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## **Association of Consulting Architects - Australia**

I CERTIFY under section 161 of the *Fair Work (Registered Organisations) Act 2009* that the pages herein numbered 1 to 37 both inclusive contain a true and correct copy of the registered rules of the Association of Consulting Architects - Australia

DELEGATE OF THE GENERAL MANAGER  
FAIR WORK COMMISSION

# Rules of the Association of Consulting Architects - Australia

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### 1 - NAME

The name of the Association shall be "ASSOCIATION OF CONSULTING ARCHITECTS - AUSTRALIA."

### 2 - LOCATION OF OFFICE

- (a) The office of the Association shall be at such address in Sydney in the State of New South Wales as the Committee may from time to time resolve. Provided that the alteration of the location of the Association office to another Capital City shall only be determined by resolution of the Committee.
- (b) Notice of every change of address of the Association office shall be given to the Registrar.
- (c) The office of any branch of the Association shall be at such address in the relevant State or Territory as the respective Branch Committee may from time to time resolve.

### 3 - DEFINITIONS

"Act" means the Industrial Relations Act 1988 (Commonwealth) as amended from time to time

"Architect" means any person duly registered pursuant to his State or Territory's legislation governing the registration of architects (or any amended or replacement legislation).

"Association" means the Association of Consulting Architects - Australia

"Australian Industrial Relations Commission" means the Commission constituted pursuant to the Industrial Relations Act 1988 (Commonwealth) as amended from time to time

"Branch" means a branch of the Association established pursuant to these Rules

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

"Committee" means the National Executive Committee.

"Consulting Architect" means any person (whether incorporated or not), anywhere in Australia, who is registered and/or legally entitled to practise as an architect and who employs or is capable of employing architects and who conducts an architectural practice offering consulting services to clients for a fee.

declared person or body a person is a declared person or body if:

- (i) an officer of the association/branch has disclosed a material personal interest under Rule 56 or Rule 57 hereof; and
- (ii) the interest relates to, or is in, the person or body; and
- (iii) the officer has not notified the association/branch that the officer no longer has the interest.

disclosure period for the purpose of these rules means the financial year

"election year" means the 2016 calendar year and each even year thereafter

"Employee" means a person directly engaged in employment by a member of the Association

### 3 - DEFINITIONS

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financial duties includes duties that relate to the financial management of the association or branch of the association.

#### Gender

- (i) In these rules, unless the contrary intention appears, words importing a gender included every other gender; and
- (ii) words in the singular number include the plural and words in the plural number include the singular.

General Manager means the General Manager of the Fair Work Commission.

"General Meeting" means any extraordinary or annual general meeting of the Association

"Industrial Dispute" includes, but is not limited to, the meaning of that expression ascribed thereto by the Act

"Industrial Matter" includes, but is not limited to, the meaning of that expression ascribed thereto by the Act

"The Industry" means the industry defined in Rule 5 herein.

"Member" means any person (whether incorporated or not) anywhere in Australia carrying on business as a consulting architect and employing or capable of employing architects and who is accepted as a member of the Association

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.

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

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

"Office-Holder" means the holder of an office in the Association

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

"Principal Office" means the office regarded by a person or company as his or its principal place of business in a State or Territory of Australia

"Register" means the Register of Members

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

relative in relation to a person, means:

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

#### 4 - OBJECTS

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

- (i) any remuneration disclosed to the Association/Branch by the officer under 54(1)(a) and (b) and 55(1)(a) and (b) during the disclosure period; and
- (ii) any remuneration paid during the disclosure period, to the officer by the Association/Branch;

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

remuneration

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

"Rules" means these Rules as amended from time to time

"Secretary" means the Secretary elected in accordance with these Rules and any acting Secretary appointed in accordance with these Rules

"Sole Practitioner" means a registered architect employing or who is capable of employing architects but who is practising in his own right and not in any company, partnership or firm

All other words which are specifically defined in the Act shall have the meanings ascribed to them therein.

The singular shall include the plural and vice versa, unless the context otherwise requires. Words denoting the male gender shall include the female and neuter.

#### **4 - OBJECTS**

The objects of the Association, within the limits of its role as an Association of employers, shall be -

- (a) to promote and encourage the highest standards of architectural services;
- (b) to promote and foster good relations between members and their employees, affiliated bodies, other organizations and the public;
- (c) to promote the use of architectural services and to procure architectural commissions on behalf of the members of the Association;
- (d) to advance and protect the interests of consulting architects in and in connection with the practice of architecture;
- (e) to uphold the standards and integrity of the profession of architecture as it is practised by consulting architects in the practice of architecture;

#### 4 - OBJECTS

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- (f) to promote and encourage the highest standards of undergraduate and postgraduate architectural education;
- (g) to adopt and uphold the Conditions of Engagement of the Association;
- (h) to inform members on matters relevant to the conduct of their business;
- (i) to protect and sustain any member who is being subjected to prejudice, detriment, or victimisation in any industrial matter arising in or in connection with the practice of architecture;
- (j) to provide effective and specialised industrial representation for members of the association and persons eligible for membership in all matters arising in or in connection with the practice of architecture;
- (k) to be registered as an organisation under the Act;
- (l) to secure to members the advantage of unity of action and to further, protect and advance their rights and interests in any lawful manner whatsoever in all industrial matters pertaining to the industry;
- (m) to ensure that members are adequately and properly represented in negotiations with trade unions and employee associations and organisations and in proceedings of relevant industrial courts, commissions and tribunals either Federal or State in connection with industrial matters;
- (n) to ensure that members receive information as to the correct interpretation of the provisions of the awards of the Australian Industrial Relations Commission and of the Acts of the Commonwealth or any State and regulations made pursuant thereto relating to the employment of persons employed by members;
- (o) to carry out research and to disseminate information to members relating to employment in or by employer architects and the industry in general;
- (p) to do all things authorised by the Act;
- (q) to effect the settlement of industrial disputes between members and their employees;
- (r) to act in conjunction with other organisations or associations of employers and to affiliate with and to appoint representatives to any such organisations or associations;
- (s) to enter into any affiliation or alliance with or to support or assist in the promotion of or to enter into any contract with any other organisations or associations having purposes or objects similar to those of the Association or calculated to benefit generally the members of the Association;
- (t) to act as an organisation of employers under the industrial laws of the Commonwealth;
- (u) to institute, prosecute, defend or intervene in any applications, suits or proceedings before any Court or industrial tribunal or body constituted under the laws of the Commonwealth or of the States or any of them as may be deemed necessary or expedient in the interests of the Association or its members;

## 6 - ELIGIBILITY

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- (v) to purchase, let, take on lease, require or otherwise deal with real or personal property and funds of the Association and to make payments for all or any of the purposes or objects, or incidental to carrying into effect any of the purposes or objects herein set out;
- (w) to raise funds by all lawful means for the furtherance of these objects and to give security for the repayment thereof;
- (x) to employ and remunerate officers and or employees or servants and to engage and pay solicitors, counsel and agents for the carrying out of the above purposes or objects or any of them;
- (y) to do all such lawful things as in the opinion of the Committee are incidental or conducive to the attainment of the above purposes or objects or any of them.
- (z) The assets and income of the Association shall be applied solely in furtherance of its (abovementioned) objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

## 5 - INDUSTRY

The Association is formed in or in connection with the industry of the practice of architecture.

## 6 - ELIGIBILITY

- (a) Any person or body (whether incorporated or not) anywhere in Australia and its Territories carrying on business as a consulting architect and employing or capable of employing architects, other than a person who is employed as a member of the academic staff of a University, is eligible for membership of the Association;
- (b) Notwithstanding sub-rule (a), where any eligible person or body (whether incorporated or not) is carrying on business as a consulting architect in more than one State or Territory, that person or body (whether incorporated or not) may apply for separate membership of the Association in each State or Territory where so carrying on business and, where accepted for membership, shall be considered to be a member of each State or Territory Branch by which it is accepted or to which it is assigned as a member in accordance with sub-rule (viii) of Rule 8. The rights and obligations of such membership of the Association shall be exercised by the office or offices of the member located in the respective States or Territories;
- (c) Without limiting the generality of sub-rule (a) hereof sole practitioners are eligible for membership;
- (d) Provided, however, that nothing in these rules shall make eligible for membership persons who are or are usually an employee.
- (e) For the purposes of this Rule the following definitions shall apply:

"Architect" means any person duly registered pursuant to his State or Territory's legislation governing the registration of architects (or any amended or replacement legislation).



## 8 - APPLICATION FOR MEMBERSHIP

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"Consulting Architect" means any person (whether incorporated or not), anywhere in Australia, who is registered and/or legally entitled to practise as an architect and who employs or is capable of employing architects and who conducts an architectural practice offering consulting services to clients for a fee.

"Employee" means a person directly engaged in employment by a member of the Association.

"Member" means any person (whether incorporated or not) anywhere in Australia carrying on business as a consulting architect and employing or capable of employing architects and who is accepted as a member of the Association.

"Sole Practitioner" means a registered architect employing or who is capable of employing architects but who is practising in his own right and not in any company, partnership or firm.

## 7 - FOUNDATION MEMBERS

The Foundation Members are those eligible persons or bodies who agreed to abide by the then Rules on 30 July, 1986 at Melbourne in the State of Victoria.

## 8 - APPLICATION FOR MEMBERSHIP

In cases not covered by Rule 7 herein, admission to membership shall be as follows:-

- (i) Any eligible person or body may make application for membership upon a form which is headed with the name of the Association, which has provision for the person or body to insert his or its full name and address, and which contains the following form of declaration to be made by that person or body, or a declaration substantially in the following form:

"I hereby apply to become a member of the above Association. I warrant the correctness of all of the information given by me on this application, and, if accepted to membership of the above Association, I agree to abide by the rules hereof".

The form shall make provision for the person or authorised representative completing it to place his signature, and the date of his signature, thereon. The form may also contain such other statements and/or questions, and/or make provision for the person applying to supply such other information, as the Committee may determine.

- (ii) An applicant for membership shall make application to the Branch established in the State or Territory in which the applicant's office, the subject of the application, is located and such application shall be made in the manner and subject to the conditions if any required by the rules of the Branch to which it is made. Subject to the provisions of the Industrial Relations Act 1988 and any amendment thereof the Branch Committee shall have power to accept or reject any such application. Where there is not a branch established in the State or Territory where the applicant's office, the subject of the application, is located an applicant for membership shall make application to the Secretary of the Association for submission to the Committee which subject to the provisions of the said Act shall have power to accept or reject any such application.

## 8 - APPLICATION FOR MEMBERSHIP

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- (iii) The Branch shall, upon receiving an Application for membership, inform the Applicant, in writing, of:
  - (i) the financial obligations arising from membership; and
  - (ii) the circumstances, and the manner in which, a member may resign from the Association.
- (iv) Branches shall observe such directions as to the use of application forms and the compiling and maintaining of a full and accurate register of the membership of each Branch as the Committee may from time to time direct.
- (v) No error or omission or want of form in connection with any person's or body's application for or admission to membership shall in itself invalidate membership and every person shall be deemed to be a member who has been acknowledged to be a member by the Committee or by a Branch and who has previously made application for membership or otherwise acknowledged that membership provided that the Committee may remove from the register the name of any person who has gained admission as the result of any irregularity.
- (vi) A Branch may refer an application for membership to the Committee for decision. Where an application for membership has not been dealt with or accepted within three months from the date the application was received or where an application is rejected the applicant may appeal to the Committee.
- (vii) Every application for membership submitted to the Committee shall be considered by it at its next meeting after receipt.
- (viii) The Committee shall decide whether to admit the applicant to membership of the Association, but may before making such decision require the applicant to furnish such further particulars as it requires.
- (ix) Every member shall be deemed to be attached to the Branch of the Association established in the State or Territory where the member's office, the subject of the application for membership, is located. Where there is not a Branch established in the relevant State or Territory the member may be attached to such Branch as the Committee may direct.
- (x) Except as hereinafter provided a member shall be deemed to have become a member of the Association as from:
  - (a) the date of admission as provided in the rules of the Branch to which the member is admitted in accordance with sub-rule (ii) and sub-rule (viii) of this rule; or
  - (b) the date of receipt of the member's application at the office of the Branch to which the member is admitted in accordance with sub-rule (ii) and (viii) of this rule in cases where no provision as to date of admission is made in the rules of such Branch - whichever is applicable, provided in cases where an application is dealt with under sub-rule (v) of this rule an applicant shall not be or be deemed to be a member of the Association unless a decision favourable to the application is made by the Committee provided further that if a decision favourable to the application is made the applicant's membership shall commence from the date the application was first received.

## 11 - ENTRANCE FEES AND SUBSCRIPTIONS

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- (xi) Further to Rule 6(b) a member which is a practice or the practices of a person or body (whether incorporated or not) which carries on business as a consulting architect in more than one State or Territory, so carrying on business in a particular State or Territory shall be registered as a separate member in respect of the Branch of the State or Territory to which it has applied or been assigned and shall exercise the rights and meet the obligations of such membership separately to any membership held by any other practice or practices of that person or body.
- (xii) The Secretary and the Branch shall as soon as practicable after the applicant's admission to membership enter the member's name upon the register of members.

## 9 - REGISTER OF MEMBERS

The Secretary of the Association shall maintain a register showing the names and addresses of all members and each Branch Secretary shall maintain such a register in respect of members of the Branch.

## 9A - TRANSFER OF BUSINESS

Within 14 days after:-

- (1) The business, or part of the business, of a member of the Association is assigned or transferred to a person who is not a member of the Association; or
- (2) Such person succeeds to the business, or part of the business, of a member of the Association;

the member is required to notify the Association of the assignment, transfer or succession in the manner specified in sub-rule 15(1) herein.

## 10 - REPRESENTATION OF MEMBERS

- (1) Subject to sub-rule (2) hereof, for all purposes of the Association, and at any meeting of the Association, each member shall be represented by its representative. At any meeting or for any vote conducted by the Association for whatever purpose, each member shall be entitled to one vote only.
- (2) Any member may be represented at any Annual General Meeting or any Extraordinary General Meeting of the Association by proxy and any member may exercise the rights of such proxy pursuant to Rule 26 hereof.

## 11 - ENTRANCE FEES AND SUBSCRIPTIONS

- (1) An entrance fee may be payable by an applicant at the time of making application for membership. Entrance fees shall not be payable by the Foundation Members. The requirement for an entrance fee and the fee payable shall be determined by the Committee from time to time.
- (2) The annual subscription payable by members shall be determined by the Committee from time to time and shall be due for payment on the 1st day of July each year. Each new member who joins the Association shall pay, together with any necessary entrance fee, the full subscription due for the financial year in which its application for membership is submitted to the Association.
- (3) The entrance fees and subscriptions payable by a member of the Association shall be paid to and collected by the Secretary of the Branch in the State or Territory in which the member's principal office is located or if there is no Branch established in the State or Territory in which the member's principal office is located then to the Secretary of the Branch to which the member has been attached by direction of the Committee.

## 15 - CESSATION OF MEMBERSHIP

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- (4) Each Branch Secretary shall receive and deal with such moneys at all times in accordance with these rules.
- (5) All such moneys shall be forthwith deposited by the Branch Secretary to the credit of a bank account in the name of the Branch of the Association and shall not be disbursed except in accordance with these rules.
- (6) Any member who pays subscriptions to an Association recognised by these rules as an Associated Body in an amount equivalent to or greater than the amount payable by such member as entrance fees and subscriptions to the Association under these rules shall during the currency of an agreement between the Association and such Associated Body providing for the payment of an approved amount by the Associated Body to the Branch of the Association established in the same State or Territory as the Associated Body be and be deemed to be for all purposes of these rules a financial member of the Association.
- (7) For the purpose of this rule:

An "Associated Body" shall be any organisation or body so declared by resolution of the Committee.

"Approved amount" means:

An amount in each case calculated by reference to the total number of members of the Associated Body who have applied for membership in the Branch of the Association established in the same State or Territory as the Associated Body multiplied by the entrance fees and subscriptions otherwise payable by each such member to the Association under these rules.

## 12 - CAPITATION DUES

- (1) Each Branch shall remit, every quarter, to the National Secretary such capitation dues as is determined by the National Executive Committee from time to time.
- (2) Such payments shall be made on quarter days to be determined by the Committee.

## 13 - LEVIES

The Committee may, whenever it deems it expedient and on such a basis as it deems just and equitable, in order to meet the expenses of the Association, make a levy or levies on the members thereof. Branches or members shall pay to the Secretary the amount of any levy not later than three weeks from the date of notification thereof.

## 14 - UNFINANCIAL MEMBERS

Any member who has not paid any subscription fee or levy within two months after the same has become due shall be deemed unfinancial.

## 15 - CESSATION OF MEMBERSHIP

- (1) A member of the Association may resign from membership by written notice addressed and delivered to the Secretary of the Branch of the Association to which he belongs or if there is no Branch in the State or Territory in which the member's principal office is located, to the Secretary of the Branch to which the member has been attached by direction of the Committee or otherwise to the Secretary of the Association.

- (2) A Notice of Resignation from membership of the Association takes effect:
- (a) Where the members ceases to be eligible to become a member of the Association:
- (i) on the day on which the Notice is received by the Association; or
- (ii) on the day specified in the Notice, which is a day not earlier than the day when the member ceases to be eligible to become a member in accordance with these Rules;
- whichever is later;
- or
- (b) In any other case:
- (i) at the end of two weeks after the Notice is received by the Association; or
- (ii) on the day specified in the Notice;
- whichever is later.
- (3) Where a Branch Secretary receives a member's resignation he shall remove the member's name from the Register of Members and shall advise the Secretary of the Association who shall in such a case and also where he has received directly a member's resignation also remove the member's name from the Register of Members maintained by him.
- (4) Any dues payable but not paid by a former member of the Association, in relation to a period before the member's resignation from the Association took effect, may be sued for and recovered in the name of the Association in a Court of competent jurisdiction, as a debt due to the Association.
- (5) A Notice delivered to a person designated for the purpose in Sub-rule (1) herein shall be taken to have been received by the Association when it was delivered.
- (6) A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with Sub-rule (1) herein.
- (7) A resignation from membership of the Association is valid even if it is not effected in accordance with this Rule if the member is informed in writing by or on behalf of the Association that the resignation has been accepted.
- (8) The Committee may purge a member's name from the Register of Members where the member has been unfinancial for a period in excess of six months, and thereupon he shall no longer be a member of the Association and shall cease to be a member or to have any interest in or claim upon the funds of the Association, but shall remain indebted to the Association for any sums due by him to the Association at the date of his removal from membership.

Provided that no member's name shall be purged from the Register of Members nor shall the member cease to be a member under this sub-rule unless the member has first been notified of his being unfinancial and is given an opportunity to pay any arrears within one month of being given such notice.

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**16 - REMOVAL FROM MEMBERSHIP**

- (1) For the purposes of this Rule, "special resolution" means a resolution passed by not less than 75% of the members present at a General Meeting.
- (2) (a) Any general meeting of members may by special resolution suspend a member for any period not exceeding six months or order the name of any member to be removed from the Register:
  - (i) if the member acts contrary to or in disregard of or fails to comply with any of the Rules, objects or decisions of the Association, provided always that the member has been made aware in writing of such decisions prior to it so acting; or
  - (ii) upon the member ceasing to be eligible for membership in accordance with these Rules.
- (b) The member shall be given no less than 14 days written notice of the date of the general meeting and of the motion for the suspension of the member or to order that the name of the member be removed from the Register. The notice shall include a statement of the grounds upon which it is proposed to take the action specified in the motion.
- (3) The general meeting shall give the member an opportunity to be heard to show cause why the member should not be suspended or the name of the member should not be removed from the Register as the case may be.
- (4) If the general meeting makes an order for removal of the name of a member pursuant to paragraph (2) hereof the name of the member shall be removed from the Register, and the member shall cease to be a member or to have any interest in or claim upon the funds of the Association, but shall remain indebted to the Association for any sums due by the member to the Association at the date of the removal of the member from membership.
- (5) If the general meeting suspends a member, that member shall not be entitled to vote or to attend any meetings of the Association or to use the Association's facilities during the period of suspension.

**17 - BRANCHES**

- (1) The Association shall consist of members attached to Branches as determined by the National Executive Committee from time to time. The members located in each State or Territory shall subject to sub-rule (viii) of rule 8 constitute the membership of the Branch of the Association in that State or Territory. If there is no Branch covering the members in a State or Territory, the National Executive Committee shall determine the Branch to which those members belong. Each Branch shall at all times conform to the rules of the Association. Each Branch shall be subject to the authority of the National Executive Committee except that each Branch shall have full autonomy in matters affecting members of the Branch only, the scope of which matters shall be subject to these Rules and to the powers of the National Executive Committee.

Each Branch shall have power to make rules for its own internal management. Each Branch shall be known as "Association of Consulting Architects - \_\_\_\_\_" - the space to be filled in with an abbreviation of the State(s) and/or Territory(ies) in which the Branch is established.

- (2) If a rule of a Branch is inconsistent with any rule of the Association the latter shall prevail and the former shall to the extent of the inconsistency be void.
- (3) Each Branch shall subject to the Industrial Relations Act 1988 and any amendment thereof have power to constitute reform or dissolve sub-branches or other subordinate bodies and to determine or vary their powers and duties. Members of any such sub-branch or other subordinate body shall at all times be governed by the rules of the Association and of the Branch.
- (4) Notwithstanding sub-rule (1) of this rule, if at any time the Committee is of the opinion that the rules of a Branch do not comply with the requirements of the Industrial Relations Act 1988 or any amendment thereof the Committee may call on the Branch to bring its rules into conformity with the Act within a specified time. If at the end of the time specified the rules of the Branch have not been so altered the Committee may make such alterations to the rules of the Branch as will in its opinion bring them into conformity with the Act.
- (5) No Branch shall affiliate with send representatives to or be represented in any other manner on any national or international organisation body or meeting or any branch chapter or section thereof by whatever name called without prior consent of the National Executive Committee.
- (6) If the National Executive Committee determines to dissolve a Branch all funds, assets and liabilities shall be transferred to the Branch to which the members of the dissolved Branch have been transferred.

#### **18 - NATIONAL EXECUTIVE COMMITTEE**

- (1) The entire management and conduct of the business and affairs and the management and control of the property and the funds of the Association shall, subject to the control of its actions by the members in general meeting assembled, be vested in a National Executive Committee to be elected as hereinafter provided.
- (2) The Committee may exercise all such powers and do all such acts and things as may be exercised or done by the Association and which are not by these Rules especially directed or required to be done by the Association in a general meeting.
- (3) Without limiting or restricting the preceding general powers the Committee shall have power:-
  - (a) To adopt such measures as it from time to time deems expedient for giving effect to the purposes or objects of the Association or any of them or which it considers may be incidental or conducive to the carrying out of the said purposes or objects.
  - (b) To act notwithstanding any vacancy in its body, provided a quorum is present.
  - (c) At its discretion to appoint or remove any employees of the Association and to fix their remuneration, emoluments, and conditions of service including any superannuation benefits. This provision shall not apply to the holder of any office in respect of which an election is required to be held pursuant to Rule 19 of these Rules.

## 19 - CONSTITUTION AND ELECTION OF THE COMMITTEE AND OFFICE- HOLDERS

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- (d) To authorise the Secretary, Member of the Committee or other office-holder of the Association to submit any federal industrial dispute as defined in the Australian Industrial Relations Act, 1988, to conciliation and/or arbitration under the Act.
- (e) To entrust to, and confer upon, any member of the Committee, or any sub-Committee of the Committee or office-holder of the Association, such other powers exercisable by the Committee under these Rules as it may think fit and from time to time to revoke, withdraw, alter or vary all or any powers so entrusted or conferred.
- (f) To appoint a Returning Officer for the purpose of the conduct of any election under Rule 19, not being the holder of any other office in and not being an employee of the Association or of a Branch of the Association.

## 19 - CONSTITUTION AND ELECTION OF THE COMMITTEE AND OFFICE- HOLDERS

- (1) The Committee shall consist of one representative from each Branch, being the President of each Branch.
- (2) A representative to the Committee shall, subject to these Rules, hold office until his successor is elected by the Branch and shall be deemed to be a representative to each meeting of the Committee held during his tenure of office as President of the Branch.
- (3) The representatives to the Committee shall elect by secret ballot from among their number the following office-holders namely, President, Vice-President, Secretary and Treasurer, in the following manner:
  - (a) Within fourteen (14) days after the office-holders of the Committee from all Branches have been declared elected, the Returning Officer shall send by prepaid post to each of the newly elected representatives a list of the names and postal addresses of all the newly elected representatives and shall invite each of them to nominate in writing for any one or more of the offices of President, Vice President, Secretary and Treasurer of the Association and shall specify a closing date on or before which the nomination must reach the Returning Officer. A nomination need be signed only by the person nominating;
  - (b) Every newly elected representative whose duly completed and signed nomination form is received by the Returning Officer on or before the closing date specified by him shall be a candidate for the office nominated in the form;
  - (c) The Returning Officer may reject any nomination which he finds to be defective provided that before rejecting the nomination he shall notify the person concerned of the defect and where it is practicable to do so give him the opportunity of remedying the defect within not less than seven (7) days after his being so notified;
  - (d) A newly elected representative may be a candidate for more than one (1) office;
  - (e) If there is only one candidate duly nominated for any office then that candidate shall be declared elected to that office. If there is more than one candidate duly nominated for any office then within fourteen (14) days after the closing date specified as aforesaid the Returning Officer shall send by prepaid post to every newly elected representative:



- (i) a ballot paper initialled by the Returning Officer setting out the offices in respect of which the election is to be held and the candidates therefore and the date and hour for the closing of the ballot.
  - (ii) a declaration envelope and a prepaid envelope both in the form prescribed by the Workplace Relations (Registration and Accountability of Organisations) Regulations 2003 for the return of the ballot paper.
- (f) In all elections for offices pursuant to these rules, the roll of voters for the ballot is to be closed 7 days before the day on which nominations for the election open.
- (g) A newly elected representative, shall vote by numbering the candidates' name for each office in order of the voter's preference, the most preferred candidate having the number (1) and so on until all candidates names for each office are numbered in the order of the voter's preference;
- (h) The candidate with the highest number of votes for a particular office after the successive distribution of the voter's preferences of the candidates with the lowest number of votes shall be declared elected to that office;
- (i) No ballot paper shall be counted unless it is duly completed and is received by the Returning Officer before the closing of the ballot.
- (j) If a candidate is elected (whether opposed or not) to more than one office, he shall be deemed to be elected to the more senior office only and the less senior office shall be filled by the candidate who receives the next highest number of votes for that office. The order of seniority shall be (1) President, (2) Vice-President, (3) Secretary, (4) Treasurer;
- (k) If the Returning Officer is satisfied that a ballot paper has been destroyed, lost damaged or misused he shall supply (in the case of a damaged or misused ballot paper on receipt thereof) to the newly elected representative to whom the original ballot paper was supplied a substitute ballot paper initialled by the Returning Officer and the newly elected representative may record his vote on the substituted ballot paper;
- (l) If two or more candidates receive the same number of votes for the same position then the Returning Officer shall determine the successful candidate by lot;
- (m) On the completion of the election the Returning Officer shall declare the result of the election by sending that result by prepaid post to each of the newly elected representatives;
- (n) If no nomination is received for any office of the Association the Returning Officer shall advise each of the newly elected representatives of that fact and shall invite them again to nominate for such office and shall conduct an election therefore in the same manner as provided in this Rule.

## 20 - SCRUTINEERS

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- (4) If a casual or extraordinary vacancy occurs among the office-holders, the Committee may elect by secret postal ballot conducted as nearly as practicable in accordance with this rule one of their number to fill that office for the balance of the term of the person vacating or ceasing to hold that office.
- (5) Only a person for the time being appointed or authorised and qualified to act as a member shall be eligible for election to hold office in the Association, or, having been elected, to continue to hold such office. Provided that an office-holder shall not be or remain eligible to hold any such office if such office-holder -
  - (i) becomes bankrupt or insolvent or makes an assignment for the benefit of his creditors or compromises with his creditors, or
  - (ii) is a member of a firm which or any partner in which becomes bankrupt or insolvent or makes an assignment for the benefit of its or his creditors or compromises with its or his creditors or is a member of a company which is in the course of liquidation otherwise that for the purpose of reconstruction.
- (6) If the President of the Association is for any reason unable or unwilling to act at any time the Vice President shall act in his stead until such time as the President is again able to act.
- (7) Any retiring office-holder or representative appointed to fill a casual vacancy shall be eligible for re-election or election as the case may be.
- (8) The National President, Vice-President, Secretary and Treasurer shall assume office at the conclusion of the Annual General Meeting in each election year and shall hold office for a term of two years or until their successors take office and shall be eligible for re-election.

## 20 - SCRUTINEERS

- (1)
  - (a) Each candidate in an election for office (hereinafter referred to as "the person represented") shall be entitled to appoint a scrutineer to represent the candidate throughout the election.
  - (b) Each person for whose removal from office a secret ballot has been required under the provisions of Rule 22, (hereinafter referred to as "the person represented"), shall be entitled to appoint a scrutineer to represent them at the ballot.
  - (c) A candidate or person who appoints a scrutineer shall give notice of the appointment of the scrutineer to the Returning Officer.
- (2) The duties of scrutineers shall be:
  - (a) to be present with the Returning Officer when the ballot papers are being forwarded and to watch the interests of the person represented; and
  - (b) to be present with the Returning Officer when the ballot papers are opened and to watch the interests of the person represented.

## 21 - PROCEEDINGS OF NATIONAL EXECUTIVE COMMITTEE

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- (3) Scrutineers shall have the right:
  - (a) to object to the forwarding of any ballot paper and any such objection shall be made to the Returning Officer, whose decision shall, subject to the provisions of the Act, be final;
  - (b) to examine any ballot paper or any envelope in which a ballot paper was returned to the Returning Officer after it has been opened; and
  - (c) to object to the inclusion of any vote in the count and any such objection shall be made to the Returning Officer, whose decision shall, subject to the provisions of the Act, be final.
- (4) Notwithstanding anything contained in paragraphs (2) or (3) of this Rule, a scrutineer:
  - (a) shall conform with the times fixed by the Returning Officer for doing any act connected with the ballot;
  - (b) shall not be entitled to remove, mark, alter or deface any ballot paper or other documents used in the ballot;
  - (c) shall not interfere with or attempt to influence any voter when such voter is casting a vote; and
  - (d) shall not communicate with any person about the ballot except insofar as is necessary for the discharge of the function of scrutineer.

## 21 - PROCEEDINGS OF NATIONAL EXECUTIVE COMMITTEE

- (1) The Committee may meet for business, adjourn and otherwise regulate its meetings as it thinks fit.
- (2) Meetings of the Committee shall be presided over by the President or in the President's absence, Vice-President or in the absence of both of them by a member of the Committee elected by the members of the Committee present at the meeting.
- (3)
  - (a) Any member of the Committee may appoint in writing a person as proxy to attend any meeting of the Committee instead of the member and such proxy shall for all purposes whilst so acting have the powers and obligations of a member of the Committee.
  - (b) A person who is appointed as proxy shall be chosen from the members of the Committee of the same Branch as that which the Committee member represents.
- (4)
  - (a) A motion at any Committee Meeting other than a motion to refer any question to the members in Annual or Extraordinary General Meeting shall be passed if a simple majority of the votes cast are in favour of the motion. A member of the Committee may request that such a motion be referred to the next practicable meeting of the Association and the Secretary shall thereupon place the motion on the agenda for such meeting.
  - (b) A motion to refer any question to the members in Annual or Extraordinary meeting shall be passed if not less than seventy-five per cent (75%) of the members of the Committee present vote in favour of the motion.

## 22 - REMOVAL OF MEMBERS OF THE COMMITTEE AND OTHER OFFICE-HOLDERS

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- (5) Each member of the Committee shall have one vote. In case of an equality of votes on a matter not requiring a majority of seventy-five per cent (75%) of the members present the President shall have a second or casting vote.
- (6) The Secretary on the instructions of the President or at the request of any member of the Committee shall summon a meeting of the Committee.
- (7) At least forty-eight hours notice of each Committee meeting shall be given to each member thereof PROVIDED THAT in an emergency the President may call such meeting to be convened upon shorter notice as the President may think fit.
- (8) A quorum for a meeting of the Committee shall be such number of members as is greater than fifty percent of Committee members or such greater number as is fixed by the Committee.
- (9) Should any question of urgency arise and it be deemed by him inexpedient to call a meeting of the Committee, the President may exercise all or any of the powers of the Committee as required, in his opinion, to deal with that question of urgency. Provided that any action taken by the President under this Rule shall be subject to ratification by the Committee at its next held meeting.
- (10) Subject to the provisions of the Act, all acts done by the Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any of its members, or that they or any of them were disqualified, be as valid as if every such member had been duly elected and was qualified to be a member of the Committee.

## 22 - REMOVAL OF MEMBERS OF THE COMMITTEE AND OTHER OFFICE-HOLDERS

- (1) Any member of the Committee or Office-holder of the Association shall vacate his position or office -
  - (a) being a representative of a member, on ceasing to be a partner or Director of that member;
  - (b) on ceasing to be a sole practitioner carrying on business as an architect and employing or capable of employing architects;
  - (c) on retirement from that position or office; or
  - (d) if:
    - (i) in the opinion of not less than seventy-five per cent (75%) of the members present at a General Meeting, the member or Office-holder is guilty of misappropriation of the funds of the Association or a substantial breach of the rules of the Association or gross misbehaviour or gross neglect of duty; and
    - (ii) such opinion has not been determined until after such person has been afforded a reasonable opportunity of being heard in defence of the charge referred to in paragraph (i) hereof.
  - (e) Upon ceasing to be the President of the relevant Branch.

## 24 - EXTRAORDINARY GENERAL MEETINGS

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- (2) A General Meeting for the purposes specified in sub-paragraph (1)(d)(i) hereof shall only be called after the President of the Association has received a requisition in writing signed by twenty members of the Association charging the member or Office-holder with conduct of the type specified in sub-paragraph (1)(d)(i) hereof.

### **23 - ANNUAL GENERAL MEETINGS**

- (1) The Annual General Meeting shall be held once in every calendar year upon a date determined by the Committee at such time as is not more than fifteen months after the holding of the last preceding Annual General Meeting. Provided that whenever possible the Annual General Meeting shall be held by November 30 of each year.
- (2) At least fourteen days notice of every Annual General Meeting shall be given to members by the Secretary. A notice of Annual General Meeting shall specify the place, day and hour of the Meeting. The non-receipt of such notice by any member shall not invalidate the proceedings at any General Meeting.
- (3) The business of an Annual General Meeting shall be:
- (a) to receive and consider the Annual Accounts and Balance Sheet for the preceding financial year;
  - (b) to receive and consider the reports of the Committee and the Auditors;
  - (c) to receive the result of the election of Committee representatives and office-holders for the ensuing terms;
  - (d) to appoint Auditors for the ensuing financial year; and
  - (e) to transact any other business which under these rules or the Act ought to be transacted at an Annual General Meeting.

### **24 - EXTRAORDINARY GENERAL MEETINGS**

- (1) Any general meeting other than the Annual General Meeting shall be called an Extraordinary General Meeting.
- (2) An Extraordinary General Meeting of the Association shall be convened by the Secretary as required by these Rules;
- (a) pursuant to the resolution of the Committee;
  - (b) at the request of the President of the Association; or
  - (c) upon requisition by twenty members of the Association entitled to vote.
- (3) (a) Every requisition made pursuant to sub-paragraph 24(2)(c) shall be made in writing and express the object of the meeting proposed to be called and shall be left at the office of the Association or forwarded there by certified mail;

- (b) Upon receipt of such requisition the Secretary shall forthwith proceed to convene an Extraordinary General Meeting. If the Secretary does not proceed to convene same within twenty-one days from the date of the requisition the requisitioners or any other members amounting to the required number may convene an Extraordinary General Meeting;
  - (c) Subject to Rule 16 no less than forty-eight hours notice specifying the place, the day and the hour of the meeting, and in case of special business the general nature of such business, shall be given to the members but the non-receipt of such notice by any member shall not invalidate the proceedings at any such Extraordinary General Meeting.
- (4) Should any question of urgency arise and it be deemed by him inexpedient to call an Extraordinary General Meeting, the President may exercise all or any of the powers of the Association as required, in his opinion, to deal with that question of urgency. Provided that such action as is taken by the President under this rule shall be subject to ratification by an Extraordinary General Meeting of the Association which must be subsequently convened within 60 days of the date of the exercise, by the President, of the relevant powers under this rule.
  - (5) An Extraordinary General Meeting shall have power to pass resolutions binding upon the Committee, provided that twenty-eight days prior notice shall have been given of every such proposed resolution to the members.

### **25 - PROCEEDINGS AT GENERAL MEETINGS**

- (1) (a) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
  - (b) Twenty members attending by representative or by proxy shall be a quorum for all purposes.
- (2) If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present, it shall be adjourned sine die.
  - (3) The President of the Association, or if the President is absent the vice-President, shall preside as Chairman at every meeting of the Association. In the absence of both the President and the Vice-President the members present shall choose one of their number to be Chairman of the meeting.
  - (4) The Chairman may, with the consent of any meeting, and shall, if so directed by the meeting, adjourn the meeting from time to time and place to place.
  - (5) Save as otherwise expressly required by these Rules a resolution put to the vote at any meeting shall be decided by a majority of votes taking account of any valid proxies, pursuant to Rule 26 hereof, held by members in attendance and such decision shall be binding on all members.
  - (6) (a) Subject to Rule 26 hereof, each member shall have one vote. Any member attending at a General Meeting holding a valid proxy for the purpose of voting at such General Meeting shall be entitled to one further vote for each such valid proxy held. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

- (b) No objection shall be raised to the qualification of any vote except at the meeting at which the vote objected to is given. Any such objection shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
- (7) General Meetings of members can be held by teleconference or other technological medium / method to allow discussion of matters at hand.

### **26 - PROXY FOR GENERAL MEETINGS**

A financial member whose principal office is located outside the Greater Metropolitan Area of the capital city in which a General Meeting is held may be represented by another financial member of the Association at any such General Meeting or any adjournment thereof by appointing in writing such other member as his proxy, and such proxy whilst so acting, shall for all purposes at such meeting have all the powers and duties of the appointing member of the Association. The instrument appointing a proxy must be deposited with the Secretary not later than the commencement of such meeting or adjourned meeting and shall contain the name of the member giving the proxy and, where appropriate, the name of its usual representative as well as the name of the member which is to act as its proxy and any qualifications or limitations attached to that proxy.

### **27 - DUTIES OF OFFICE-HOLDERS**

- (a) The President, or the Vice President in his absence, or in the absence of both of them such member as is acceptable to the meeting, shall preside at every meeting of the Committee and at every general meeting of the Association.
- (b) The Secretary shall keep and maintain all the records (other than those proper to be kept by the Treasurer) of the Association. He shall attend every general meeting and every meeting of the Committee, and take a true minute of every matter raised and of every resolution moved at every such meeting, but in his absence the meeting may appoint another person to take such minutes. He shall maintain the Register of members. He shall process applications for membership as required. He shall keep available copies of these rules and provide them to every new member and to members on request.
- (c) The Treasurer shall administer the finances of the Association and, subject to the Committee shall have control of the property and funds of the Association. He shall open and operate all such accounts and do all such other things as are necessary or convenient in relation thereto. He shall keep sufficient and accurate records of the true financial position of the Association at all times and shall maintain all necessary books of account. He shall arrange for the said books to be audited at least annually.

### **28 - FINANCES**

- (1) The Association may raise funds by means of annual fees, subscriptions, calls, levies or other charges and receive donations and such funds shall be expended by the Association as may be decided by the Committee from time to time.
- (2) (a) The Association shall comply with the requirements of the Act in respect of the keeping and auditing of its accounts and in particular, shall cause proper books of accounts to be kept with respect to:

- (i) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure take place; and
    - (ii) the assets and liabilities of the Association.
  - (b) The books of account shall be kept at such place as the Association may determine and shall always be open to the inspection of members.
  - (c) From 1 July 2011 the Association shall be the reporting unit for the national fund and for the funds of all Branches insofar as preparing and lodging with Fair Work Australia the Annual Financial Report for the purpose of Part 3 of Chapter 8 of the *Fair Work (Registered Organisations) Act 2009*, as amended, with the exception of Section 252 of the Act. Each Branch shall be responsible for keeping proper financial records of the Branch in accordance with Section 252 of the Act. From 1 July 2011 the National office-holders of the Association shall be the designated officers with responsibility for compliance with Part 3 Chapter 8 of the Act and the National Executive shall be the relevant Committee of Management.
- (3) The Association shall at its Annual General Meeting appoint an auditor.
- (4) The accounts of the Association shall be audited as at the 30th day of June each year and the Committee shall present a duly audited statement signed by the President and Secretary of receipts and expenditure and of assets and liabilities of the Association at each Annual General Meeting.
- (5) A loan, grant or donation of an amount exceeding \$1,000.00 shall not be made by the Association or any Branch unless the Committee or the Branch Committee as the case may be:
- (a) has satisfied itself -
    - (i) that the making of the loan, grant or donation would be in accordance with the other rules of the Association or of the Branch, as the case may be; 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.
- (6) The financial year of the Association shall be the period of 12 months commencing on 1 July in any year and ending on 30 June in the following year.
- (7) (a) From 1 July 2011 all Branches shall be responsible for keeping proper financial records for the purpose of Section 252 of the *Fair Work (Registered Organisations) Act 2009*, as amended. In particular all Branches are required:
- (i) To maintain a Branch Balance Sheet;
  - (ii) To keep a record of all Branch financial transactions including income and expenditure;



- (iii) To operate a separate bank account;
  - (iv) To lodge quarterly BAS statements;
  - (v) To collect Branch subscriptions from members;
  - (vi) To calculate capitations to the Association;
  - (vii) To forward quarterly profit and loss, balance sheets and cashflow statements to the Association.
- (b) From 1 July 2011 the Association shall be responsible for the Annual Financial Report that integrates the funds of the Association and all Branches. The Annual Financial Report shall be prepared so that the financial performance for each Branch and the Association is identifiable. The audited Annual Financial Report shall be presented to the Association's Annual General meeting in accordance with Section 266 of the Act. In addition the audited Annual Financial Report shall be presented to a meeting of each Branch's committee within six months of the end of the financial year.

### **29 - NATIONAL FUND**

- (1) There shall be a fund to be known as the National Fund which shall be managed and controlled in accordance with rules relating to the Association as a whole.
- (2) The National Fund shall consist of -
- (a) any real or personal property of which the Committee by the rules or by any established practice not inconsistent with the rules has or in the absence of any limited term lease bailment or arrangement would have the right of custody control or management,
  - (b) such capitation fees as are paid by a Branch to the Association from time to time,
  - (c) such entrance fees, subscriptions, fines, fees or levies as are paid to the Association from time to time,
  - (d) any interest, rents, dividends or other income derived from the investment or use of the Fund,
  - (e) any superannuation or long service leave or other funds operated or controlled in accordance with rules relating to the Association as a whole for the benefit of its office-holders or employees,
  - (f) any property acquired wholly or mainly by expenditure of the moneys of the fund or derived from other assets of the fund, and
  - (g) the proceeds of any disposal of parts of the Fund.

### 31 - CONSTITUTION OF BRANCH COMMITTEE

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- (3) The Committee may by resolution from time to time authorise the disbursement of moneys standing to the credit of the National Fund for the achievement of the objects of the Association and for its administration.
- (4) Any member of the Committee may sign any cheque on behalf of the Association up to \$1,000.00. Any cheque over \$1,000.00 shall be signed by any two members of the Committee.
- (5) For the purposes of the general administration of the Association including payment of salaries, honoraria, travelling expenses, Federal and State taxes, rates, rent, interest on loans, accounts for stationery, printing, hire of premises for meetings, legal costs and disbursements, transcript, telephone, telegraph, telex and postal services and expenses of like kind reasonably incidental to the general administration of the Association the prior authority of the Committee shall not be necessary before such cheques are signed or accounts paid.

### 30 - BRANCH COMMITTEE

- (1) The affairs of each Branch shall subject to these rules be managed by a Branch Committee which shall be the management committee of that Branch.
- (2) The Branch Committee shall meet at least quarterly and at such other times as it shall deem necessary and shall be convened by notice signed by the Branch President or failing him the Branch Vice-President or failing him the Branch Secretary.
- (3) The Branch President and Branch Secretary acting together shall have power to convene special meetings of the Branch Committee and to determine when where and for what purpose such meeting shall take place. At least seven (7) clear days notice of any such meeting shall be given to each member of the Branch Committee.
- (4) At every meeting of the Branch Committee the quorum necessary for the transaction of the business of the Branch Committee shall be such number of members as is greater than fifty percent of Committee members or such greater number as is fixed by the Branch Committee.
- (5) The Branch President upon election shall pursuant to Rule 19(1) become a representative on the National Executive Committee.

### 31 - CONSTITUTION OF BRANCH COMMITTEE

- (1) The Branch Committee shall consist of the Branch President, Vice-President, Branch Secretary and Branch Treasurer, together with such number of other office-holders and members as determined by the Branch Committee (hereinafter called "Branch Committee Members").
- (2) Each Branch shall elect the members of the Branch Committee by secret postal ballot of the whole of the financial membership of the Branch ascertained 7 days prior to the opening of the nominations.
- (3) (a) All members of the Branch Committee shall assume office when declared elected and hold office for a term of two years or until their successors are elected and shall be eligible for re-election.

## 32 - POWERS OF BRANCH COMMITTEE

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- (b) Notwithstanding Rule 31(3)(a), the Branch Committee members of the South Australia Branch and the Victoria/Tasmania Branch elected in 2015 will hold office for a term of three years or until their successors are elected and shall be eligible for re-election. The South Australia Branch and the Victoria/Tasmania Branch will be exempt from holding elections in 2016.
- (4) In the event of a casual or extraordinary vacancy arising in the position of member of the Branch Committee the Branch may elect another member to fill the casual vacancy. Where the unexpired period of office is eighteen months or less, the Branch Committee may appoint a person to fill the vacancy. Any person so elected or appointed shall hold office for the unexpired portion of the term of the member of the Branch Committee he or she is elected or appointed to replace.
- (5) In the event of a casual or extraordinary vacancy arising in the position of an office-holder of the Branch Committee, the Branch Committee may elect from amongst their own number by secret postal ballot another office-holder to fill the casual vacancy. Where the unexpired period of office is 18 months or less, the Branch Committee may appoint a member to fill the vacancy. Any person so elected or appointed shall hold office for the unexpired portion of the term of the office-holder of the Branch Committee he or she is elected or appointed to replace.

### 32 - POWERS OF BRANCH COMMITTEE

- (1) Subject to the powers of the National Executive Committee in all or any matters affecting the Association beyond the interests of any one Branch or affecting the Association as a whole, the Branch Committee shall have power to control and manage the business and affairs of the Association in the State or Territory in which the Branch is established, subject always to these rules and to any lawful direction of the National Committee and without limiting the generality of this power shall have power to:
  - (a) Make amend and rescind rules for the regulation and government of the Branch;
  - (b) Enrol in the Association any prospective member with an office located in the State or Territory in which the Branch is established who is qualified for membership or refuse admission to any applicant for membership in accordance with the provisions of the Industrial Relations Act, 1988 and any amendment thereof;
  - (c) Raise funds by means of annual fees, subscriptions, calls, levies or other charges and receive donations;
  - (d) Disburse monies from the Branch Fund for any purpose required by these rules;
  - (e) Appoint or remove a Branch Returning Officer not being the holder of any other office in and not being an employee of the Association or a Branch, to conduct any election for which a Returning Officer is required in connection with any Branch Office in the Association;
  - (f) deleted
  - (g) Fix and from time to time vary the salaries and allowances or honorariums payable to Branch office-holders and to confer on named office-holders authority to employ retain and terminate the employment of such staff as shall be specified in a resolution of the Branch Committee conferring such authority on such terms as the Branch Committee or, if so decided by the Branch Committee, as such Branch office-holders shall see fit;

- (h) Dismiss from office any person elected to an office within the Branch who has been found guilty in accordance with the rules of the Association of misappropriation of the funds of the Association, a substantial breach of the rules of the Association, gross misbehaviour or gross neglect of duty or who has ceased according to the rules of the Association to be eligible to hold the office.
- (i) Do all things necessary or convenient to the exercise of the foregoing powers.

### **33 - MEETINGS OF BRANCH COMMITTEE**

- (1) The Branch Committee other than when meeting as a special meeting called for a specific purpose shall unless otherwise determined by it proceed to business in the following order:
  - 1. Minutes of previous Branch Committee meeting  
Minutes of special meeting of Branch Committee
  - 2. Roll Call
  - 3. Branch Secretary's report
  - 4. Accounts
  - 5. Industrial report
  - 6. Motions on notice
  - 7. General business
  - 8. Date and venue of next Branch Committee meeting
- (2) If the Branch Committee is to consider any addition to or amendment or rescission of any Branch rule notice shall be given to the Branch Secretary at least thirty (30) days prior to the meeting of the Branch Committee at which the rule is to be considered specifying the new rule amendment or rescission sought and each member of the Branch Committee shall be given fourteen (14) days written notice by the Branch Secretary by pre-paid registered post that such new rule amendment or rescission is to be considered by the Branch Committee.
- (3) Any item other than an addition to or amendment or rescission of any Branch rule may be placed on the agenda of any meeting of the Branch Committee by the Branch Committee, Branch Office-holders or any Branch Committee member. The Branch Secretary shall give each member of the Branch Committee not less than fourteen (14) days written notice of any such item of which he has received at least thirty (30) days notice and these items shall be treated as motions on notice.
- (4) Ten per cent of the financial membership of the Branch may by signing a requisition or requisitions in common form in that behalf require that a postal ballot of all financial members of the Branch be held on any question set out in the requisition. Upon receipt of a requisition or requisitions in common form from not less than ten per cent of the then financial membership of the Branch the Branch Secretary shall at once request the Branch Returning Officer to hold a postal ballot of all financial members of the Branch. The ballot shall be held so as to conclude within four weeks of the date of the Branch Secretary's request. The result of the ballot shall, subject to these rules, bind all members of the Branch.

Five per cent of the members of a Branch may call a General Meeting of Branch members for the purpose of considering the audited Annual Financial Report.
- (5) Quorums for the meeting of a Branch held in accordance with these Rules shall be as follows:
  - (i) at any General Meeting of a Branch one(1) percent of the Branch membership or four (4) members, whichever is the greater.

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**34 - BRANCH FUND**

- (1) Subject to these Rules, each Branch shall have a fund of the particular Branch which shall be known as the Branch Fund and which shall be managed and controlled in accordance with these rules.
- (2) A Branch Fund shall consist of:
  - (a) any real or personal property of which the Branch of the Association by the rules or by any established practice not inconsistent with the rules, has, or in the absence of any limited term lease, bailment or arrangement, would have, the right of custody, control or management;
  - (b) the amounts of entrance fees, subscriptions, fines fees or levies received by a Branch, less so much of those amounts as is payable by the Branch to the Association;
  - (c) any interest, rents or dividends derived from the investment of the Fund;
  - (d) any superannuation or long service leave fund operated or controlled by the Branch for the benefit of its office-holders or employees;
  - (e) any sick pay fund, accident pay fund, funeral fund, tool benefit fund or like fund operated or controlled by the Branch for the benefit of its members;
  - (f) any property acquired wholly or mainly by expenditure of the moneys of the Fund or derived from other assets of the Fund; and
  - (g) the proceeds of any disposal of parts of the Fund.
- (3) Rules relating to a Branch Fund shall not be altered except with the consent of the Branch concerned.
- (4) The financial year of the Branch shall be the period of 12 months commencing on 1 July in any year and ending on 30 June in the following year.
- (5) The Branch Committee may by resolution from time to time authorise the disbursement of moneys standing to the credit of the Branch Fund for the achievement of the objects of the Association and for the administration of the Branch.

**35 - BRANCH OFFICE-HOLDERS**

The Branch Committee office-holders shall be the Branch President, Branch Vice-President, Branch Secretary and Branch Treasurer who shall be elected by the Branch Committee members from amongst their own number by secret postal ballot and shall hold office for a term of 2 years or until their successors are elected and shall be eligible for re-election. The office-holders shall be elected in accordance with the procedure described in sub-rule 19 (3), herein subject to any necessary changes.

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**36 - ELECTION OF BRANCH COMMITTEE MEMBERS**

- (1)(a) Each Branch shall, no later than 1 March in each election year, provide to the National Secretary such information as is necessary to enable the National Secretary to lodge on behalf of the Branch the prescribed information for the purposes of s.189(1) of the *Fair Work (Registered Organisations) Act 2009*. The National Secretary shall then lodge the prescribed information with the Fair Work Commission as soon as practicable, but no less than two months before the opening of nominations for Branch Committee members.
- (b) Nominations for election of Branch Committee members shall be called by notification to all persons eligible to accept nomination for election to any such position no later than 30 June in each election year, and at least 14 days prior to the date on which nominations close. Nominations shall be called by the Branch Returning Officer who shall fix the date on which nominations open and close and the dates between which the ballot if any shall be conducted. If there is a casual vacancy in the office of Branch Returning Officer the National Returning Officer may be asked by the Branch Secretary to conduct the ballot or failing him a person appointed by the Branch Committee to carry out the duties of Branch Returning Officer or in default of any such appointment by a person appointed by the National Secretary to carry out such duties provided that no person so appointed shall be the holder of any other office or be an employee of the Association or of a Branch in the Association.
- (2) Nominations shall be in writing and shall be signed by the person accepting nomination and two members of the Branch proposing him or her and specifying the position or positions for which he or she is a candidate.
- (3) The Returning Officer may reject any nomination which he finds to be defective provided that before rejecting the nomination he shall notify the person concerned of the defect and where it is practicable to do so give him the opportunity of remedying the defect within not less than seven (7) days after his being so notified.
- (4) All financial members of the Branch are eligible to accept nomination for election for Branch Committee members.
- (5) The election of Branch Committee members shall be conducted in accordance with the procedure described in Rule 19(3)(e) to (m) subject to any necessary changes.
- (6) If, at the closing of nominations, at least 5 nominations have been received for Branch Committee members, the Returning Officer may declare those persons elected without inviting further nominations for those offices.

**37 - DUTIES OF BRANCH OFFICE-HOLDERS**

- (1) The Branch President shall:
  - (a) Preside at all meetings of the Branch Committee and sign the minutes thereof;
  - (b) In consultation with the Branch Secretary determine the date time and place of meetings of the Branch Committee whenever such date time and place has not been determined by the Branch Committee;
  - (c) Exercise a deliberative vote if required at all meetings of the Branch Committee;
  - (d) Ensure as far as possible that the Rules of the Branch are performed and observed by office-holders and members of the Branch;

- (e) Request and receive an explanation from any office-holder or member of the Branch in any case where the Branch President believes that the rules of the Branch have not been performed or observed and report thereon to the Branch Committee;
  - (f) Generally act to safeguard the reputation, unity, autonomy and property of the Branch.
  - (g) Be a member of the National Executive Committee.
- (2) The Branch Vice-President shall exercise all of the rights and perform all of the duties of the Branch President (in his or her capacity as a Branch office-holder) in the absence of the Branch President or whenever the Branch President requests or the Branch Committee instructs him so to do.
- (3) The Branch Secretary shall:
- (a) Attend all meetings of the Branch Committee;
  - (b) Prepare and place before the Branch President and circulate in accordance with these rules an accurate agenda of the business to be transacted at each such meeting;
  - (c) Keep accurate minutes of the business transacted at each such meeting and circulate such minutes in draft where required by these rules and present a true copy of the minutes in each case to the subsequent meeting of the same body;
  - (d) Receive, reply to, file and report upon all correspondence requiring attention;
  - (e) Inform the Branch President of any matter affecting or likely to affect the Branch and report thereon to the Branch Committee;
  - (f) Ensure that all matters required to be attended to by Branches of organisations of employers registered under the Industrial Relations Act 1988 or any amendment thereof are attended to within the times and in the mode prescribed in the said Act and any regulations made thereunder;
  - (g) Sign any process or document proper to be signed on behalf of the Branch by an office-holder thereof and to appear before any Industrial Tribunal before which the Branch should be represented;
  - (h) Diligently and carefully carry out all the instructions of the Branch Committee and report to the Branch Committee thereon and see to the prompt circulation of all agendas, notices and minutes by these rules required to be circulated and generally pursue by all lawful means the objects of the Association;
- (4) The Branch Treasurer shall administer the finances of the Branch and, subject to the Branch Committee shall have control of the property and funds of the Branch. He shall open and operate all such accounts and do all such other things as are necessary or convenient in relation thereto. He shall keep sufficient and accurate records of the true financial position of the Association at all times and shall maintain all necessary books of account. The Branch Treasurer shall ensure that quarterly profit and loss, balance sheets and cashflow statements are forwarded to the Association.

- (5) Any cheque shall be signed by any two members of the Branch Committee.

### **38 - INDUSTRIAL QUESTIONS, MATTERS AND DISPUTES**

Without affecting the generality of its powers under these Rules or the Act, as amended from time to time, or under any Statute or By-Law or from any other source whatsoever, the Committee shall have power in that name of and on behalf of the Association, provided that the Association has not decided or resolved to the contrary:

- (a) to make demands concerning industrial matters or questions or to serve claims on any organisation, trade union, association of employees or other body or any employee, official or person whatsoever;
- (b) to carry on negotiations and effect compromises or settlements and enter into industrial agreements with any such organisation, trade union, association of employees, body, employee, official or person and, if appropriate, to apply for certification or other approval of such agreement pursuant to any relevant Act of the Commonwealth or of any State;
- (c) to notify refer or submit any industrial matter dispute or question or question of law to any court, tribunal or authority whatsoever for hearing determination or decision;
- (d) whenever in its opinion any employee, official, person, organisation, trade union, association of employees or other body is or is threatening or is likely to commit a breach or contravention of any Award to which the members of the Association or any of them are a party or of any Act pursuant to which such Award is made or of any Act whatsoever applicable to the members, to take any action in any court, tribunal or authority whatsoever, including but without limitation the Australian Industrial Relations Commission, the Federal Court of Australia and the High Court of Australia; and
- (e) to take all necessary steps to enforce any determination or decision given or any fine or penalty imposed by any court, tribunal or authority referred to in this Rule.

### **39 - REPRESENTATION OF THE ASSOCIATION**

- (1) The Association may appoint such agents or representatives as it sees fit, who shall, subject to the Rules and at the direction of the Committee, represent the Association in industrial matters, disputes and questions either generally or in respect of any specific matter, dispute or question.
- (2) The agents or representatives of the Association may be appointed from Officers or employees of the Association or one of its members or from persons outside the Association.
- (3) Any of the agents or representatives of the Association, the President or the Secretary shall have authority to take out, make or sign any document or take any step on behalf of the Association and to act on its behalf generally for the purpose of carrying out any decision of the Committee made pursuant to its powers referred to in Rules 18 and 38.



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**40 - INDUSTRIAL AGREEMENTS, OTHER TRANSACTIONS AND EXECUTION OF DOCUMENTS**

No industrial or other agreement or contract of any kind whatsoever alleged to have been made with the Association shall be binding upon the Association unless it has been previously authorised or is subsequently ratified by the Committee.

**41 - EMPLOYEES**

The Association may appoint such employees as it may consider necessary for permanent, temporary or special services at the direction of the Committee for such terms, at such remuneration and upon such conditions as it may think fit, and any such employee so appointed by the Association may be dismissed by it.

**42 - AUTHORITY TO SUE**

The Secretary for the time being of the Association is hereby authorised to sue on behalf of or in the name of the Association for the payment of any fees, levies, calls, fines, penalties, subscriptions or contributions or other moneys payable pursuant to the Rules of the Association.

**43 - SEAL**

- (1) The common seal of the Association shall be in the custody of the Secretary and shall not be affixed to any instrument or other document or any industrial agreement except by the authority of a resolution of a General Meeting, or of the Committee.
- (2) The affixing of the seal to any document shall be attested by:
  - (a) The President and the Vice-President; or
  - (b) The President and/or the Vice-President and/or the Secretary or any other person appointed for that purpose by the Committee; or
  - (c) two persons each of whom is the representative of a member and is authorised by the Committee to attest the affixing of the seal either generally or in any specific case; or
  - (d) such other persons as the Association in general meeting may determine.

**44 - SERVICE OF NOTICES ON MEMBERS**

- (1) Any notice, consent offer, demand, request or other instrument required or authorised to be given or served upon a party pursuant to these Rules shall be in the English language and in writing and may be given by post, facsimile, electronic format such as email or hand to that party at the address, postal address, facsimile or email address (as the case may be) for the time being appearing against the name of the member in the Register of Members.

- (2) An instrument given or served in accordance with
  - (1) shall be deemed to have been received:
    - a. in the case of an instrument given or served by post or facsimile on the day following the day of despatch; or
    - b. in the case of an instrument given or served by hand, at the time of delivery; or
    - c. in the case of an instrument given or served by electronic form, immediately.

#### **45 - DISPUTES BETWEEN MEMBERS AND THE ASSOCIATION**

Subject to Rule 16 all disputes between the Association and any of its members shall be referred to and decided by Annual General or Extraordinary General meeting of members and any resolution passed thereon by a majority of the members shall be final and binding on all the parties to such dispute.

#### **46 - ALTERATION OF RULES**

- (1) Subject to the Act, the Association may from time to time by passing a special resolution in the manner herein mentioned alter all or any of the Rules.
- (2) All members of the Association are to be given not less than 14 days notice of a general meeting. Every such notice sent shall be valid notwithstanding that the member concerned may not in fact have received it. Every such notice shall indicate clearly that the business, or part of the business, of the meeting will be alterations to the Rules of the Association, and there shall be set out in such notification the text or substance of any proposed amendment, replacement, deletion or addition.
- (3) A resolution shall be deemed to be special whenever it has been passed by a majority of not less than seventy-five percent (75%) of the members of the Association for the time being entitled to vote as may be present by their duly appointed representative at any Annual or Extraordinary General Meeting of which notice specifying the intention to propose such resolution has been duly given in accordance with sub-rule (2) hereof. Provided that any member holding a valid proxy pursuant to Rule 26 hereof shall be entitled to one further vote for the purposes of this Rule for each such valid proxy held.

#### **47 - VIOLATION OF INDUSTRIAL AGREEMENTS OR AWARDS**

In the event of any Member violating any Industrial Agreement to which the Association is a party or disobeying any Award or Order of any Arbitration or Industrial Commission or Court contrary to the instructions of the Association or Committee no costs or penalties incurred by such Member as a result of such violation or disobedience shall be borne by the Association.

#### **48 - INDEMNITY**

- (1) Every Office-holder, every member of the Committee and Auditor for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred while acting in such capacity.

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- (2) In the event that any Office-holder, Member of the Committee or Auditor vacates his office or position and is previously or subsequently found guilty of misappropriation of funds, a substantial breach of these Rules or of gross misbehaviour or gross neglect of duty in the manner described in paragraph 22(1)(d) of these Rules, the office-holder, Member of Committee or Auditor, as the case may be, shall not be entitled to an indemnity pursuant to this Rule.

#### **49 - DISSOLUTION**

- (1) The Association may be wound up and dissolved upon a resolution to that effect being passed by not less than seventy-five percent (75%) of the members present at an Extraordinary General Meeting of the Association convened for that special purpose. Provided that any member holding a valid proxy pursuant to Rule 26 hereof shall be entitled to one further vote for the purposes of this Rule for each such valid proxy.
- (2) In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another association / organisation with similar purposes which is not carried on for the profit or gain of its individual members.

#### **50 - CODE OF CONDUCT**

The Association endorses and adopts the principles of the Code of Conduct, promulgated by the Royal Australian Institute of Architects, from time to time.

#### **51 - TRANSITIONAL RULE**

- (1) This rule shall apply notwithstanding anything in these rules to the contrary.
- (2) That from the date of expansion of the ACA-Victoria Branch to include ACA-Tasmania members (forming the ACA-VIC/TAS Branch) until the scheduled election in 2011 Jack Birrell be appointed to the ACA-VIC/TAS Branch committee.

#### **51A - ABSENT VOTING**

Where a ballot is required in these Rules and any person eligible to vote at the ballot will be absent from his normal address at the time of the ballot, the member may request in writing that the Returning Officer forward a ballot paper and other ballot material to a nominated alternative address and the Returning Officer shall comply with the request.

#### **52 - FINANCIAL TRAINING OF THE ASSOCIATION AND BRANCH OFFICERS**

Within six months after beginning to hold an office, each officer of the association or a branch of the association whose duties include financial duties must complete training that:

- (a) has been approved by the General Manager under section 154C of the Fair Work (Registered Organisations) Act 2009; and
- (b) covers each of the officer's financial duties.

**53 - POLICIES RELATING TO EXPENDITURE**

The Association and each Branch shall develop and implement policies and procedures relating to the expenditure of the Association / Branch.

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

- (1) Each officer of the Association shall disclose to the Association any remuneration paid to the officer:
  - a) because the officer is a member of a board, if:
    - i. the officer is a member of the board only because the officer is an officer of the Association; or
    - ii. the officer was nominated for the position as a member of the board by the Association, a Branch of the Association, or a peak council; or
  - b) by any related party of the Association in connection with the performance of the officers' duties as an officer.
- (2) The disclosure required by sub-rule (1) shall be made to the Association:
  - a) as soon as practicable after the remuneration is paid to the officer; and
  - b) in writing.
- (3) The Association shall disclose to the members of the Association and its Branches:
  - a) the identity of the officers who are the five highest paid in terms of relevant remuneration for the disclosure period, and
  - b) for those officers:
    - i. the actual amount of the officers' relevant remuneration for the disclosure period; and
    - ii. either the value of the officers' relevant non-cash benefits, or the form of the officers' relevant non-cash benefits, for the disclosure period.
- (4) For the purposes of sub-rule (3), the disclosure shall be made:
  - a) in relation to each financial year;
  - b) within six months after the end of the financial year; and
  - c) in the Annual Financial Report.

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

- (1) Each officer of the Branch shall disclose to the Branch any remuneration paid to the officer:
  - a) because the officer is a member of a board, if:
    - i. the officer is a member of the board only because the officer is an officer of the Branch; or
    - ii. the officer was nominated for the position as a member of the board by the Association, Branch or a peak council; or
  - b) by any related party of the Branch in connection with the performance of the officer's duties as an officer.
- (2) The disclosure required by sub-rule (1) shall be made to the Branch:
  - a) as soon as practicable after the remuneration is paid to the officer; and
  - b) in writing.
- (3) A Branch shall disclose to the members of the Branch:
  - a) the identity of the officers who are the two highest paid officers of the Branch in terms of relevant remuneration for the disclosure period, and
  - b) for those officers:
    - i. the actual amount of the officers' relevant remuneration for the disclosure period; and
    - ii. either the value of the officers relevant non-cash benefits, or the form of the officers' relevant non-cash benefits, for the disclosure period.
- (4) For the purposes of sub-rule (3), the disclosure shall be made:
  - a) in relation to each financial year;
  - b) within six months after the end of the financial year; and
  - c) in the Annual Financial Report.

**56 - DISCLOSURE OF ASSOCIATION OFFICER'S MATERIAL PERSONAL INTERESTS**

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

- b) a relative of the officer has or acquires;  
that relates to the affairs of the Association.
- (2) The disclosure required by sub-rule (1) shall be made to the Association:
  - a) as soon as practicable after the interest is acquired; and
  - b) in writing.
- (3) The Association shall disclose to the members of the Association and its Branches any interests disclosed to the Association pursuant to sub-rule (1).
- (4) For the purposes of sub-rule (3), 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 the Annual Financial Report.

**57 - DISCLOSURE OF BRANCH OFFICER'S MATERIAL PERSONAL INTERESTS**

- (1) Each officer of the Branch shall disclose to the Branch any material personal interest in a matter that:
  - a) the officers has or acquires; or
  - b) a relative of the officer has or acquires;that relates to the affairs of the Association.
- (2) the disclosure required by sub-rule (1) shall be made to the Branch:
  - a) as soon as practicable after the interest is acquired; and
  - b) in writing.
- (3) The Branch shall disclose to the members of the Branch any interests disclosed to the Branch pursuant to sub-rule (1).
- (4) For the purposes of sub-rule (3), the disclosure shall be made:
  - a) in relation to each financial year;
  - b) within six months after the end of the financial year; and
  - c) in the Annual Financial Report.

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**58 - DISCLOSURE BY ASSOCIATION OF PAYMENTS**

- (1) The Association shall disclose to the members of the Association and its Branches either:
  - a) each payment made by the Association, during the disclosure period:
    - i. to a related party of the Association or of a Branch of the Association; or
    - ii. to a declared person or body of the Association or a Branch of the Association; or
  - b) the total of the payments made by the Association, during the disclosure period:
    - i. to each related party of the Association; or
    - ii. to each declared person or body of the Association.
- (2) Sub-rule (1) does not apply to a payment made to a related party if the payment consists of amounts deducted by the Association from remuneration payable to officers or employees of the Association.
- (3) For the purposes of sub-rule (1), 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 the Annual Financial Report.
- (4) Subsections (1) and (2) do not apply to a payment made to a related party if:
  - (a) the related party is a officer of the Association or the Branch (as the case may be); and
  - (b) the payment:
    - i. consists of remuneration paid to the officer by the Association or the Branch (as the case may be); or
    - ii. is reimbursement for expenses reasonably incurred by the officer in performing the officer's duties as an officer.

**59 - DISCLOSURE BY BRANCH OF PAYMENTS**

- (1) The Branch shall disclose to the members of the Branch either:
  - a) each payment made by the Branch, during the disclosure period:
    - i. to a related party of the Branch; or
    - ii. to a declared person or body of the branch; or

- b) the total of the payments made by the Branch, during the disclosure period:
  - i. to each related party of the Branch; or
  - ii. to each declared person or body of the Branch.
- (2) Sub-rule (1) does not apply to a payment made to a related party if the payment consists of amounts deducted by the Branch from remuneration payable to officers or employees of the Branch.
- (3) For the purposes of sub-rule (1), 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 the Annual Financial Report.
- (4) Subsections (1) and (2) do not apply to a payment made to a related party if:
  - (a) the related party is an officer of the Association or the Branch (as the case may be); and
  - (b) the payment:
    - i. consists of remuneration paid to the officer by the Association or the Branch (as the case may be); or
    - ii. is reimbursement for expenses reasonably incurred by the officer in performing the officer's duties as an officer.

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