that person shall make application for admittance to membership in their own right in the manner prescribed.

9. Votes of Members

- 9.1 Each financial member may vote in person. On a show of hands every person present at a meeting who is a financial member shall have one vote. On a poll or on any other occasion on which a financial member is required or entitled to vote, every financial member shall have one vote. On any election for an office of the Guild or an office of a Division or Region of the Guild the voting must be by secret ballot conducted in accordance with this Constitution and Rules.
- 9.2 For the purposes of this Rule the word "Member" shall mean any person who has been admitted to membership as a Committee Member, Member, Life Member or Past Service Member and who has not ceased to be a member and shall mean also a representative or additional representative whose nomination as such has not been withdrawn and who has not ceased otherwise to be a representative or additional representative provided that in respect of each category of membership described herein a subscription has been paid.

10. Resignation of Members

- 10.1 A member of the Guild may resign from membership by written notice addressed and delivered to the Secretary.
- 10.2 A notice of resignation from membership of the Guild takes effect:
- 10.2.1 where the member ceases to be eligible to become a member of the Guild;
- 10.2.1 (a) on the day on which the notice is received by the Guild; or
- 10.2.1 (b) on the day specified in the notice, which is a day not earlier than the day when the member ceases to be eligible to become a member;
- whichever is later, or
- 10.2.2 in any other case:
- 10.2.2 (a) at the end of two weeks after the notice is received by the Guild; or
- 10.2.2 (b) on the day specified in the notice;
- whichever is later.
- 10.3 Any monies (including but not confined to those described in Rule 3.24) payable but not paid by a former member of the Guild in relation to a period before the member's resignation from or



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cessation of membership of the Guild took effect, may be sued for and recovered in the name of the Guild, in a court of competent jurisdiction, as a debt due to the Guild.

- 10.4 A notice delivered to the Secretary shall be taken to have been received by the Guild when it was delivered.
- 10.5 A notice of resignation that has been received by the Guild is not invalid because it was not addressed and delivered in accordance with Rule 10.1.
- 10.6 A resignation from membership of the Guild is valid even if it is not effected in accordance with this rule if the member is informed in writing by or on behalf of the Guild that the resignation has been accepted.
- 10.7 Upon receipt of a resignation, the Secretary shall acknowledge same to the member, advising the member of the date of submission of the resignation to the Organising Committee, and at the same time advise the Divisional Secretary of the Division to which such membership has been allocated.
- 10.8 Where the business, or part of the business of a member is assigned or transferred to a person who is not a member of this Guild or
- such a person succeeds to the business or part of the business of a member
- then the member shall within 14 days of the assignment, transfer or succession notify the Guild of the assignment, transfer or succession.
- When the Guild has been notified that:
- (a) the business or part of the business of a member assigned or transferred to a person who is not a member of this Guild; or
 - (b) such person has succeeded to the business, or part of the business of a member;
- 10.9 Notwithstanding any other provisions in the Rules, the resignation of a member against whom disciplinary action has been initiated under Rule 29 shall not take effect until such matter has been dealt with by the Organising Committee. Provided that with respect to any resignation tendered which does not take effect because of this Sub-Rule, Dues shall not accrue beyond the date which would have been the applicable date of effect pursuant to Rule 10.2 had such disciplinary action not been taken.

11. Termination of Membership

- 11.1 The membership of any member shall cease and determine upon the happening of any of the following events, viz:
- 11.1.1 The resignation of such member effected pursuant to Rule 10.



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- 11.1.2 The death of such member.
- 11.1.3 The withdrawal of the authority of such member as a representative or additional representative pursuant to Rule 8.4.
- 11.1.4 If such member is duly declared or certified according to law as an insane patient or an insane or incapable person.
- 11.1.5 The expulsion from membership of such member in accordance with Rule 20 or Rule 29.
- 11.1.6 If such member being a company or unincorporated body shall be dissolved.

Immediately upon becoming aware of any such event the Secretary shall remove such member's name from the Register of Members, and termination of the membership shall operate from the time of removal of the name from such Register.

- 11.1.7 The adoption by the Organising Committee of a recommendation from the Organising Committee that a member has ceased to be engaged in the Driving Instructor or Driver Training Industries or any part thereof. Provided always that the Organising Committee shall not act on any such report until the member who is the subject of the report has been informed of the Organising Committee's decision and given seven (7) days' written notice that the member may appear before the Organising Committee that will consider such report.
- 11.2 Except in cases in which the Organising Committee shall otherwise decide following compliance with the next succeeding sub-clause, the membership of any member shall cease and determine upon the happening of any of the following events, viz:
- 11.2.1 If such member being an individual person shall have their estate sequestrated in bankruptcy, or shall assign their estate for the benefit of their creditors generally.
 - 11.2.2 If such member being a firm or partnership shall have its estate or the estate of each of its members sequestrated in bankruptcy or shall assign its estate or the estates of each of its members for the benefit of the creditors generally of such firm or partnership.
 - 11.2.3 If such member being a company shall go or be placed in liquidation or a resolution shall be passed or an order made for its winding up.
 - 11.2.4 If a receiver or a receiver and manager be appointed to control or manage the business or business affairs of such a member.

Unless otherwise directed by the Organising Committee, following compliance with the next succeeding subclause the Secretary shall remove the name of such member from the Register of Members and termination of the membership shall operate from the time of removal of the Member's name from such Register.

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- 11.3 Immediately upon becoming aware of the happening of any of the events mentioned in Rule 11.2 the Secretary shall enquire from such member the circumstances of the leading up to the happening of such event and upon receipt of such information (if furnished by or for such member) together with a request in writing (if so desired by such member) that the membership be not terminated in consequence of such event and also a certificate or report from the Official Receiver or Trustee (in the case of an individual person, a firm or a partnership, or from the liquidator or receiver or, receiver and manager in the case of a company) that all creditors of such member as at the date of the happening of such event are expected to be paid in full, the Secretary shall submit such information, request and certificate or report to the first regular meeting of the Organising Committee after receipt thereof and the Organising Committee shall thereupon decide whether the membership of such member shall cease and determine as aforesaid or may continue either unconditionally or subject to compliance with such conditions as the Organising Committee may think fit to impose. Such member shall cause the information, request and such certificate or report to be furnished to the Secretary within twenty-one days after the happening of the said event, in default whereof the Organising Committee may deal with the matter in the absence of the same.

12. Transfer from Divisions

- 12.1 Subject to Rule 6.2 hereof a member who wishes to transfer membership from the Division to which it is allocated to another Division may do so with the approval of the President and those wishing to do so shall apply in writing to the Secretary.
- 12.2 The application must state the name of the Division to which the member wishes his membership transferred.
- 12.3 Upon receipt of such an application the Secretary shall notify in writing the Division to which the transfer is sought and the Division to which the member belongs.
- 12.4 The Secretary shall then refer the application to the President for decision.
- 12.5 The Secretary shall after the decision of the President advise both Divisions and the member of the decision.
- 12.6 In the event of the President approving the transfer of membership, the Secretary shall amend the Register of Members required to be kept under Rule 21.1 accordingly.

13. Transfer of Membership Alteration of Membership Name

- 13.1 Membership of the Guild shall not be transferable except to the extent hereinafter indicated.
- 13.2 Notwithstanding the provisions of Rule 13.1 hereof where any member being:
- 13.2.1 An individual, or

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- 13.2.2 A firm or partnership whether registered under the provisions of legislation for the registration of Business Names or not, or
- 13.2.3 A company duly incorporated under the provisions of the corporations laws enforced from time to time within the Commonwealth of Australia, or
- 13.2.4 A body corporate under the provisions of any law for the time being in force in the State of New South Wales or any other State or Territory of the Commonwealth of Australia:

sells, transfers, assigns or otherwise disposes of all or any part of its operation of a Driving Instructor or Driver Trainer or being a member its operation within the Driving Instructor or Driver Training Industries to any firm or partnership, company or other body corporate but retains in excess of a one-half interest therein the Organising Committee may in its absolute discretion permit the membership of such member to be transferred to the firm or partnership, company or other body corporate so acquiring the interest in the operation as aforesaid.

13.3 The Division to which the member has been allocated shall be advised forthwith of any application for transfer of membership in pursuance of the preceding paragraph hereof.

13.4 Where any Committee member or member:

13.4.1 Registers or causes to be registered under the provisions of legislation for the registration of Business Names a business name in respect of its operation as a Driving Instructor or Driver Trainer or its operation within the Driving Instructor or Driver Training Industries, or

13.4.2 Being a company under the corporations laws enforced from time to time within the Commonwealth of Australia or a body corporate under the provisions of any law for the time being in force in the State of New South Wales or any other State or Territory of the Commonwealth of Australia changes its name, the Secretary shall, upon application in writing supported by such evidence as the Secretary may require, note the alteration to the membership name and shall as soon as practicable thereafter inform the Organising Committee and the Division to which the member has been allocated of such alteration.

14. Election of Officers to Committees, and Powers of the Same

14.1 The Committee - The management of the business and control of the Guild (subject to recommendation by vote to the office by members) shall be vested in the Committee, which in addition to the powers and authorities especially conferred upon it by these Rules, may exercise all such powers and do all such acts and things as may be exercised or done by the Guild and are not expressly directed or required to be exercised or done by the Guild in an Annual General Meeting or Special Meeting.



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14.2 The Committee shall comprise Officers (who shall be known as Committee Officers) in roles including:

- (a) President;
- (b) Secretary;
- (c) Treasurer;
- (d) Public Officer; and
- (e) Website Governor.

That shall be elected every year (an annual election year), provided always that the candidates for election have been members of the Guild for at least twelve (12) months prior to the date of nomination.

14.3 The Committee shall also comprise three (3) Ordinary Members that are not Office-Bearers of the Guild.

That shall be elected every year (an annual election year), provided always that the candidates for election have been members of the Guild for at least twelve (12) months prior to the date of nomination.

14.4 The Committee Officers shall take office from the declaration of their election, and Ordinary Members shall be placed onto the Committee and shall hold roles on the Committee until the formal declaration of the Committee at the Annual General Meeting in the next election year.

14.5 The Committee shall be elected by members entitled so to do in the following manner:

14.5.1 At least six weeks before the Annual Meeting in the election year, a Returning Officer is nominated by the Committee, wherein the Returning Officer shall forward with the Guild Newsletter, or by a separate email, a nomination form addressed to those members of the Guild whose names appear on the Member Roll, disclosing on the nomination form with a notification thereon of the opening date for nominations and closing date and time for receipt of such nomination and in addition the following information:

14.1.1.1 That nominations will not be received by the Returning Officer after the closing date so affixed.

14.1.1.2 That a nomination will not be valid unless a written consent of the nominee is received on or before the closing date for nomination.

14.1.1.3 The address to which the nominations and consents are to be forwarded.

14.5.2 The roll of voters for the election shall close 7 days before the date on which nominations open.



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- 14.6 Where any member or representative of the member is or will be absent at the time of the ballot from his or her address as registered with the Guild, the member or representative may make a written request that the Returning Officer forward a ballot paper or papers and other ballot material as outlined in these Rules to a nominated alternative address and the Returning Officer shall comply with the request.
- 14.7 A nomination shall in every case be in writing and shall be signed by the nominator (who shall be a financial member of the Guild for which the nomination is made) and shall also be assented to in writing by the nominee.
- 14.8 Nominations and consents shall be forwarded to the Returning Officer so as to arrive not later than 10 a.m. on the 28th date prior to the Annual Meeting in the election year.
- 14.9 The Returning Officer shall inspect the nomination and consents received at the closing date and time so as to be satisfied that each of them is in order and should the Returning Officer find a nomination or consent defective the Returning Officer shall, before rejecting the nomination, notify the nominator and the nominee concerned of the defect and give them an opportunity of remedying the defect where practicable within seven days of their receipt of such notification.
- For the purpose of this Constitution, the Returning Officer shall be appointed by the Committee not being an employee or office holder of the Guild. However, whilst such elections will be conducted by the Returning Officer, the Returning Officer shall be a member of the Guild appointed by the Committee for such purpose.
- 14.10 If only the required number of valid nominations is received, the Returning Officer shall certify to the President that the said candidates have been elected unopposed. The Returning Officer shall also declare the said candidates duly elected at the Annual Meeting in the election year.
- 14.11 If more than the required number of valid nominations is received, the Returning Officer shall prepare or cause to be prepared a sufficient number of ballot papers on which shall appear the full names of the candidates only in the order in which they shall have been drawn by the Returning Officer by ballot. A biography limited to 200 words of each of the candidates whose names appear on the ballot papers shall accompany those ballot papers. Any person so nominated, plus the Committee, shall be notified of and have the right to be present at such ballot for positions. The method of voting as provided hereinafter shall also be printed on the ballot paper and also the invalidation of the ballot paper as hereinafter provided.
- 14.12 The Returning Officer shall, within ten days after the closing date for nominations, forward by prepaid post or email to every member entitled to vote at the election, a ballot paper bearing the returning Officer's initials, together with a declaration envelope with a removable flap or label, and a prepaid envelope or email with an attached Guild seal/emblem. Both envelopes must comply with the forms prescribed by the Workplace Relations (Registration and Accountability of Organisations) Regulations 2003.
- 14.13 The Returning Officer shall advise all voters of the closing date for the receipt of returned ballot papers, which shall be not later than 10 a.m. on the seventh day prior to the Annual General Meeting.



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- 14.14 The Returning Officer shall arrange for a suitable postal box or other receptacle to which ballot papers may be returned to the Returning Officer.
- 14.15 Before counting any votes, or removing the ballot paper from the declaration envelope, the Returning Officer shall remove the flap or label from the envelope. The Returning Officer shall not count any vote unless the ballot paper on which it is recorded is returned in the declaration envelope sent to the voter and the declaration envelope has been returned in a prepaid envelope or email with an attached Guild seal/emblem. The Returning Officer shall not receive any ballot papers after the closing date provided, and shall mark any envelope received 'informal', together with the date of its receipt, and shall not open such envelopes.
- 14.16 The Returning Officer shall also mark the following informal:
- 14.16.1 A ballot paper that gives the identity of the voter.
 - 14.16.2 A ballot paper contained in a declaration envelope where the voter has not signed the declaration, and in this case the declaration envelope shall not be opened.
 - 14.16.3 A ballot paper which is marked other than with ticks or crosses corresponding to the number of candidates to be elected.
 - 14.16.4 A ballot paper which does not bear the initials of the Returning Officer.
- 14.17 After the appointed closing date the Returning Officer shall supervise the scrutiny of votes. The means of counting the votes shall be as set out herein. The Returning Officer is empowered to use Guild members who are not current Committee Officers to assist in the scrutiny.
- 14.18 Method of Voting:
- In a ballot to which these Rules apply a voter shall record its vote on a ballot paper as follows:
- It shall vote for the number of candidates to be elected by placing a tick or a cross against the names of those for whom it wishes to vote and it shall vote for neither more nor less than the number of candidates to be elected.
- 14.19 The means of counting the votes cast shall be as follows:
- Each candidate shall receive a number of votes indicated by the number of ticks or crosses recorded against their name on the ballot papers. The candidate or the candidates up to the required number receiving the highest sum total or totals shall be declared elected. In the case of a tie the Returning Officer shall decide the ballot by drawing lots.
- 14.20 Check Counting:
- Any scrutineer may, at any time during the counting of the votes of any candidate, request the Returning Officer to make a check count of the vote of all or any candidates and the Returning



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Officer shall forthwith make a check count accordingly. Provided that nothing herein shall make it compulsory upon the Returning Officer to check count the votes more than once.

- 14.21 The Returning Officer may also, at the Returning Officer's discretion, count votes again as often as the Returning Officer may consider necessary to establish accuracy.
- 14.22 At the conclusion of the count, the Returning Officer shall certify to the President the result of such ballot.
- 14.23 At the Annual Meeting in the election year, the Returning Officer shall declare the result of the ballot, or in cases where the Returning Officer has certified that the candidates have been selected unopposed, declare them elected. The candidates so declared to have been elected shall assume office immediately following the declaration of the poll in place of the retiring members of the Committee
- 14.24 A candidate for election may appoint one member to act as their scrutineer at the scrutiny. The Returning Officer shall be advised in writing by the candidate of the person so appointed prior to the scrutiny commencing. Any Committee Officer may also be present at the scrutiny.
- 14.25 In the event of the same candidate being elected to represent more than one role on the Committee, then that candidate shall elect at the Annual General Meeting or within seven (7) days thereafter whether he or she will remain as the elected Officer of the Committee or Committee Office. Such election shall create a vacancy on the Committee in respect of the Office for which the election was made. The Returning Officer shall then declare the candidate with the second greatest number of votes from the ballot to as elected as the Committee Officer representing that Office. If the Committee Officer who makes the election in accordance with this rule is the sole candidate then the vacancy shall be filled in accordance with rule 14.28.
- 14.26 If less than the required number of nominations which are in order have been received, the Returning Officer shall, at the Annual Meeting in the election year, call for nominations from those present and eligible to fill the remaining vacancies, such nominations to be proposed by a member eligible to be a candidate for such position before the candidate has signified acceptance or rejection of the nomination.

If only the required number of candidates is nominated, then such candidates shall be declared elected. If a greater number of nominations is received than required to fill the vacancy or vacancies, then a postal ballot shall be held by the Returning Officer in accordance with this rule provided that candidates whose nominations are defective shall be given an opportunity to correct the defect in accordance with the Rule 14.12.

15. Vacation of Office and Filling Vacancies on the Committee

- 15.1 The office of any Committee Member shall be declared vacant by the Committee if:
- 15.1.1 The Committee Member resigns from office in writing; or dies;



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- 15.1.2 The Committee Member ceases to be a Committee member or life member of the Guild.
- 15.2 The Committee may remove from office any officer or member of the Organising Committee at a meeting of the Organising Committee to which the Committee Officer concerned has been summoned in writing to show cause why the Committee Officer should not be so removed. Provided that such Committee Officer shall not be removed from office unless the Committee Officer has been found guilty of misappropriation of the funds of the Guild, a substantial breach of these rules, or gross misbehaviour or gross neglect of duty, or has ceased, according to these rules, to be eligible to hold the office.
- 15.3 A Committee Officer summoned to show cause pursuant to Rule 15.2 of this rule shall be given at least 14 days notice of the time and place of the meeting of the Organising Committee to which the Committee Officer is summoned, and the notice summoning such person shall also specify the ground or grounds upon which it is proposed to consider such removal.
- 15.4 The Organising Committee may proceed to hear and determine a matter under Rule 15.2 notwithstanding the absence of the person summoned if due notice of the hearing has been given in accordance with this rule.
- 15.5 In the event of a vacancy occurring for a Committee Member such vacancy shall be filled at the next meeting of the Committee, by the Regional or Sector Group concerned.
- 15.6 The vacancy may be filled by the declaration of the Returning Officer of that person who would next have been elected at the election of Committee Officers, had one further Committee Officer been required, and in the event of that person not being willing to accept the office, then the next succeeding person according to the ballot or if there is no such person, a suitably qualified person nominated by Organising Committee.
- 15.7 A Committee Officer so elected shall hold office for the balance of the term of the Committee Officer whom he replaces.

16. Meetings of the Committee

- 16.1 The Organising Committee shall meet as often as may be deemed necessary by the Organising Committee.
- 16.2 Unless otherwise decided by the Organising Committee the Organising Committee shall meet regularly on the second Tuesday of each calendar month for the dispatch of business, except for the case of a public holiday or emergency, when the President or in the President's absence the Secretary shall have the power to cancel the regular meeting and power to appoint a date for another meeting.
- 16.3 At all meetings of the Organising Committee the President shall be the Chair, and, in the President's absence, the Public Officer. In the event of the President or Public Officer, not being present, the Organising Committee shall elect a Chair from amongst its members.

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- 16.4 One-third of the number of Committee Officers shall form a quorum at all meetings of the Organising Committee.

17. Powers of the Committee

- 17.1 Without in any way limiting the general powers conferred by these rules or otherwise on the Organising Committee, it is hereby expressly declared that it shall have the following powers:
- 17.1.1 To adopt such measures as it, from time to time, deems expedient for the purpose of giving effect to the objects of the Guild or any of them;
 - 17.1.2 To purchase, take in exchange, or on lease, or otherwise acquire, and for any estate or interest therein, any real or personal property, rights, or privileges, which the Guild is authorised to purchase or acquire, and which it may deem requisite or expedient to acquire for the purpose of the Guild's business, and at its discretion to sell, subdivide, let, exchange, or dispose of any property of the Guild on such terms as to credit or otherwise as it may think fit;
 - 17.1.3 At its discretion to pay for any property, rights, or privileges acquired by or services rendered to the Guild, either wholly or partially in cash or in bonds, debentures, or other securities of the Guild, and any such bonds debentures, or other securities, may be either specifically charged upon all or any part of the property of the Guild, or not in such other manner as it may think fit;
 - 17.1.4 To secure the fulfilment of any contracts or engagements entered into by the Guild by mortgage or charge of all or any of the property of the Guild for the time being or so charged;
 - 17.1.5 To raise or borrow money in the name or otherwise on behalf of the Guild as it may from time to time think expedient, and to secure the repayment thereof or the fulfilment or discharge of any liability, guarantee, or obligation, of or undertaking by the Guild in such manner and upon such terms and conditions as it thinks fit, and in particular by the issue of bills or notes or debentures, by mortgage or charge of or on any of the property or assets of the Guild, both present and future;
 - 17.1.6 To institute, conduct, defend, compound, abandon, any legal proceedings by or against the Guild or its officers, or otherwise concerning the affairs of the Guild, and also to compound and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against the Guild;
 - 17.1.7 To refer any claims or demands by or against the Guild to arbitration and observe and perform the awards;
 - 17.1.8 To act on behalf of the Guild in all matters relative to bankrupts and insolvents, assignments or liquidations;



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- 17.1.9 To make and give receipts, releases, and other discharges, for money payable to the Guild, and for the claims and demands of the Guild;
- 17.1.10 To draw, accept, make, endorse, transfer, discount, guarantee, and negotiate such cheques, bills of exchange, and promissory notes, and give such indemnities and guarantees, and enter into such other obligations as may seem to it to be expedient for the purposes of the Guild;
- 17.1.11 To provide for the local management of the affairs of the Guild in any state or place in such manner as it shall think fit, and to establish any Local Committee, which may advise the Organising Committee on local matters.
- 17.1.12 To form Regional, Sector Groups or Divisions of the Guild in any part of the Commonwealth of Australia, and to approve by-laws for the management of such Divisions, Regions or Sector groups;
- 17.1.13 To affiliate the Guild with any organisation, association, or body, corporate or incorporate, having objects altogether or in part similar to those of the Guild, upon such terms and conditions and subject to the payment of such fees or subscriptions (if any) as the Organising Committee may agree, and at any time to terminate or cancel such affiliation by the Guild;
- 17.1.14 To purchase, or otherwise acquire and undertake all or any part of the property, assets, liabilities, and engagements, of any one or more of the associations, companies, firms, or chambers with which this Guild is authorised to amalgamate, affiliate, fuse, or ally, and to transfer all or any part of the property, assets, liabilities, and engagements of this Guild to any one or more of the associations, companies, firms, or chambers, with which this Guild is authorised to amalgamate, affiliate, fuse or ally;
- 17.1.15 To appoint the Committees required under these Rules to be appointed, and Special Committees from amongst its own number or otherwise to examine and inquire into any special matter in connection with the objects or business of the Guild, and to appoint members of the Guild or other persons to act with any such Special Committee, and dissolve such Special Committees whenever it may think proper, and generally to determine the constitution, and regulations of the procedure of any Committee, whether Special or appointed under these Rules provided that members of the Guild shall comprise the majority of the number of members of any such Committee, and further provided that the powers of such Committees and Special Committees shall be restricted to providing advice to Organising Committee;
- 17.1.16 From time to time to make and to alter, vary, and rescind, by-laws for the carrying out of these Rules, to put into effect the powers and authorities thereby vested in the Organising Committee, and for regulating the conduct and proceedings of the Guild and of the Organising Committee meetings and generally to provide for all such matters and things relating to the management of the property of the Guild and to the conduct of its business as are not inconsistent with or repugnant to these Rules or required to be done by the Guild in Special or Annual Meetings;



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- 17.1.17 To bring any industrial disputes, claims, or matters, before the Commonwealth Conciliation and Arbitration Commission, Industrial Commission of New South Wales, or any Committee, Board, or other Tribunal whatsoever, appointed under any Act of Parliament of the Commonwealth or State;
- 17.1.18 Save as provided by Rule 20.12 to consider, approve, or veto, resolutions or decisions of Divisions made under Rule 27.
- 17.1.19 To give assistance to any member of the Guild charged with a breach of any law, regulations, or award, involving a question of principle or of an established custom affecting members of the Guild generally or members of any particular Division, Region or Sector.
- 17.1.20 On behalf of the Guild or any members thereof to make and take any legal steps to enforce any claims or demands relative to industrial matters upon any organisation, or Industrial or Trade Union of Employees or Employers, or upon any individual employees or employers;
- 17.1.21 To enter into industrial agreements with any Trade or Industrial Union or Association of Employees or Employers; all such agreements shall be under the seal of the Guild and shall be executed by the President and Secretary.
- 17.1.22 In the event of the absence of the President or the Secretary, to appoint any person to act in their stead to execute any agreement, deed or document, in the place of the absent office-bearer.
- 17.1.23 To appoint persons empowered to execute any instrument required by law to be under seal and such seal shall be the seal of the Guild.
- 17.1.24 To authorise recovery of monies owed to the Guild by any person (including but not confined to the recovery of unpaid fees from members and former members).
- 17.1.25 To authorise the establishment of companies, partnerships, joint ventures or other commercial arrangements (whether wholly owned by the Guild or in concert with other persons) for the furtherance of objects of the Guild as set out in Rule 3 - provided that proper financial information shall be included in the Guild's annual accounts with respect to any such entities.
- 17.2 Provided always that the Organising Committee shall exercise the aforesaid powers subject to the direction and control of the Guild in Special or Annual Meeting.

18. Election of Officers to the Committee and their Powers and Duties

- 18.1 Committee Officers: The Committee Officers of the Guild shall be the President, Secretary, Treasurer, Public Officer and Website Governor, all of which positions shall be honorary. They shall carry out such duties individually as provided in these Rules. Collectively they shall form an Organising Committee which may in case of emergency exercise such powers of the



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Organising Committee as may be in the interests of the Guild, provided that such action shall be reported to the next meeting of the Organising Committee which may rescind the action. Three form a quorum at Organising Committee Meetings.

The President/Organising Committee shall and is hereby authorised (in a manner as may be directed by the Organising Committee) to bring or defend, or cause to be brought or defended, any action, prosecution or complaint in any Court or Tribunal as may be established under any Industrial or Arbitration or General, Civil or Criminal Law of the Commonwealth or any State.

- 18.2 The President: The President shall be elected by and from among the members of the Organising Committee, bi-annually. Such election shall take place by the October meeting of the Organising Committee in an election year. At least six weeks prior to the October meeting of Organising Committee in an election year the Returning Officer shall invite written nominations for the office of President. Such nominations shall be proposed by a member of the Organising Committee and be supported by the signed consent of the nominee. Such nominations shall be in the hands of the Returning Officer by 10am on the 28th day prior to the October meeting of the Organising Committee in that election year.

In the event of more than one nomination being received, then the Returning Officer shall prepare or cause to be prepared a sufficient number of ballot papers on which will appear the full name of the candidates only in the order in which they shall have been drawn by the Returning Officer by ballot. The Returning Officer shall, within ten days after the closing date for nominations, forward by pre-paid post to members of the Organising Committee, a ballot paper bearing the Returning Officer's initials, together with an envelope marked "Ballot Paper Only", suitable to contain the ballot paper of each member and not disclosing otherwise any identification, and a further business reply paid envelope to contain the before mentioned envelope, addressed to the Returning Officer at an address arranged by the Returning Officer for the return of the ballot paper by post by the voter without expense to them. This envelope shall also provide the signature of the voter. The Returning Officer shall advise all voters of the closing date for the receipt of return of ballot papers, which shall be not later than 10 am on the day prior to the October Meeting of Organising Committee. The Returning Officer shall arrange for a suitable postal box or other receptacle to which ballot papers may be returned to the Returning Officer. The Returning Officer shall not receive any ballot papers after the closing date provided and shall mark any envelope received "Informal", together with the date of its receipt and shall not open such envelopes. Where more than two nominations are received the ballot shall be determined by the preferential method of counting votes in accord with Rule 19.9.

The President Elect shall be installed in office as President at the Annual Meeting in the election year by the Retiring President. Such installation shall be last item on the Agenda and the President shall assume office on installation.

The President shall:

- (i) be the Principal Committee Officer of the Guild and shall preside at all meetings of the Guild, the Organising Committee and all Committees, whether Special or otherwise, and may preside at any meeting of a Division;
- (ii) have all the authority usually vested in the Chair of any meeting;
- (iii) keep order and direct the manner of debate upon all questions introduced and determine what order questions shall be introduced;

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- (iv) have the right to vote on all questions and where voting is equal may exercise a right to a casting vote by declaring the result of the voting. No member shall persist in a line of conduct contrary to the ruling of the Chair.
- (v) have power to cause any meeting of the Guild, its Organising Committee, its committees and Divisions to be convened, cancelled or postponed;
- (vi) have power to delegate authority and to direct the Secretary and to suspend the Secretary from office as provided in Rule 18.6.

18.2.1 If the Returning Officer finds a nomination to be defective the Returning Officer shall, before rejecting the nomination, notify the person concerned of the defect and, where it is practicable to do so, give that person the opportunity of remedying the defect by the close of nominations.

18.2.2 Where any Committee Officer is or will be absent at the time of the ballot from his or her address as registered with the Guild, the Committee Officer may make a written request that the Returning Officer forward a ballot paper or papers and other ballot material as outlined in these Rules to a nominated alternative address and the Returning Officer shall comply with the request.

18.2.3 Each candidate may appoint a scrutineer who may observe, and be present at, all steps in the conduct of an election by the Returning Officer. The failure of a scrutineer to exercise any of their rights shall not invalidate an election.

18.2.4 Completed ballot papers shall be inserted in a sealed ballot box.

18.2.5 When the ballot box is opened, all votes shall be immediately formally counted and the successful candidate formally declared elected at the December meeting of Organising Committee.

18.3 Vacancy before expiration of term of Office:

18.3.1 Should the office of President become vacant prior to the expiration of one quarter of the term for which that person was elected it shall be competent for the Organising Committee to elect a successor.

Within seven days after the vacancy referred to above the Returning Officer shall invite written nominations from amongst the Committee Officers for a President. Such nomination shall be proposed by a member of Organising Committee and be supported by the signed consent of the nominee. Such nominations shall be in the hands of the Returning Officer by 10.00 a.m. on the 7th day prior to the next meeting of the Organising Committee.

Where only one nomination is received for the position, then the person so nominated shall be declared elected to the position.

In the event of more than one nomination being received by due date for the office then a secret ballot shall take place within the Organising Committee present at the meeting, and as a result of the ballot a President shall be declared

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elected and assume office. Where more than two nominations are received the ballot shall be determined by the preferential method of counting votes in accord with Rule 19.9.

In the event of no nomination being received at the said closing date for nomination, the Returning Officer shall report the fact to the next meeting of the Organising Committee when it shall be competent for the said Organising Committee to elect from the Committee Officers so assembled one of their number to fill the vacancy provided that a Committee Officer who is not present at the said meeting and who has obtained leave of absence and has indicated his willingness in writing to the Returning Officer to accept nomination, prior to the meeting, may be duly nominated and the nomination accepted as if the nominee were present at the meeting. The provisions of the Rule 18 shall apply mutatis mutandis to elections conducted under this Rule.

18.3.2 Should the Office of President become vacant when the unexpired part of the term for which that person was elected is less than three quarters, it shall be competent for the Organising Committee to appoint a successor from amongst the Committee Officers.

18.4 Committee Member responsible for Finance:

The Public Officer with the assistance of the Treasurer shall certify all accounts due by the Guild, shall see that the Treasurer causes all moneys belonging to the Guild to be paid to the credit of the Guild without undue delay in a bank authorised by the Organising Committee.

The persons so nominated shall certify the Guild's Balance Sheets and Revenue Statements or such other Returns as may be required by law. The persons so nominated shall, so far as is practicable (and subject to Rule 20.10), sign all cheques or bank withdrawals on behalf of the Guild.

18.5 On the election of the Treasurer those Regional or Sector Groups which have elected their Committee Officers shall be deemed entitled to an additional Committee Officer for each office bearer thus elected and such additional positions shall be filled by the Declaration of the Returning Officer of that person who would next have been elected at the election of Committee Officers had one further person have been required and in the event of there being no such candidate the Returning Officer shall conduct a further ballot in accordance with Rule 14.

18.6 Secretary:

The Secretary shall be a servant of the Guild and shall, as soon as practicable after being appointed as Secretary, lodge notice with the Committee for the purpose of updating the Member Register, their current address, which will be verified by the Committee including the Registration of the appointment of the Secretary in the Member Register that shall be affixed with Company Seal by the Committee.

The Secretary shall be responsible to the Committee but shall act entirely under the direction of the President, or in the absence of the President then the Public Officer so acting. The Committee shall have power to dismiss the Secretary for breach of his/her responsibilities as set out in this Charter.

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The Secretary shall be:

- the Guild's Chief Administrative Officer and Committee Officer;
- Should the Secretary be unable to fulfil their role, then the responsibilities will be appointed to the Public Officer of the Guild for all such purposes as may be required until the Secretary is available to resume duties or a new Secretary appointed;

The Secretary shall:

- convene all meetings of the Guild and its Committees;
- keep or cause to be kept a faithful record of the business; transacted at all meetings of the Guild and its Committees;
- ensure minutes of minutes and proceedings at a meeting are signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting;
- under the direction of the Committee, keep and maintain a Register of the members of the Guild, collect all representations made by Guild members or otherwise and keep and maintain records as may be required by law;
- conduct internal correspondence on behalf of the Guild;
- under the direction of the Committee, prepare and furnish all notices and returns required to be given by or on behalf of the Guild under any law;
- subject to the direction of the Committee, engage the members of the Guild;
- have full charge and management of the Guild's membership and authority to delegate powers and duties to such membership when authorised to do so by the Committee; and
- carry out such other duties as may be required by these Rules or directed by the Committee from time to time.

In the event of the office of the Secretary becoming vacant for any cause, the Committee shall have power to appoint a person to act as Secretary. A person so appointed shall be known as the Acting Secretary.

18.7 Public Officer:

The Public Officer shall be a servant of the Guild and shall, as soon as practicable after being appointed as the Public Officer, lodge notice with the Secretary for the purpose of updating the Member Register, their current address, which will be verified by the Secretary including the Registration of the appointment of the Public Officer in the Member Register that shall be affixed with Company Seal by the Secretary.

The Public Officer shall be:

- the Committee Officer to sue or to issue or accept legal process on behalf of the Guild;
- Should the Secretary be unable to fulfil their role, then the responsibilities will be appointed to the Public Officer of the Guild for all such purposes as may be required until the Secretary is available to resume duties or a new Secretary appointed;

The Public Officer shall:

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- conduct external public correspondence on behalf of the Guild;
- under the direction of the Committee, prepare and furnish all notices and returns required to be given by or on behalf of the Guild under any law;

18.8 Treasurer:

The Treasurer shall be a servant of the Guild and shall, as soon as practicable after being appointed as the Treasurer, lodge notice with the Secretary for the purpose of updating the Member Register, their current address, which will be verified by the Secretary including the Registration of the appointment of the Public Officer in the Member Register that shall be affixed with Company Seal by the Secretary.

The Treasurer shall be:

- The persons so nominated shall maintain and have certified the Guild's Balance Sheets and Revenue Statements or such other Returns as may be required by law.
- Should the Treasurer be unable to fulfil their role, then the responsibilities will be appointed to the Public Officer of the Guild for all such purposes as may be required until the Treasurer is available to resume duties or a new Treasurer appointed;

The Treasurer shall:

- ensure all monies due to the Guild are collected, received and recorded;
- maintain the execution and recording of all payments authorised by the Guild;
- ensure the correct books and accounts are kept showing the financial affairs of the Guild, including full details on all receipts and expenditure connected with the activities of the Guild are made and recorded;
- on behalf of the Guild, maintain statements for all the financial accounts maintained by the Guild, The persons so nominated shall, so far as is practicable (and subject to Rule 20.10), sign all cheques or bank withdrawals on behalf of the Guild;
- see that the Committee causes all moneys belonging to the Guild to be paid to the credit account of the Guild without undue delay in a bank authorised by the Committee;
- under the direction of the Committee, prepare and furnish all accounting statements and accounting returns required to be given by or on behalf of the Guild under any law;

18.9 The President is entitled to become a Representative of the Guild and shall continue as such Representative during the term of the presidency but no longer unless elected in accordance with the provisions of this Rule.

Such other Representative (or Representatives), including a Representative in lieu of the President, should The President determine not to so act, as may be required by the Articles and Governing Provisions of the Guild, to represent the Guild on the Organising Committee of any affiliates shall be elected annually by and from Members of the Guild.

Such election shall take place at the last Organising Committee Meeting not less than forty days prior to the Annual Meeting of the Organising Committee of the Guild. At least thirty days prior



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to the last Organising Committee Meeting not less than forty days prior to the Annual Meeting of the Organising Committee of the Guild the Secretary shall invite written nominations from amongst the Committee Officers for the Office of the Guild's Representative on the Organising Committee of the Guild.

Nominations shall be made in writing by a member of Organising Committee and accompanied by the signed consent of the Nominee. Nominations shall be in the hands of the Secretary by 4.00 p.m. on the seventh day prior to the last Organising Committee meeting referred to in the preceding paragraph.

Where only one nomination is received for the position, then the person so nominated shall be declared elected and assume office after the declaration is announced at the Annual Organising Committee Meeting of the Guild.

In the event of more than one nomination being received by due date, then a secret ballot shall take place within the Organising Committee present at the meeting not less than forty days prior to the Annual Federal Organising Committee Meeting, and as a result of the ballot, a Representative shall be declared elected.

In the event of insufficient nominations being received at the said closing date for nominations, the Secretary shall report the fact to the next meeting of Organising Committee, when it shall be competent for the said Organising Committee to elect from the Committee Officers so assembled, one of their number to the vacancy, provided always that a Committee Officer who is not present at the said meeting and who has obtained leave of absence and has indicated willingness to the Secretary, in writing to accept a nomination prior to the meeting may be duly nominated and such nomination accepted as if the nominee was present at the meeting.

The Representative(s) so elected shall report verbally to the Organising Committee from time to time on the activities and affairs of the Guild.

A casual vacancy may be filled by the Organising Committee at any of its meetings in the manner prescribed by this Rule.

- 18.10 The Committee Officers elected pursuant to Rule 14 as the representatives of the Sector Groups identified in Rule 27.1.1 to Rule 27.1.5 shall represent the Guild on the corresponding Sector Groups established pursuant to the rules of the Guild.

18A Material Personal Interests, Remuneration and Non-Cash Benefits

(a) Definitions

In the interpretation of this Rule 18A only, the following words and expressions shall have the meanings hereinafter specified:

- (i) "Board" means a group of persons who supervise or otherwise have oversight of a corporation, organisation Guild or other like body including a Board of Directors.
- (ii) "Disclosure Period" means the financial year unless a shorter period is specified.

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- (iii) “Declared Person or Body” a person is a Declared Person or Body if:
 - (a) An Officer of the Guild has disclosed a Material Personal Interest under subrule 18(c)(i); and
 - (b) The interest relates to, or is in, the Person or body; and
 - (c) The Officer has not notified the Guild that the Officer no longer has the interest.
- (iv) “Financial Duties” includes duties that relate to the financial management of the Guild.
- (v) “General Manager” means the General Manager of the Fair Work Commission.
- (vi) “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.
- (vii) “Office” has the same meaning as defined by Section 9 of the Fair Work (Registered Organisations) Act 2009.
- (viii) “Officer” has the same meaning as defined by Section 6 of the Fair Work (Registered Organisations) Act 2009.
- (ix) “Peak Organising Committee” has the same meaning as defined by Section 12 of the Fair Work Act 2009.
- (x) “Related Party” has the same meaning as defined by section 9B of the Fair Work (Registered Organisations) Act 2009.
- (xi) “Relative” in relation to a Person means:
 - (a) Parent, step parent, child, step child, grandparent, grandchild, brother or sister of the person; or
 - (b) Spouse of the first mentioned person.
- (xii) “Relevant Remuneration” in relation to an Officer of the Guild for a Disclosure Period is the sum of the following:
 - (a) Any Remuneration disclosed to the Guild by the Officer under sub-rule 18A(b) during the Disclosure Period;
 - (b) Any Remuneration paid during the Disclosure Period, to the Officer of the Guild.
- (xiii) “Relevant Non-Cash Benefits” in relation to an Officer of the Guild 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 Guild or by a Related Party of the Guild.
- (xiv) “Remuneration” includes pay, wages, salary, fees, allowances, leave, benefits or other entitlements; but

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- (a) Does not include a Non-Cash Benefit; and
 - (b) 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.
- (b) Disclosure of Officer's Relevant Remuneration and Non-Cash Benefits
- (i) Each Officer of the Guild shall disclose to the Guild any Remuneration paid to the Officer:
 - (a) Because the Officer is a member of a Board, if:
 - (i) The Officer is a member of a Board only because the Officer is an Officer of the Guild; or
 - (ii) The Officer was nominated for the position as a member of that Board by the Guild or a Peak Organising Committee; or
 - (b) By any Related Party of the Guild in connection with the performance of the Officers' duties as an Officer.
 - (ii) The disclosure required by sub-rule 18A(b)(i) shall be made to the Guild:
 - (a) As soon as practicable after the Remuneration is paid to the Officer; and
 - (b) In writing.
 - (iii) The Guild shall disclose to the Members:
 - (a) The identity of the Officers who are the five (5) highest paid in terms of Relevant Remuneration for the Disclosure Period, and
 - (b) For each of those Officers;
 - (i) The actual amount of the Officer's 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.
 - (iv) For the purposes of sub-rule 18A(b) (iii), the disclosure shall be made:
 - (v) In relation to each financial year;
 - (a) Within six (6) months after the end of the financial year; and
 - (b) In writing.
- (c) Disclosure of Material Personal Interests

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- (i) Each Officer of the Guild shall disclose to the Guild 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 Guild.
 - (ii) The disclosure required by sub-rule 18A(c) (i) shall be made to the Guild:
 - (a) As soon as practicable after the interest is acquired; and
 - (b) In writing.
 - (iii) The Guild shall disclose to the Members any interests disclosed to the Guild pursuant to this sub-rule 18A(c) (i).
 - (iv) For the purposes of sub-rule 18A(c) (iii), the disclosures shall be made:
 - (a) In relation to each financial year;
 - (b) Within six months after the end of the financial year; and
 - (c) In writing.
- (d) Disclosure obligations of the Guild
- (i) The Guild shall disclose the following information to the Members, either:
 - (a) Each payment made by the Guild, during the Disclosure Period;
 - (i) To a Related Party of the Guild; or
 - (ii) To a Declared Person or Body of the Guild; or
 - (b) The total of the payments made by the Guild, during the Disclosure Period:
 - (i) To each Related Party of the Guild; or
 - (ii) To each Declared Person or Body of the Guild.
 - (ii) Sub-rule 18A(d)(i) does not apply to a payment made to a Related Party if:
 - (a) the payment consists of amounts deducted by the Guild from remuneration payable to officers and employees of the Guild; or
 - (b) the related party is an officer of the organisation, and the payment:
 - (i) consists of remuneration paid to the officer by the organisation; or



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- (ii) is reimbursement for expenses reasonably incurred by the officer in performing the officer's duties as an officer.
 - (iii) For the purposes of sub-rules 18A(d) (i) disclosure shall be made:
 - (a) in relation to each financial year; and
 - (b) within six (6) months after the end of the financial year; and
- e) Expenditure Policy
 - (i) The Guild shall develop and implement policies and procedures relating to expenditure of the organisation.
- (f) Approved Training
 - (i) Each Officer of the Guild whose duties include Financial Duties must undertake training:
 - (a) Approved by the General Manager under section 154C of the Fair Work (Registered Organisations) Act 2009; and
 - (b) That covers each of the Officer's Financial Duties.
 - (ii) The training required by this sub-rule 18A(f) must be completed within six months from the date which is the later of:
 - (a) 1 January 2014; or
 - (b) A date provided for in the relevant legislation; or
 - (c) the date the Person becomes an Officer.

19. Arrangement of Meetings

19.1 Annual General Meetings:

An Annual General Meeting of members shall take place on the second Tuesday in December of each year. At this meeting the audited Balance Sheet and Revenue Statement shall be presented, together with a Presidential Report.

In an election year the Ballot for election of members of the Organising Committee for the ensuing year shall be declared and the President Elect shall be installed in office; provided, however, that this installation shall be the last item of business.

Such other business as the Organising Committee may refer to this meeting shall also be dealt with at the Annual General Meeting; provided, however, that only that business which is clearly set forth on the notice of meeting shall be dealt with.

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Seven days prior to the date of the Annual General Meeting, the Secretary shall forward by prepaid letter post or email a circular to each member of the Guild. Such circular shall request the members' attendance at the meeting and shall clearly set forth the time and place of the meeting and the business to be transacted. Ten members shall form a quorum at the Annual General Meeting.

19.2 Special Meeting:

A Special Meeting of members may be convened on the instructions of the President, the Organising Committee or Secretary, as required by Rule 29. These parties may requisition five members of the Organising Committee or requisition of ten members of the Guild. Provided that where a Special Meeting is requisitioned as before mentioned, such requisition shall be in writing and duly signed by each of the members concerned and shall clearly set forth the reasons for the requisition. A Special Meeting shall deal only with such special business as may be referred to it.

Not less than seven days prior to the date of the Special Meeting the Secretary shall forward by prepaid letter post a circular to each member of the Guild. Such circular shall request the members' attendance at the meeting and shall clearly set forth the time and place of the meeting and the special business to be transacted.

Where the business of a Special Meeting is to consider any subject, or a notice of motion has not been submitted, then any motion or motions submitted to the said Special Meeting shall be received and may be debated, but shall not be determined. Such motion shall be referred to a further Special Meeting to be convened within seven days of the date of their receipt and shall be clearly set forth in the circular convening the further Special Meeting. The further Special Meeting shall have power to determine the motions submitted to it and (with the exception of motions to alter this Constitution or dissolve the Guild) such motions shall be carried by a simple majority of members present and entitled to vote.

Motions to alter this Constitution or dissolve the Guild shall be carried by a majority of three fourths of the members present and entitled to vote. On being adopted, such motions shall become special resolutions and may be acted upon. The provisions of this paragraph shall not apply when the special meeting is convened under Rule 29.

In the event of a specific notice of motion being received for submission to any Special Meeting, then, providing such notice of motion is clearly set forth on the circular convening such Special Meeting, it shall be competent for the Special Meeting to determine such notice of motion without reference to a further Special Meeting. With the exception of motions to alter this Constitution or dissolve the Guild, upon being adopted by a simple majority of members present such motion shall become a special resolution and may be acted upon. Motions to alter this Constitution and Rules or dissolve the Guild upon being adopted by a three fourths majority of members present shall become special resolutions and may be acted upon.

The President shall have the option of directing that a Special Meeting be summoned by advertisements in one daily paper circulating generally throughout New South Wales, or such other means as may be expedient, in the case of disrupted postal services, either in lieu of or in addition to the circular referred to, and in such advertisements the business to be transacted may be in a general form if such a course is considered desirable by the President.

A Special Meeting of members shall be the supreme authority of or in the Guild.

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Twenty five members shall form a quorum at any Special Meeting.

Notwithstanding any other provision of this Rule, once any subject has been determined by a Special Meeting, then such subject shall not be re-opened except upon review of the Organising Committee, which, notwithstanding the provisions of this Rule, shall have the absolute discretion as to whether a Special Meeting is to be convened to re-open or re-consider the subject sought to be re-opened.

19.3 Removal of Office-Bearers:

For the purposes of this Rule, Office-bearer shall mean any member of the Committee or any member of the Organising Committee.

In addition to the powers conferred by Rules 17, 19.2, 28, 29, 32 and 33 herein a Special Meeting may by resolution (notice of which has been given in accordance with Rule 19.2) remove any Office bearer or Office-bearers from such office. In such case the resolution shall be passed by a majority of not less than three-fourths of the members present at such Special Meeting. Any vacancy occurring from the implementation of this Rule shall be filled as provided in these Rules.

19.4 Committee Meetings:

Committees appointed by the Organising Committee for a special purpose shall meet as and when necessary. Three days prior to the date of such meeting, the Secretary shall forward by prepaid letter post or by facsimile transmission to each member of the Committee a notice requesting attendance at such Committee meeting provided, however, that in an emergency or where five or less persons constitute the Committee, then the meeting may be convened by telephone or by facsimile transmission. All Committees shall be convened on the direction of the President or the person appointed convener for that particular Committee.

A quorum for Committee meetings shall be half the number of attendees comprising the Committee (where a fraction, to the nearest one above).

The Organising Committee shall review the personnel and function of all Committees in February of each year and shall re-appoint such Committees and the personnel of such Committees as it deems necessary at such meeting.

19.5 Organising Committee Meetings:

The Organising Committee shall meet as provided in Rule 16.

Not less than three days prior to the date of such meetings, the Secretary shall forward to each member of the Organising Committee by pre-paid letter post or by facsimile transmission a notice requesting attendance at such Organising Committee meeting.

One third of the number of Committee Officers shall form a quorum at Organising Committee Meetings.



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19.6 Quorum:

If a quorum for any meeting be not present twenty minutes after the appointed time for the meeting to commence, then the Chair may permit discussion on the business without resolution. The Chair shall then adjourn the said meeting not more than 14 days and direct that a further notice be sent as provided, drawing attention to the fact that the prior meeting had adjourned for want of a quorum and in the event of a quorum not being present at the adjourned meeting, then the number of Committee Officers present shall be the quorum required for the adjourned meeting and the business shall be decided, determined or resolved.

19.7 Resolutions:

At any meeting (other than as provided in Rule 19.3 "Removal of Officer-bearers" and Rule 19.2 "Special Meetings"), unless a poll is required by these rules or is demanded, a declaration by the Chair that a resolution has been carried or lost and an entry to that effect in the Minutes or Report of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

19.8 If a poll be demanded or necessary, then every member shall have one vote and a simple majority shall determine the result of the poll, and such result shall be deemed to be the resolution.

In cases where a poll is demanded or necessary, then the Secretary shall be responsible for the issue of initialled ballot papers.

19.9 Election of Committee Officers or Representatives of the Guild:

The following method shall be used to determine the election of Committee Officers, where more than two nominations are received for any one position.

Committee Officers shall record their preference for the candidates by marking their ballot papers with consecutive numbers (1, 2, 3 and so on).

The result shall be determined in the following manner:

Each candidate shall receive a number of votes by treating numerical preference as the candidate's total from each ballot paper (i.e., a number three preference counts as three votes). The candidate receiving the lowest sum total of votes shall be declared elected.

By resolution this method of voting may be used by the Organising Committee or its committees or an annual or special meeting of the Guild to elect a delegate or other representative for the Guild, where more than two nominations are received for the position.

19.10 In ballots other than those referred to in Rules 14 and 18.2.3 two or more scrutineers may be appointed at the meeting to assist in conducting and determining the ballot.



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20. Administration of Guild Funds, etc.

- 20.1 Financial Year: The financial year of the Guild shall commence on the 1st July in each year and end on the 30th June following.
- 20.2 Fees: The fees and other charges on members levied pursuant to Rule 3.24 payable by members shall be determined by the Committee from time to time.
- 20.3 Recovery of Fees and Other Amounts Due to the Guild: Any member failing to pay fees or other charges imposed pursuant to Rule 20.2 or any fine imposed pursuant to these Rules in full within three months of their becoming due shall be notified by mail or by facsimile transmission of such default and at the same time the Secretary may suspend all services to the said member and report the suspension to the Committee. In the event of the said member so notified not having paid the fees within thirty days of the date of such notification, the Secretary shall report the fact to the Organising Committee.
- 20.4 In the event of no written explanation having been received from the member in default, the Organising Committee may forthwith terminate the membership of such defaulting member. The Organising Committee may direct that the fees outstanding and any other monies owed to the Guild be recovered or may direct that same be "written off" as a bad debt. All such terminations shall be reported to the next meeting of the Organising Committee. Any monies (including but not confined to those monies described in Rule 3.23) payable but not paid by a former member of the Guild in relation to a period before the member's resignation from or cessation of membership of the Guild took effect may be sued for and recovered in the name of the Guild, in a Court of competent jurisdiction, as a debt due to the Guild.
- 20.5 In the event of a written explanation having been received from the member in default and with respect to whom the Secretary has determined that services should be suspended, the Organising Committee may and at its absolute discretion, extend the time for such member to meet its obligations by a period not exceeding three months; during this period no services shall be made available to such member. At the expiration of the extended time if payment has not been made, then Rule 20.4 above shall be given effect to.
- 20.6 Any member failing to meet any other liability in full, due and payable to the Guild, within three months of same becoming due, shall be reported by the Secretary (if the Secretary considers it appropriate to do so) to the Organising Committee, who may direct that such liability be recovered and may also direct the Secretary to charge such member under Rule 29.
- 20.7 Levies: By recommendation of the Organising Committee, the Guild in Special Meeting may impose such levies or other contributions as are deemed advisable for the purpose of carrying on the work and objects of the Guild. The Special Meeting may impose a lesser amount on or exempt or exclude any member, group of members or class of member from such levy or contribution. Such levies or contributions as may be resolved, shall be due and payable within thirty days of the notification to members of the decision to impose same, and may be recovered, as provided in this Rule. Member, for the purposes of this Rule, does not include Life Member, Past Service Member, Honorary Member or additional Representative.
- 20.8 Application and Control of Funds: The funds of the Guild shall be applied to the maintenance of the Guild and the furtherance of its aims and objects. However, the Organising Committee by a



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three-fourths majority may apply a portion of the funds to charity or to the recognition of special services rendered to the Guild, or in honorariums to recompense a member for special duty to the Guild.

The Organising Committee may also invite members to subscribe, voluntarily to a fund for charitable or special purposes and in such cases shall apply such funds in full to the purpose for which they were subscribed.

In the event of any such fund officially closing prior to all such subscribed moneys being received by the Guild, or in the case of a special purpose, the purpose ceasing to exist, then the Organising Committee shall determine whether such late receipts or any surplus shall be deposited in a special account to be used for a similar purpose to the one for which such funds were collected or be distributed as the Organising Committee deems advisable.

20.9 The current funds of the Guild shall be deposited in such bank as the Organising Committee shall from time to time direct in the name of the Guild. All moneys received shall be deposited in such bank. Provided that an amount as may be determined from time to time by the Organising Committee shall be retained in cash in the Guild's registered office for the purpose of petty cash.

20.10 All payments shall be certified by the Committee Officer appointed pursuant to Rule 18.5 and approved or confirmed by the Organising Committee.

All cheques shall be signed by the Committee Officer appointed pursuant to Rule 18.5, or in the absence of the Committee Officer appointed pursuant to Rule 18.5 the President and counter-signed by the Treasurer, or such additional counter-signing officer, being an employee of the Guild, as the Organising Committee may authorise by resolution. Provided that, from time to time, the Organising Committee, on recommendation from the Organising Committee, may authorise the signing of cheques (to a limit set by the Organising Committee) by any two of the Treasurer and two other authorised signing officers (being employees of the Guild).

All financial records of the Guild shall be kept in the form required by any statute governing the registration of the Guild and in conformity with any other statutory requirements binding the Guild.

20.11 Investment of Funds: Any portion of the Guild's current funds may by resolution of the Organising Committee, be invested for the benefit of the Guild and on behalf of the Guild, in the name of the Guild.

20.12 Appointment of Auditors and Audit: The Organising Committee shall at its regular meeting in August of each year appoint an auditor or auditors who shall be registered public accountants.

20.13 The auditor or auditors so elected shall hold office from the time of their appointment until the date of the August meeting of Organising Committee in the next ensuring year, at which time they shall retire with effluxion of time. The retiring auditor or auditors shall be eligible for re-election.



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20.14 In the event of a vacancy occurring for any reason in the position of auditor or auditors, then such vacancy shall be filled at the next regular meeting of the Organising Committee after the date of the vacancy occurring.

20.15 The fees of the auditor or auditors shall be approved by the Organising Committee.

20.16 The auditors shall conduct a yearly audit after the 30th June in each year, and shall report the result of their audit to the Committee Officer appointed pursuant to Rule 18.5 and Secretary. The result of the annual audit together with a copy of the Balance Sheet and all revenue statements shall be presented at the Annual Meeting and also circulated to all members of the Guild.

The auditors shall also certify all financial returns required by law and requiring certification by such law.

The auditor or auditors shall, for audit purposes only, at all reasonable times have access to the books, minutes and accounts of the Guild and the Treasurer shall make same available and the said auditor or auditors shall be entitled to examine the Office-Bearers, members of the Organising Committee the Treasurer and the employees of the Guild with regard thereto, and to require such information or explanation as may appear necessary or proper, and may report from time to time to the Organising Committee with regard to such books and accounts.

20.17 Examining Books, Records and Accounts by Members: All persons having an interest in the funds of this Guild who are desirous of examining or investigating or inspecting all or any book, lists of members of the Guild, documents, or records (with the exception of turnover declarations) on application to and with the authority of the Organising Committee, shall be permitted to have free access to the same for such purpose on any ordinary working day between the hours of 10 to 4 in the daytime, or at such times as may be arranged with the applicant and such inspection shall be at the Registered Office and in the presence of the Secretary or such member of the staff of the Guild as the Secretary may delegate to be present.

All financial records, books of account and securities (or copies such securities - if they have been used themselves as security for borrowings or other purposes approved by the Organising Committee) shall be kept at the Guild's registered office.

20.18 Loans, Grants and Donations : A loan, grant or donation of an amount exceeding \$1,000 shall not be made by the Guild unless the Organising Committee:

(a) has satisfied itself:

- (i) that the making of the loan, grant or donation would be in accordance with the other rules of the Guild; and
- (ii) in relation to 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

(b) has approved the making of the loan, grant or donation.



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21. Register of Members

- 21.1 The Secretary shall cause to be kept and maintained using data storage in a fashion approved by the Organising Committee from time to time and in a manner required by law, a register of all members of the Guild capable of being reproduced in strict, alphabetical order in classes of membership and each individual entry shall show not less than the following particulars:
- 21.1.1 The name and postal address of such member;
 - 21.1.2 The date upon which the name of such member was entered in the register as a member;
 - 21.1.3 The class of membership of such member;
 - 21.1.4 Any Committee Position held by the member during his/her membership tenure;
 - 21.1.5 The names of each representative of such member, where applicable;
 - 21.1.6 The date upon which the member ceased to be a member, provided that in this case then all similar individual entries may be grouped together in the register.
- 21.2 If such register is maintained using electronic data storage of any type approved by the Committee, it shall be held in a fashion which permits its retrieval by any class of member.

22. Common Seal

The Common Seal of the Guild shall be in the following form:

GUILD EMBLEM AT PRESENT IN USE





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It shall be in the custody of the Secretary and shall not be used or affixed to any document except as authorised by the Organising Committee, and every document to which such seal is affixed shall be countersigned by the President and/or Secretary or the person or persons for the time being acting in their stead in accord with these Rules. Provided that agreements fixing the fees of any member by a contract for a period of time not exceeding three years pursuant to Rule 3.24 may be signed and the seal affixed by the Secretary alone.

23. Guild Emblem

The Guild Emblem shall be in the following form:

GUILD EMBLEM AT PRESENT IN USE



It shall be used on Guild Stationery and all Guild Publications as well as that of the Divisions, Regions and Sector Groups. It may be used for publicity purposes by the Guild and its Divisions, Regions and Sector Groups. Its use or reproduction by members is not permitted except as provided for under guidelines approved by the Organising Committee.

24. Prohibition of Collusive Tendering

Members of the Guild will not engage in collusion in tendering. For the purposes of these Rules, collusion is defined as:

- Agreements between tenderers as to who should be the successful tenderer;
- Any meeting of tenderers to discuss tender price prior to the submission of their tenders if the client is not present;
- Exchange of information between tenderers about their tender price;



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- Agreement between tenderers for the payment of money or the securing or reward or benefit for unsuccessful tenderers by the successful tenderer;
- Agreement between tenderers to fix prices or commissions without the consent of the client;
- Any assistance to any tender to submit a cover tender (that is, a tender submitted as genuine but which has been deliberately priced in order not to win the contract);
- Any agreement between tenderers prior to submission of tenders to fix the rate of payment of industry Guild fees where the payment of such fees is conditional upon the tenderer winning the contract.

If it is suspected that any member has engaged in collusive practices, appropriate disciplinary action will be commenced pursuant to Rule 29.

Any breach of this rule shall be construed as if it were a breach of Rule 29.1.3.

25. Unauthorised Use of Guild Seal or Emblems

Where any member makes reproduction of or use of the design of any emblem of the Guild without the authority of the Organising Committee or outside such guidelines for use of any emblem as may be adopted by the Organising Committee or of the common seal then such member shall be guilty of a breach of these Rules and shall be proceeded against under Rule 29.

Where any person not being a member makes or causes to be made reproduction of or use of the design of the Common Seal of the Guild, any Guild emblem without the express written authority of the Organising Committee through the Public Officer then the Public Officer shall see legal advice on such steps as may be taken by law to prevent such unauthorised or improper reproduction or use and may report such advice to the Committee who shall thereupon direct that such advice be given effect to should it so decide.

26. Indemnity of Members Officers and Employees

Every Committee Member or employee of the Guild shall be indemnified against (and it shall be the Guild's duty out of its funds to pay) all costs, losses, charges and expenses which any such Committee Member or employee of the Guild may incur or become liable for by reason of any contract entered into, or act or deed done by him in the discharge of any duty in accordance with these Rules.

27. Divisions, Regional and Sector Groups

- 27.1 As provided by Rule 17, the Organising Committee shall have power to create Divisions within the Guild in various locations for the purpose of acting as an Advisory Committee to the Organising Committee and providing a forum for membership networking and social events.

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The rights, privileges and powers of each Division shall be as resolved by the Organising Committee, provided that such rights and powers shall not exceed its advisory role and not place a Division within the definition of "Committees" under the provisions of Section 195 of the Australian Industrial Relations Act, nor place the Offices of Divisions within the definition of Sub-Section 4(1) (b) of Section 195 of the Act. The financial operation and management of each Division shall be as resolved by its Committee of Management.

The membership of members shall be allocated according to the nature and locality of that member's business to one of the following Sector Groups and one of the Regional Groups. The members of each Division shall meet at least once per year provided that the Organising Committee may, on recommendation of Organising Committee, determine that any Division shall not be required to so meet if the Organising Committee and the President are satisfied that such meeting is not needed or appropriate under the circumstances of that Division.

- 27.2 A Regional or Sector Group shall be responsible to the Organising Committee and shall deal with such matters and have such powers as the Organising Committee shall from time to time delegate. Subject to any resolution of the Organising Committee and subject to these matters which touch and concern more than one Regional or Sector Group, as far as practicable each Region or Sector Group shall operate autonomously.
- 27.3 The Organising Committee may vary the responsibilities of any Regional or Sector Group and may create additional Regional or Sector Groups or decrease the number of Regional or Sector Groups provided that the number of Regional or Sector Groups shall, each, not be less than 4.
- 27.4 Members of each Regional Group shall meet at least once per year after the Annual General Meeting of the Guild and at that meeting elect a Committee comprising at least eight of its members to deal with the day to day matters referred to it pursuant to Rule 27.2 above provided that Organising Committee may, on recommendation of the President, determine that any Region shall not be required to so meet and elect a Committee if the Organising Committee and the President are satisfied that such meeting and election are not needed or appropriate under the circumstances of that Region.
- 27.5 The Committee at that meeting shall elect a Chairperson who shall be one of the Regional Group Officers elected pursuant to Rule 14.
- 27.6 Members of each Sector Group shall meet at least once per year after the Annual General Meeting of the Guild and at that meeting elect a Committee comprising at least eight persons to deal with the day to day matters referred to it pursuant to Rule 27.2 above. The Committee at that meeting shall elect a Chairperson who shall be one of the Sector Group Officers elected pursuant to Rule 14. For the purpose of this sub-rule, "persons" shall mean any member of the Guild whose business activities include those related to the Sector.

28. Policy Miscellaneous

The policy of the Guild shall be determined by the Organising Committee, the Annual Meeting or a Special Meeting from time to time.



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Unless otherwise directed by the Organising Committee, the Secretary shall advise all members in the next edition of Newsletter of such determination and such determination shall be binding upon all members until such time as the determination is rescinded or amended by a like meeting that determined the policy originally.

Without in any way limiting the powers of the Organising Committee or an Annual or Special Meeting to determine further matters as the policy of the Guild, the following shall be the declared policy of the Guild on the matters set out:

- 28.1 Legal Assistance: Except as provided by Rule 26, no member shall be entitled to funding for externally provided Legal Assistance from the Guild or assistance toward the expenses of same unless the matter being litigated is one of principle which may affect other members. Provided always that the Organising Committee (or if time does not permit the placing of the matter upon which assistance is sought before the Organising Committee, then in such case, the Organising Committee) shall determine whether or not legal assistance shall be afforded to such member, provided always that assistance, legal or otherwise, shall not be available to any member whose difficulties are caused by a departure from Guild policy, advice, or use of a form of contract which has not been approved by the Organising Committee.
- 28.2 Members' Assent to Rules: The Constitution and Rules of the Guild, duly registered in accordance with the law of the Commonwealth and the State of New South Wales, shall be kept at the Guild office. Every member on notification of admittance to membership shall be forwarded by post, a copy thereof.

29. Disciplinary Powers

- 29.1 If it is brought or comes to the notice of the Organising Committee that any member:
- 29.1.1 Has been convicted of a felony or an offence under any Act, regulation, ordinance, industrial award or other law arising out of or in the course of the conduct of his business, or
 - 29.1.2 Has been convicted of a felony or an offence under any Act, Regulation or Ordinance or other Law where such conviction could bring the Guild into disrepute whether or not such conviction arose out of or in the course of conduct of his business, or
 - 29.1.3 Has committed or is committing a breach of the Code of Tendering or the Code of Ethics and Good Business Practice adopted by the Organising Committee pursuant to Rule 3.4
 - 29.1.4 Has committed or is committing a breach of the Constitution and Rules or by-laws of the Guild, or
 - 29.1.5 Has engaged in or published or been party to or permitted or supported any untrue or misleading communication statement advertisement signed document

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or paper either on its own behalf of or as an officer or representative or member of the Guild:

The Secretary shall report to the Organising Committee on such matter.

- 29.2 If any member of the Committee or any other member of Guild draws to the attention of the Secretary any matters which would, by virtue of Rule 29.1, constitute conduct within that Rule, the Secretary shall furnish to the Committee a report of the matters so brought or come to the Secretary's notice at the first regular meeting of the Committee thereafter or at a meeting of the Committee convened for the purpose of receiving and considering such report. If the Committee finds the allegations so reported to constitute a prima facie case for such member to answer, the President shall instruct the Secretary to inform such member and to furnish the member with a copy or statement of the allegations and to summon the member to appear before the Organising Committee on a day and a time to be fixed by the Committee to answer the allegations and the Secretary shall carry out such instructions.
- 29.3 If a majority of the members present at such Organising Committee Meeting shall decide and resolve that the member summoned to appear has been guilty of the conduct act or acts alleged against it the Organising Committee may impose a fine upon such member of a sum not exceeding Ten Thousand Dollars (\$10,000) or may expel it or suspend it for a period not exceeding six months from membership or may impose both a fine and expulsion or suspension such penalties provided however that a resolution expelling such members must be passed by a three-fourths majority of the members of the Organising Committee present at the meeting.
- 29.4 The member so dealt with may appeal to a special meeting of the Guild against the Organising Committee's decision or resolution by lodging a notice of appeal with the Secretary within fourteen days where-upon the Secretary shall convene a Special Meeting of the Guild to hear and determine such appeal and the decision of such Special Meeting or such appeal shall be final and binding on such member. Provided that any decision or resolution of such Special Meeting to expel such member or to confirm any expulsion already imposed must be passed by a three-fourths majority of the general members present and entitled to vote at such meeting.
- 29.5 All fines shall go to the general funds of the Guild and shall be paid to the Secretary within seven days after notice thereof shall have been given by registered letter to the person liable to pay the same.
- 29.6 Should any such member fail to appear before the Organising Committee or a Special Meeting, as the case may be when summoned to appear, the Organising Committee or the Special Meeting may proceed ex parte and such failure to appear without reasonable written excuse on the part of the member shall in itself be conduct which may be dealt with under this Rule.
- 29.7 A summons to appear in accordance with this rule shall be served personally by the Public Officer or by A.R. certified post, on the member concerned.

30. Legal Representation

The Guild may be represented in any proceedings before any Court or other Tribunal established by statute in defence of the trade interests of the members or for any other purpose permitted by these



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rules by any persons whom the Organising Committee or the President may from time to time appoint, through the Secretary.

31. Authorised Agreements

- 31.1 No industrial agreement, or other instrument, shall be executed by or on behalf of the Guild unless there shall be present at the meeting of the Organising Committee with respect thereto, at least three fourths of the members of such Organising Committee, and a resolution to that effect has been passed, and in execution the Common Seal of the Guild shall be affixed to such agreement or other instrument.
- 31.2 In the case of any Industrial Agreement; it shall first be approved by a Special Meeting of members.

32. Alteration of Rules

- 32.1 These Rules may be amended, added to or repealed in the following manner.
- 32.1.1 It shall be competent for any member, or group of members, acting as a Committee appointed by the Organising Committee, to give notice in writing of its requests for an alteration to these Rules, setting out in full the desired alteration and the reasons for the request.
- 32.1.2 The President may also place before the Organising Committee any changes to the Rules which the President considers in the interests of the Guild.
- 32.1.3 The Organising Committee shall then direct that the matter be referred to a Special Meeting of members. If three-quarters of the members present at such Special Meeting of members vote in favour of the proposed amendment, then the Rules shall be amended accordingly provided that such amendment is in accordance with any law under which the Guild is registered.
- 32.1.4 In the event of the adopted amendment not complying with the said law, then such refusal to register the said amendment under law shall be referred back to the Organising Committee, who shall have power to frame the proposed amendment in order that it shall comply with the said laws for registration.
- 32.1.5 These Rules may be amended by a resolution of the Organising Committee where such amendments are required by the Industrial Registrar to effect compliance with the provisions of the said laws for registration.
- 32.1.6 Where Organising Committee determines that amendments are required to the Rules so as to:
- (a) provide clarity;

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- (b) remove anomalies;
- (c) improve grammar;
- (d) utilise Rule numbers the provisions of which have been deleted by previous rule changes; or
- (e) reflect the alterations required consequential to renumbering of rules;

then the rules may be so amended by a resolution of the Organising Committee.

32.1.7 The amendment of the Rules, upon registration, shall be advised to all members in writing by the Secretary.

33. Dissolution of the Guild

- 33.1 The members of the Guild are not partners.
- 33.2 The liability of members to contribute, in the event of the affairs of the Guild being wound up or dissolved, shall be limited to the equivalent of the subscription for one year.
- 33.3 In the event of the membership of the Guild being reduced to 5 then the Guild may be dissolved in the following manner:
- 33.3.1 Any five members may give notice to the Organising Committee of their desire to move that the Guild be dissolved and the funds of the Guild distributed in a manner clearly set forth to the satisfaction of the Organising Committee.
- 33.4 The Organising Committee may, by resolution adopted by not less than three quarters of all the members of the Organising Committee, at any time and for any reasons deemed fit by the Organising Committee, convene a Special Meeting of members to consider a resolution to dissolve the Guild and if three-fourths of the members present at the meeting are in favour of the dissolution, the Guild therein be dissolved.
- 33.5 The Organising Committee shall then convene a Special Meeting of all members to determine the matter, and if three-fourths of the members present at the Special Meeting are in favour of the dissolution, the Guild shall thereupon be dissolved. Prior to the dissolution or distribution of funds, it shall be imperative, so far as there are funds available, to make provision for satisfying all and every legitimate claim against the Guild.
- 33.6 The Secretary shall then give such notice of the dissolution as may be required by the laws under which the Guild is registered, and shall cause notice of the dissolution to be published in two daily Sydney newspapers. Upon completion of these acts the Secretary shall



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cease to be personally responsible for any other acts of whatsoever nature in respect of the Guild or its activities up to the date of the notifications of dissolution as required by law.

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****End of Rules**