

FairWork (Registered Organisations) Act 2009  
s.159 – Alteration of other rules of the organisation  
Approved: 16 April 2018

## **The Victorian Showmen's Guild**

I CERTIFY under section 161 of the Fair Work (Registered Organisations) Act 2009 that the pages herein numbered 1 to 20 both inclusive contain a true and correct copy of the registered rules of The Victorian Showmen's Guild

DELEGATE OF THE GENERAL MANAGER  
FAIR WORK COMMISSION

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## RULES OF THE VICTORIAN SHOWMEN'S GUILD

### 1 - NAME

The name of the organisation is The Victorian Showmen's Guild (in these Rules called "the Guild").

### 2 - INTERPRETATION

2.1 In these Rules, unless the contrary intention appears:

"Committee" means the committee of management of the Guild.

"Financial year" means the year ending on 30 June.

"General Meeting" means a general meeting of members convened in accordance with Rule 14.

"the Guild" means The Victorian Showmen's Guild.

"Member" means a member of the Guild.

"the Act" means the Workplace Relations Act 1996 (as amended).

"the Regulations" means regulations under the Act.

2.2 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1901 and the Act as in force from time to time.

2.3 "Organisation" means and includes The Victorian Showmen's Guild ("the Guild").

"The Act" - now means the *Fair Work (Registered Organisations) Act 2009* and any amendments

- (a) 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.
- (b) disclosure period For the purpose of these rules means the financial year unless a shorter period is specified.
- (c) declared person or body A person is a declared person or body if:
- (i) an officer of the *organisation/branch* has disclosed a material personal interest under sub-rule 36(A); and
  - (ii) the interest relates to, or is in, the person or body; and
  - (iii) the officer has not notified the *organisation/branch* that the officer no longer has the interest.

- (d) financial duties includes duties that relate to the financial management of the organisation or a branch of the organisation.
- (e) General Manager means the General Manager of the Fair Work Commission.
- (f) 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.
- (g) peak council has the same meaning as defined by section 12 of the *Fair Work Act 2009*.
- (h) office has the same meaning as defined by section 9 of the *Fair Work (Registered Organisations) Act 2009*
- (i) officer has the same meaning as defined by section 6 of the *Fair Work (Registered Organisations) Act 2009*
- (j) related party has the same meaning as defined by section 9B of the *Fair Work (Registered Organisations) Act 2009*.
- (k) 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.
- (l) relevant remuneration in relation to an officer of the *organisation/branch* for a disclosure period is the sum of the following:
- (i) any remuneration disclosed to the *organisation/branch* by the officer under sub-rule 35(A) during the disclosure period;
  - (ii) any remuneration paid, during the disclosure period, to the officer by the *organisation/branch*;
- (m) relevant non-cash benefits in relation to an officer of the *organisation/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 *organisation/branch* or by a related party of the *organisation/branch*.

- (n) 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.

### 3 - OBJECTS

The objects of the Guild are:

- 3.1 to promote and conserve the common interests of its members, to aid and assist in the advancement and improvement of conditions in any way relating to the business of showmen for the general welfare and benefit of its members;
- 3.2 to uphold the rights of members of the Guild and aid and assist in harmonising, improving, protecting and fostering the best interests of its members;
- 3.3 to take all steps as may be necessary for the purpose of securing satisfactory industrial conditions or the furtherance of the Guild's objects or any of them under all or any provisions of any statute award or regulation whether State or Federal in relation to industrial disputes and arbitration or otherwise;
- 3.4 to aid in harmonising and conserving the operations in which its members are engaged and the proper and more efficient conduct of those operations;
- 3.5 to promote, assist or join in the promotion or establishment of any Club for the benefit and social welfare of its members;
- 3.6 to purchase, take on lease or exchange, hire or otherwise acquire any real and/or personal property and in particular any land, buildings, furniture or library and the rights or privileges which the Guild may think necessary or convenient for its objects and to erect and from time to time to maintain and alter any building required for the purposes of the Guild;
- 3.7 to sell, improve, mortgage, dispose of or otherwise deal with all or any part of the property and the rights of the Guild;
- 3.8 to purchase, hire, lease or otherwise acquire Showgrounds and to lay out, alter, improve, erect buildings and to arrange shows and/or meetings and do all such things as may be necessary for the holding of shows and/or carnivals;
- 3.9 to do all such things as may be necessary for the general welfare and improvement of the social conditions of the members of the Guild;
- 3.10 to carry on any other activity for the furtherance and extension of the purposes of the Guild;
- 3.11 to do all such lawful things as are incidental or conducive to the attainment of the objects of the Guild or any of them;

#### **4 - ELIGIBILITY FOR MEMBERSHIP**

- 4.1 The Guild shall consist of an unlimited number of employers who are:-
- 4.1.1. showmen of not less than eighteen (18) years of age and who are reputable and respectable followers of the calling of a showman and who are fit and proper persons to be recognised as such; and
  - 4.1.2. full time showmen and have owned and operated their own equipment for not less than three (3) years within allocated Guild area; or
  - 4.1.3. the child or widow or widower of a deceased member of the Guild.

#### **5 - LIFE MEMBERS**

On the recommendation of the Committee, any Member of the Guild who has rendered some special or long and continuous service to the Guild may at any Annual General Meeting of the Guild be elected a Life Member of the Guild upon a two thirds majority of those present and entitled to vote at such meeting and upon such terms and conditions as the Members shall think fit, provided that not more than one Life Member shall be elected in any one financial year of the Guild. Life Members shall not be liable to pay annual subscriptions due to the Guild but shall otherwise have the same rights and obligations as ordinary Members.

#### **6 - HONORARY MEMBERS**

On the recommendation of the Committee any person may at any Annual General Meeting of the Guild be elected an Honorary Member of the Guild for such period as may be decided by the Meeting, upon a two thirds majority of members present and entitled to vote at such meeting. Honorary Members shall not be liable to pay subscriptions, shall have no rights or privileges as ordinary or Life Members and shall not hold any Showground space.

#### **6A - AFFILIATE MEMBERS**

On the recommendation of the Committee, any person may at any Annual General Meeting of the Guild be elected an Affiliate Member of the Guild for such period as may be decided by the Meeting, upon a two thirds majority of members present and entitled to vote at such meeting. Affiliate Members may be liable to pay joining and/or subscription fees as determined from time to time by the Committee, however, such members shall have no rights or privileges as ordinary or Life Members and shall not hold any Showground space controlled by the Guild.

#### **7 - APPLICATION FOR MEMBERSHIP**

- 7.1 Every application for membership shall be made to the Secretary in writing at the office of the Guild and shall contain the correct name and address of the applicant and shall be signed by the applicant in a form approved from time to time by the Committee.
- 7.2 Upon receipt of an application for membership the Secretary shall inform the applicant in writing of:
- (i) the financial obligations arising from membership; and
  - (ii) the circumstances and manner in which a member may resign from the Guild.

## 10 - RESIGNATION FROM MEMBERSHIP

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- 7.3 The Secretary shall submit all applications to a meeting of the Committee which may accept or reject, subject to Section 166 of Schedule 1 to the Act, the application. The applicant shall be informed of the result of his application for admission as a member by notice in writing signed by the Secretary. If the Committee rejects the application the applicant may by notice in writing addressed to the Secretary at the registered office of the Guild within thirty (30) days of notice of such rejection appeal to the next Annual General Meeting of members and such meeting may accept or reject the application. The applicant shall be informed of the result of his appeal by notice in writing signed by the Secretary.
- 7.4 If and when the applicant is admitted to membership he shall upon paying his first annual subscription and/or entrance fee become a member of the Guild.

### **8 - ENTRANCE FEES AND SUBSCRIPTIONS**

- 8.1 All persons admitted as ordinary Members of the Guild shall pay an entrance fee and an annual subscription as hereinafter provided.
- 8.2 The entrance fee shall be \$500 or such other amounts as shall be approved by a majority of members present at the Annual General Meeting.
- 8.3 The annual subscription shall be \$150 or such other amount as is approved by a majority of members present at the Annual General Meeting.
- 8.4 The annual subscription shall fall due on 1 January each year for the ensuing year and shall be forwarded to the Secretary not later than one month after the due date.

### **9 - REGISTER OF MEMBERS**

The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address and date of entry of the name of each Member and the Register shall be available for inspection by Members at the registered office of the Guild.

### **10 - RESIGNATION FROM MEMBERSHIP**

- 10.1 A member may resign his membership of the Guild by giving 2 weeks notice in writing. The notice of resignation shall be addressed to the Secretary and shall be delivered to him.
- 10.2 A member may resign from membership of the Guild by written notice addressed and delivered to the Secretary. Such notice shall be taken to have been received by the Guild when delivered to the Secretary.
- 10.3 A notice of resignation that has been received by the Guild is not invalid because it was not addressed and delivered to the Secretary.
- 10.4 A resignation from membership of the Guild is valid even if it is not effected in accordance with sub Rule 10.1 hereof if the member is informed in writing by or on behalf of the Guild that the resignation has been accepted.

- 10.5 A notice of resignation from membership of the Guild takes effect:
- 10.5.1 where the member ceases to be eligible to become a member of the Guild:
- 10.5.1.1 on the day on which the notice is received by the Guild; or
- 10.5.1.2 on the day specified in the notice, which is a day not earlier than the day when the member ceases to be eligible to become a member;
- whichever is later; or
- 10.5.2 in any other case:
- 10.5.2.1 at the expiration of 2 weeks after the notice is received by the Guild; or
- 10.5.2.2 on the day specified in the notice;
- whichever is later.
- 10.6 Any dues payable but not paid by a former member of the Guild, in relation to a period before the member's resignation from the Guild took effect, may be sued for and recovered in the name of the Guild, in a court of competent jurisdiction as a debt due to the Guild.

## 11 - CESSATION OF MEMBERSHIP

- 11.1 If any Member becomes bankrupt or suspends payment or compounds with his creditors or be convicted of a felony he shall be liable to suspension or expulsion from membership in accordance with the provisions of Rule 13. The Committee shall have the power in its absolute discretion to reinstate such a Member without payment of the entrance fee.
- 11.2 If a Member has not paid the subscription within one month after the due date, the Secretary shall notify the member to that effect and if the subscription shall remain unpaid for a further month after such notification and no explanation satisfactory to the Committee has been received the member shall then be deemed to be unfinancial and, subject to the provisions or sub Rule 11.5 hereof, the name of the Member may be removed from the Register of Members and that Member's right to vote in elections or to enjoy and participate in the privileges of the Guild shall be absolutely forfeited and the Secretary shall notify such Member accordingly. A letter sent by ordinary pre-paid post to the last address of the Member appearing in the Register of Members shall be adequate notification.
- 11.3 Upon any Member ceasing to be a Member of the Guild in accordance with this Rule, Rule 10 or Rule 13 the Secretary shall make in the Register of Members an entry recording the date on which the Member ceased to be a Member.
- 11.4 If any member ceases to be eligible to remain a member of the organisation the membership of such member may be determined summarily by resolution of the Committee, provided however that such determination shall not affect the liability of the member to pay all monies owing by the member to the Guild.
- 11.5 If a member becomes unfinancial in accordance with Rule 11.2 his/her name may be struck off the Register of Members by order of the Committee. Provided that where a Member has become unfinancial he/she shall be advised by the Secretary, in writing, that the Committee proposes to strike his/her name from the Register of Members, and that if he/she fails to pay the outstanding subscriptions within thirty (30) days of the date of the letter then he/she will be struck off the Register of Members without further notice. If the person pays the outstanding subscriptions within that time then he/she shall not be struck off the Register of Members.



## 12 - CHARGES AGAINST MEMBERS

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- 11.6 Any member who shall be expelled from the Guild under the provisions of Rule 13 hereof shall thereupon cease to be a member.
- 11.7 Members ceasing to be such from any cause whatsoever shall have no claim of any kind - monetary or otherwise - on the Guild or its assets.

### 12 - CHARGES AGAINST MEMBERS

- 12.1 Any Member charged by another Member of knowingly committing any breach of these Rules or of knowingly refusing to comply with a lawful resolution passed under these Rules shall be entitled to have the charge investigated as hereinafter provided.
- 12.2 The charge shall be clearly set out in writing signed by the person preferring the charge and forwarded to the Secretary. The person who prefers the charge shall also at the same time lodge with the Secretary the sum of \$20 or such other sum as may be determined by the Committee from time to time and in the event of the charge being determined by the Committee to be frivolous, such sum shall be forfeited to the Guild.
- 12.3 The Secretary shall without delay supply the charged Member with a copy of the charge and inform him of the date on which the Committee will consider the matter. At least twenty-one days notice in writing of the Meeting shall be given to the charged Member.
- 12.4 The Committee shall without undue delay hear the charge, taking such evidence as in its opinion will enable it to judge the merits of the case and may determine or defer the charge as the Committee in its absolute discretion thinks fit.
- 12.5 The Member preferring the charge and the charged Member shall both have the right to be present at the hearing of the charge and may produce such witnesses as they think fit but shall not be entitled to be present at the deliberation of the Committee. Charges against Members may also be heard and dealt with at Annual General Meetings or Special Meetings at the discretion of the Committee.
- 12.6 Should the charged Member be unable to be present at the hearing he may supply to the Secretary prior to the Meeting at which the hearing is to take place, a sworn Affidavit together with the evidence of witnesses.
- 12.7 Should in the opinion of the Committee (or if the charge is heard and dealt with at an Annual General Meeting or Special Meeting, in the opinion of that Meeting) the charge be proved, the Committee (or the Meeting as the case may be) may suspend the Member from operating at the particular show at which the circumstances giving rise to the charge occurred and the Committee (or the Meeting as the case may be) may fine the Member a sum not exceeding \$500 but not less than \$50, or such other maximum and minimum amounts as may be determined by the Committee from time to time.

### **13 - SUSPENSION AND EXPULSION OF MEMBERS**

- 13.1 If any Member shall refuse or neglect to comply with or knowingly commit any breach or infringement of the Rules of the Guild or if any Member is indebted to the Guild, other than as prescribed by Rule 11.2, and has not paid the amount of such indebtedness within three months after written demand has been made upon such Member by the Secretary, or if in the opinion of the Committee the conduct of any Member is such as to be contrary to the objects of the Guild, or if any Member commits an act of misapplication or dereliction of duty respecting the whole or any part of the moneys or other property of the Guild, or if any Member is found guilty in an appropriate Court of Law of an offence relating to marketing, distribution or dealing in illegal drugs or stealing then the Committee may suspend or expel such Member provided that the Member is given not less than twenty-eight days notice in writing advising the Member of the matter to be dealt with and giving him an opportunity to be heard.

Upon passing of a resolution by the Committee suspending or expelling such Member the member shall cease to be a Member of the Guild forthwith and a notification thereof shall be sent to him by the Secretary giving notice in writing setting out the resolution of the Committee and the grounds on which it is based. The name of such Member shall forthwith be removed from the Register of Members.

- 13.2 Where a member has been suspended or expelled by the Committee in accordance with paragraph 13.1 such member shall have the right of appeal to a Special General Meeting of Members. Such appeal is to be lodged in writing with the Secretary of the Guild within 30 days of the date of the letter informing the suspended or expelled Member of the resolution of the Committee. Upon receipt of such appeal the Secretary shall call a Special General Meeting within three months, giving not less than twenty-eight days notice in writing to the suspended or expelled Member of such Meeting and giving him an opportunity to be heard. At the Special General Meeting it shall be competent for two thirds of the Members present and entitled to vote to pass a resolution to accept or reject the resolution of the Committee suspending or expelling such Member. On the rejection of the resolution of the Committee the Member shall immediately be reinstated as a Member of the Guild and a notification thereof shall be sent to him by the Secretary. The name of such Member shall forthwith be replaced on the Register of Members.
- 13.3 Voting at a Special General Meeting in accordance with this clause shall be by secret ballot.

### **14 - GENERAL MEETINGS**

- 14.1 An Annual General Meeting of the Guild shall be held at least once in every calendar year at the office of the Guild or such other place appointed by the Committee.
- 14.2 The ordinary business of the Annual General Meeting shall be -
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that Meeting;
  - (b) to receive from the Committee reports upon the transactions of the Guild during the last preceding financial year;
  - (c) to declare elected the Office Bearers of the Guild and the Ordinary Members of the Committee; and
- 14.3 The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

## 14 - GENERAL MEETINGS

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- 14.4 The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.
- 14.5 All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- 14.6 The Committee may whenever it thinks fit convene a Special General Meeting of the Guild.
- 14.7 The Committee shall on the requisition in writing of at least twenty Financial Members convene a Special General Meeting of the Guild.
- 14.8 The requisition for a Special General Meeting shall state the objects of the Meeting and shall be signed by the Members making the requisition and be sent to the registered office of the Guild and may consist of several documents in like form, each signed by one or more of the Members making the requisition. A Special General Meeting called in accordance with sub-rule 14.7 shall be held within three (3) months of the date of the requisition.
- 14.9 Notice at the Annual General Meeting and/or any Special General Meeting shall be sent by pre-paid post to Members not less than Twenty-One (21) days prior to the date of the Meeting. Any notices will be sent to the last address provided to the Guild in writing which will be sufficient notice for the purposes of notification.
- 14.10 In addition, if and for so long as the Guild shall continue to publish a regular Journal, due notice of the Annual General Meeting or Special General Meeting published in the columns in such Journal or distributed with that Journal shall be deemed to meet the requirements of Rule 14.9 or any other Rules pertaining to notice of Meetings provided that the time requirements of sub-Rule 14.9 are complied with.
- 14.11 The date for the Annual General Meeting shall be determined by the Committee but shall not be more than fifteen months after the date of the preceding Annual General Meeting.
- 14.12 The quorum for an Annual General Meeting or a Special General Meeting shall be twenty members.
- 14.13 If a quorum be not present after a period of fifteen minutes of the time called for any Annual General Meeting or Special General Meeting the Members present may adjourn the Meeting to such day not less than seven or more than twenty-one days subsequent at the same time and place and at such adjourned Meeting those Members present shall constitute a quorum.
- 14.14 It shall not be necessary to give any notice of such adjournment other than a notice to be exhibited in the registered office of the Guild for a period of at least four days prior to the adjourned date.
- 14.15 Only financial Members present at a Meeting shall be entitled to vote and each Member shall have one vote. In the case of an equality of votes the Chairman shall have a casting vote in addition to his personal vote.
- 14.16 The President shall preside as Chairman at each Annual General meeting and Special General Meeting of the Guild. Where the President is either unable or unwilling to act as Chairman the Committee shall elect one of its number to preside over the meeting.
- 14.17 Questions arising at Annual General Meetings and Special General Meetings of the Guild shall be determined on a show of hands but the Chairman shall have the power to rule that any question shall be determined by secret ballot. All votes must be given personally.

- 14.18 Any Member desiring to bring any business before an Annual General Meeting or a Special General Meeting shall give notice of that business in writing to the Secretary not less than fourteen days prior to the date fixed for the Meeting and a copy of all such notices shall be posted in the registered office of the Guild upon receipt.

### **15 - COMMITTEE OF MANAGEMENT**

- 15.1 The business and general affairs of the Guild shall be under the management of a Committee consisting of the President, ten (10) Vice-Presidents, Treasurer, two (2) Trustees, Secretary, and nine (9) Committee, all of whom shall be financial members of the Guild and who shall hold office until the next Annual General Meeting following the date of their election, subject to removal from office as hereinafter provided. Each member of the Committee shall be eligible for re-election.
- 15.2 Four Committee members shall constitute a quorum.
- 15.3 The Committee shall hold meetings at such times and places as they deem necessary but not less than four per year for the transaction of the business of the Guild and a record of the resolutions and proceedings of the Committee shall be entered in a book to be provided for that purpose.
- 15.4 The Secretary shall call a Meeting of the Committee whenever requested by the President or by a quorum of Committee members. A Notice of Meeting of Committee sent by ordinary pre-paid mail not less than seven days prior to the meeting shall be sent to all Committee members at their last registered address and shall be deemed as adequate notice. In cases of urgent requirement for a Meeting of the Committee a telephone call made or caused to be made by the Secretary to all Committee members shall be deemed to be adequate notice.

### **16 - ELECTION OF COMMITTEE**

- 16.1 All members of the Committee shall be elected in the manner hereinafter prescribed by and from the members.
- 16.2 At least fifty-six (56) days prior to the Annual General Meeting the Returning Officer shall cause a notice to be given to each member calling for nominations for the Committee. Such notice shall advise members of the closing date for nominations which shall be not less than forty-two (42) days before the date fixed for the Annual General Meeting. The Returning Officer shall call for nominations for the positions of President, Secretary, Treasurer, two (2) Trustees and Committee Member.
- 16.3 No member shall be eligible to be elected as a member of the Committee unless such member has been a financial member of the Guild for at least twelve (12) months prior to the date of the Annual General Meeting in the year he/she seeks election. This provision shall commence operation 12 months from the date of certification under Section 205 of the Act. Notwithstanding anything elsewhere contained in this sub Rule a member shall not be eligible to be elected if he/she is or becomes bankrupt.
- 16.4 If only the required number of nominations to fill the vacancies on the Committee have been received by the Returning Officer he shall at the time nominations close inspect the nominations of candidates and satisfy himself so far as he reasonably can that such nominations are regular and valid. Should the Returning Officer find any nomination to be defective he shall before rejecting same, notify the candidate of the defect and, where it is practicable to do so, shall give the candidate the opportunity of remedying the defect within a period of not less than seven (7) days of the receipt of the notice. Upon being satisfied that the nominations are regular and valid the Returning Officer shall forthwith declare the persons so nominated elected unopposed to the Committee.

- 16.4.1 Notwithstanding rule 16.4, a secret postal ballot, of persons who nominated for the office of Committee Member, must always be held to determine the positions for ten (10) Vice-Presidents and nine (9) Committee Members. The conduct of the secret postal ballot shall be in accordance with rule 16.5. The candidates for Committee Members receiving the ten highest number of votes shall be declared elected as Vice-Presidents. The candidates for Committee members receiving the next nine highest number of votes shall be declared elected as Committee Members.
- 16.5 If more than the number of nominations required to fill any office are received an election shall be taken by secret ballot which shall consist of a postal ballot of financial members as hereinafter provided. The roll of voters for any ballot is to be closed 14 days before the day on which nominations for the election open. The Returning Officer shall:-
- 16.5.1 Inspect the nominations of candidates and satisfy himself so far as he reasonably can that such nominations are regular and valid. If he finds any nomination to be defective he shall before rejecting the same notify the person concerned of the defect and where it is practicable to do so give the person the opportunity of remedying the defect within a period of not less than seven (7) days of the receipt of the notice.
- 16.5.2 Permit any duly nominated candidate to appoint by notice in writing any member of the Guild as his scrutineer to represent him at the election.
- 16.5.3 Prepare or cause to be prepared such number of ballot papers as there are members upon which ballot papers the names of duly nominated candidates shall appear in alphabetical order. One ballot paper may contain provisions for voting in respect of more than one election.
- 16.5.4 Within twenty-one (21) days of the close of nominations forward by prepaid post to each member of the Guild eligible to vote one (1) ballot paper which the Returning Officer shall have previously initialed for each such election together with a declaration envelope suitable for containing ballot papers and supply therewith to each member eligible to vote another envelope, in the form prescribed by the Workplace Relations (Registration and Accountability of Organisations) Regulations 2003, addressed to the Returning Officer at the address arranged by him for the return of ballot papers as provided in paragraph 16.5.7 hereof being an envelope that may be posted without expense to the voter.
- 16.5.5 Where any eligible member is or will be absent at the time of the ballot from his or her address as appearing in the Guild's records makes a written request that the Returning Officer forward a ballot paper or papers and other ballot material as outlined in these rules to a nominated address the Returning Officer shall comply with the request.
- 16.5.6 With such ballot papers the Returning Officer shall forward to each member eligible to vote a notification:-
- (a) of the closing date for the receipt of returned ballot papers which shall be not later than one (1) hour prior to the commencement of the Annual General Meeting.
  - (b) that the voting is to be conducted by striking out the name of each candidate for whom the member does not desire to vote.
  - (c) containing details of instructions to voters as to the return of completed ballot papers to the Returning Officer.
- 16.5.7 Hire or otherwise arrange for a post office box or other post office receptacle to which ballot papers may be forwarded to him and arrange as far as possible that such box or receptacle shall not be available to be opened nor be opened by any person other than himself.

## 18 - DUTIES AND POWERS OF THE COMMITTEE

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- 16.5.8 After the closing of the ballot the Returning Officer shall collect the envelopes containing the ballot papers and check the same to ensure that no votes are cast except by members entitled to cast and shall then remove the sealed envelopes containing the ballot papers and open same. He shall then mix the ballot papers so that they are not able to be identified.
- 16.5.9 Admit the ballot papers properly marked and count the votes thereon indicated.
- 16.5.10 In the case of a tie between candidates, draw lots.
- 16.5.11 Immediately following the conclusion of the count advise the Secretary in writing the names of the persons declared by him to be elected.
- 16.6 No member shall mark a ballot paper or the envelope immediately containing the same with his name or otherwise publish or disclose his identity thereon or therein but shall identify himself in such manner as shall be determined by the Returning Officer.
- 16.7 In declaring the result of the election the Returning Officer shall declare the candidate elected who receives the greatest number of votes for the position of President, Secretary, Treasurer and two (2) Trustees respectively. In relation to the election of Committee Members the candidates receiving the ten highest number of votes shall be declared elected as Vice Presidents. The candidates for Committee Members receiving the next nine highest number of votes shall be declared elected as Committee Members.

## 17 - SCRUTINEERS

All scrutineers shall, as far as possible, having regard to the time of their appointment in the case of a postal ballot be entitled to observe the form and distribution of ballot papers, the collection of ballot papers on their return, the checking of votes, the admission and counting of votes, the conduct of the determination of the election by lot and the declaration of the ballot. In every case it shall be the right and the duty of the scrutineer to observe any act performed or directed by the Returning Officer which may affect the results of the election and the Returning Officer shall take all reasonable steps by notification or otherwise to enable each scrutineer to exercise this right, but no election shall be invalidated by reason of the fact that a scrutineer does not, in fact, exercise all or any of such rights if he has had a reasonable opportunity to do so. A scrutineer shall direct the attention of the Returning Officer to any irregularity he may detect whether in the nomination forms, the form of distribution of ballot papers, the admission of the right of any person to vote, the admission or counting of ballot papers in respect of any other matter to be observed or done under these Rules in connection with elections. A scrutineer shall do all things necessary so that the conduct of an election shall conform to these Rules and so that the secrecy of the ballot shall be observed.

## 18 - DUTIES AND POWERS OF THE COMMITTEE

- 18.1 The Committee shall control and manage the business and affairs of the Guild.
- 18.2 The Committee may subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Guild other than those powers and functions that are required by these Rules to be exercised by Special General Meetings of the members of the Guild and shall engage such officers and servants as the Committee may consider necessary and shall regulate their duties and fix their salaries or honorarium.
- 18.3 The Committee, subject to these Rules, the Regulations, and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Guild.

- 18.4 Without prejudice to the general powers conferred on the Committee, and subject to these Rules, it is hereby expressly declared that the Committee shall have the following powers, namely:
- 18.4.1 to initiate, manage and control all actions, proceedings, submission of industrial disputes and other matters to arbitration or otherwise as it shall think fit and to appoint agents, solicitors or counsel to appear for and represent the Guild or any of its Members in any court or proceedings, legal or otherwise;
  - 18.4.2 to demand and collect all subscriptions and dues payable by Members;
  - 18.4.3 to make and collect from time to time and when determined by the Committee a levy on Members for any of the purposes of the Guild;
  - 18.4.4 to impose any fines on Members and so demand and collect the same;
  - 18.4.5 to appoint, engage, employ at their discretion remove or suspend an executive officer, clerks, agents, servants or other assistants for permanent, temporary or special services as they may from time to time think necessary and determine their salary and emoluments. Such persons so employed shall have no voting rights at Meetings nor shall they be regarded as Members of the Guild nor have any rights as applicable to Members of the Guild;
  - 18.4.6 to appoint and from time to time remove the bankers and solicitors of the Guild;
  - 18.4.7 to invest and deal with any of the moneys of the Guild not immediately required for the purposes thereof;
  - 18.4.8 to enter into agreements with any other Guild or organisation with similar objects to those of the Guild.
  - 18.4.9 to appoint a Returning Officer for the conduct of any election required under these Rules who shall not be the holder of any office in, or an employee of the Guild.
- 18.5 In addition to any powers or duties elsewhere provided in these Rules the following shall apply to individual Committee members;
- 18.5.1 the right to vote on any matter to which the Committee member is entitled; and
  - 18.5.2 the duty to regularly attend meetings of the Committee.

### **19 - PROCEDURE OF COMMITTEE**

- 19.1 No business shall be transacted unless a quorum of Committee members is present and if within half an hour of the time appointed for the Meeting a quorum is not present the Meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.
- 19.2 At Meetings of the Committee the President or in his absence a Vice President chosen by the Committee shall preside.
- 19.3 Questions arising at a Meeting of the Committee or of any Sub-Committee appointed by the Committee shall be determined on a show of hands or if demanded by a Committee member by a ballot taken in such manner as the person presiding at the Meeting may determine.
- 19.4 Each Committee member present at a Meeting of the Committee or of any Sub-Committee appointed by the Committee is entitled to one vote and in the event of an equality of votes on any question the person presiding may exercise a second or casting vote.

## 21 - DUTIES OF OFFICE BEARERS

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- 19.5 Subject to a quorum being present the Committee may act notwithstanding any vacancy on the Committee.
- 19.6 The Committee may appoint Sub-Committees as it thinks fit. Sub-Committees shall be formed for the purpose of providing advice to the Committee and to perform such acts as the Committee from time to time directs.
- 19.7 For the purposes of these Rules a vacancy shall occur if a Committee member ceases to be a Member of the Guild, becomes bankrupt, or has ceased under these Rules to be eligible to hold office, or resigns his office by notice in writing given to the Secretary.

## 20 - CASUAL VACANCIES

- 20.1 Subject to this Rule a casual vacancy arising on the Committee may be filled by the Committee and the person so appointed shall hold office until the next Annual General Meeting.
- 20.2 Where the unexpired portion of the vacated office exceeds 12 months or three-quarters of the term of office prescribed for Committee members whichever is greater:
- 20.2.1 The Returning Officer shall call for nominations for the position rendered vacant in the notice calling for the next meeting of the Committee following the creation of such vacancy and any member of the Committee may in writing, nominate any person being qualified under Rule 16 hereof for the position vacated and the candidate for such position shall also sign the said nomination.
- 20.2.2 If only the required number of nominations to fill the vacated positions are received, the Returning Officer shall inspect the nominations of candidates and satisfy himself so far as he reasonably can that such nominations are regular and valid. Should the Returning Officer find any nomination to be defective he shall before rejecting same, notify the candidate of the defect, and, where it is practicable to do so, shall give the candidate the opportunity of remedying the defect within a period of not less than seven (7) days of receipt of notice. Upon being satisfied that the nominations are regular and valid the Returning officer shall forthwith declare the person or persons so nominated, elected unopposed to the position to which he was so nominated.
- 20.2.3 If more than the number of nominations required to fill any vacated position are received, an election shall be taken by secret ballot of all members in the manner prescribed in Rule 16 hereof.
- 20.2.4 If at that meeting all members entitled to vote are not present, a postal ballot shall be held so as to be completed within thirty (30) days of the meeting and the provisions of Rule 16 shall mutatis mutandis apply to such ballot.

## 21 - DUTIES OF OFFICE BEARERS

- 21.1 The Office-Bearers of the Committee shall be the President, ten (10) Vice-Presidents, nine (9) Committee Members, two (2) Trustees, the Treasurer and the Secretary.
- 21.2 The President shall preside at all Meetings of the Committee and all General Meetings, superintend the discussions on all questions tabled for consideration, and sign the Minutes of the Meeting after they have been accepted by a vote of Members present at the Committee Meeting.
- 21.3 The Vice-Presidents shall assist the President and preside over Meetings in his absence.



## 23 - REMOVAL OF COMMITTEE MEMBER

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- 21.4 The Treasurer shall attend all Meetings, supervise all records of income and expenditure kept and maintained by the Secretary and ensure that all moneys received by the Secretary are duly deposited to the credit of the Guild. He shall pass to the Secretary for disbursement all accounts passed for payment and may act as one of the signatories for cheques issued on behalf of the Guild. The Treasurer shall present to the Committee at each Meeting a summary of the financial position of the Guild and shall also submit a statement of the financial affairs of the Guild to the Annual General Meeting in the form required by the Act, such statement having been previously examined and certified as correct by the Auditors.
- 21.5 The Secretary shall be a Member of the Guild and shall attend all Meetings of the Guild and all Committee Meetings and keep records in the form of minutes of all business transacted at such Meetings. He shall conduct all correspondence and keep a correct record of all expenditure. He shall summon all General, Special and Committee Meetings, obtain all information regarding all forthcoming events, agricultural shows, sports carnivals, and similar events, and secure sole rights, special concessions, ground plans and all relevant particulars for the benefit of Members of the Guild. He shall obtain from Members particulars as to their locality and future movements and supply all information possible.
- He shall in conjunction with the Treasurer produce all books, documents and vouchers for perusal by the Auditors. He shall comply with all the requirements of the Act including keeping the Register of Members up to date. Subject to the Act, the Secretary may delegate such of his duties as may be approved by the Committee to an executive officer appointed under Rule 18.4.5.
- 21.6 The Guild shall have two (2) Trustees who shall provide advice to the Committee in respect of the Guild's investment accounts with a view to the enhancement of the property and assets of the Guild. The Trustees shall have the right to inspect the books and transactions in relation to the investment accounts. Either of the Trustees shall, together with the President, Secretary or Treasurer, be signatory to the investment accounts.
- 21.7 Each Committee Member shall assist the President in the proper management of the business and affairs of the Guild and attend meetings of the Committee as required.

## 22 - CHEQUES ETC.

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two persons duly authorised to sign on behalf of the Guild. Such duly authorised persons shall be the President, Secretary, Treasurer and Executive Officer.

## 23 - REMOVAL OF COMMITTEE MEMBER

- 23.1 Any Committee Member may be removed from office by the Committee if he is found guilty in accordance with these Rules of misappropriation of funds of the Guild, any substantial breach of the Rules of the Guild, gross misbehaviour, or gross neglect of duty or has ceased, under the Rules, to be eligible to hold office.
- 23.2 The Committee shall prior to passing any resolution effecting a removal furnish in writing by pre-paid registered post to the Committee member reasons for the proposed removal. The Committee member shall have the right to attend the next Committee Meeting to address the Meeting on the question of his removal and produce such witnesses as he thinks fit, who shall be heard by the Committee. He may not vote on his removal. Should the Committee member be unable to be present at the relevant Committee Meeting he may supply to the Secretary prior to the Meeting a sworn Affidavit in his defence together with the evidence of his witnesses. The Committee Member shall be removed from office if a majority of the Committee members present and voting vote for the removal.

- 23.3 The Committee member so removed may within fourteen days of being notified of such removal request in writing the Secretary to call a Special General Meeting of the Guild. At such Special General Meeting a majority of the Members present and voting may uphold or reject the Committee's decision. The Committee and the removed Committee member shall have the right to be heard at the Special General Meeting and produce such witnesses as they think fit. Should the removed Committee member be unable to be present at the Special General Meeting he may supply to the Secretary prior to the Meeting a sworn Affidavit in his defence together with the evidence of witnesses.

#### **24 - AUDIT**

- 24.1 At least once in every year the accounts of the Guild shall be examined and the correctness of the financial statements and balance sheet ascertained by the Auditor.
- 24.2 The Auditor shall be appointed annually by the Committee at its first Meeting following the Annual General Meeting and the remuneration (if any) of the Auditor shall be fixed by the Committee.
- 24.3 Any Auditor whose term shall have expired or who shall retire from office shall be eligible for reappointment.
- 24.4 Any casual vacancy occurring in the office of Auditor shall be filled by the Committee.
- 24.5 The Auditor shall not be removed during the period of his appointment except by a resolution passed by a majority of the Committee.
- 24.6 The Auditor shall at all reasonable times have access to all accounts, records, documents and papers of the Guild relating directly or indirectly to the receipt or payment of moneys or the acquisition, receipt, custody or disposal of assets by the Guild and is entitled to seek from any Member of the Guild such information and explanations as he desires for the purposes of the audit.

#### **25 - CUSTODY OF BOOKS, DOCUMENTS AND RECORDS**

Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books, documents, securities and records of the Guild. All accounts and books showing the financial affairs of the Guild shall be available for inspection by Members at all reasonable times at the registered office of the Guild.

#### **26 - COMMON SEAL**

- 26.1 The Common Seal of the Guild shall be kept in the custody of the Secretary.
- 26.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two Committee members or of one Committee member and of the Secretary of the Guild.

#### **27 - EXECUTION OF DOCUMENTS**

Subject to the Act or any other law, any document not required by law to be under seal may be executed by being signed by the Secretary of the Guild.

## **28 - ALTERATION OF RULES**

Subject to the Act these Rules may be amended, altered, varied, modified, deleted or added to at any General Meeting of the Guild, duly convened and held, provided that notice in writing of the proposed amendments shall have been sent to all members at least twenty-one (21) days prior to such meeting, and provided that no Rule shall be amended, altered, varied, modified, deleted or added to except by a resolution carried by a three-fourths majority of the members present and voting.

## **29 - SOURCE OF FUNDS**

The funds of the Guild shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

## **30 – NON PROFIT**

The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

## **31 – DISSOLUTION**

In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual Members.

## **32 - BY-LAWS**

- 32.1 The Committee may make such By-laws as it deems necessary for the proper and effective administration of the Guild.
- 32.2 Notice of motion of additions to, alterations of, or repeal of By-laws shall be given at a Committee Meeting.

## **33 - TRANSMISSION OF BUSINESS**

- 33.1 A member shall, within 14 days after:
  - 33.1.1 the business, or part of the business of that member is assigned or transferred to a person who is not a member of the organisation; or
  - 33.1.2 such a person succeeds to the business, or part of the business of that member; notify the Secretary of the assignment, transfer or succession.

## **34 - LOANS GRANTS DONATIONS**

- 34.1 No loan, grant or donation of any amount exceeding one thousand dollars (\$1,000.00) shall be made by the Guild unless the Committee has:-
  - 34.1.1 satisfied itself:-
    - 34.1.1.1 that the making of the loan, grant or donation would be in accordance with these Rules; and

34.1.1.2 in relation to a loan - that, in the circumstances the security proposed to be given for repayment of the loan is adequate and the proposed arrangements for the repayment of the loan are satisfactory; and

34.1.2 approved the making of the loan, grant or donation.

34.2 The provisions of this Rule shall not apply to any expenditure of the Guild which is by way of provision for, or reimbursement of, out-of-pocket expenses incurred by persons for the benefit of the Guild.

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

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

(A) Each officer of the Guild shall disclose to the Guild any remuneration paid to the officer:

(a) because the officer is a member of a Board, if:

- i. the officer is a member of the Board only because the officer is an officer of the Guild; or
- ii. the officer was nominated for the position as a Member of the Board by the Guild, a branch of the Guild, or a peak council; or

(b) by any related party of the Guild in connection with the performance of the officer's duties as an officer.

(B) The disclosure required by the sub-rule (A) shall be made to the Guild:

- (a) as soon as practicable after the remuneration is paid to the officer; and
- (b) in writing.

(C) The Guild shall disclose to the Members of the Guild 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 each of those officers:

- (i) the actual amount of the officer's relevant remuneration for the disclosure period; and
- (ii) either the value of the officer's relevant non-cash benefits, or the form of the officer's relevant non-cash benefits, for the disclosure period.

(D) For the purposes of the sub-rule (C), the disclosures shall be made

- (a) in relation to each financial year;
- (b) within six months after the end of the financial year; and
- (c) in writing.

covers each of the officer's financial duties.

**37 - DISCLOSURE OF OFFICER'S MATERIAL PERSONAL INTERESTS**

- (A) Each officer of the Guild shall disclose to the Guild any material personal interest in a matter that:
- (a) the officer has or acquires; or
  - (b) a relative of the officer has or acquires;
- that relates to the affairs of the Guild.
- (B) The disclosure required by the sub-rule (A) shall be made to the Guild:
- (a) as soon as practicable after the remuneration is paid to the officer; and
  - (b) in writing.
- (C) The Guild shall disclose to the Members of the Guild and its branches any interests disclosed to the Guild pursuant to sub-rule (A).
- (D) For the purposes of the sub-rule (C), the disclosures shall be made
- (a) in relation to each financial year;
  - (b) within six months after the end of the financial year; and
  - (c) in writing.

**38 - DISCLOSURE BY GUILD OF PAYMENTS**

- (A) The Guild shall disclose to the Members of the Guild and its branches either:
- (a) each payment made by the guild, during the disclosure period:
    - (i) to a related party of the Guild or of a branch of the Guild; or
    - (ii) to a declared person or body of the Guild or a branch of the Guild; or
  - (b) the total of the payments made by the guild, during the disclosure period:
    - (i) to each related party of the Guild; or
    - (ii) to each declared person or body of the Guild.
- (B) Sub-rule (B) does not apply to a payment made to a related party if:
- (a) the payment consists of amounts deducted by the Guild from remuneration payable to officers or employees of the Guild; or

- (b) the related party is an officer of the Guild, and the payment:
  - (i) consists of remuneration paid to the officer by the Guild; or
  - (ii) is reimbursement for expenses reasonably incurred by the officer in performing the officer's duties as an officer.

(C) For the purposes of the sub-rule (A), the disclosures shall be made

- (a) in relation to each financial year;
- (b) within six months after the end of the financial year; and
- (c) in writing.

### **39 - FINANCIAL TRAINING RULE**

Within six months after beginning to hold an office, each officer of the Guild or a branch of the organisation 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*;
- (b) covers each of the officer's financial duties.

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