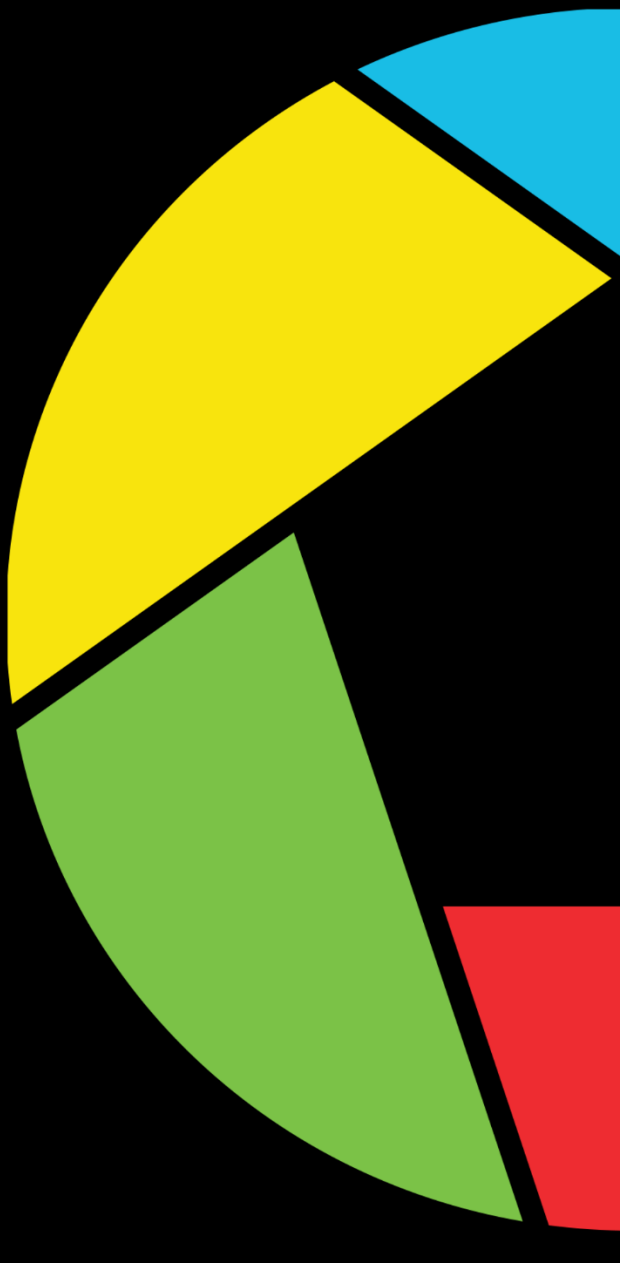
ACAPMA

CONSTITUTION

2025



ACAPMA
Australasian Convenience and Petroleum Marketers Association

[276V: Incorporates alterations of 4 February 2014 (R2013/32)]
(replaces version of 1/04/2008 (D2006/72 and 73))

I CERTIFY under section 161 of the *Fair Work (Registered Organisations) Act 2009* that the pages herein numbered 1 to 39 both inclusive contain a true and correct copy of the registered rules of the Australasian Convenience and Petroleum Marketers Association.

DELEGATE OF THE GENERAL MANAGER
FAIR WORK COMMISSION

Rules of the

Australasian Convenience and Petroleum Marketers Association

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CONSTITUTION OF THE
AUSTRALASIAN CONVENIENCE AND PETROLEUM MARKETERS ASSOCIATION

NAME

1. The name of the Association is the "Australasian Convenience and Petroleum Marketers Association ".

INTERPRETATION

2. In this Constitution unless inconsistent with the context the singular shall include the plural and the masculine the feminine and vice-versa and the following words and expressions shall have the following meanings:-

"The Association" means the Australasian Convenience and Petroleum Marketers Association.

"The Act" means the Industrial Relations Act 1988 as amended from time to time.

"Board" means the Board of Management of the Association. "Financial Year" and "Year" mean that period commencing on the first day of July and ending on the next succeeding 30th day of June.

"Registered Office" means the Registered Office of the Association or such other place or places as may from time to time be determined by the Board.

"Major oil companies" shall mean major oil companies as defined in Clause 6.

"Petroleum distribution and marketing" shall mean petroleum distribution and marketing as defined in Clause 6.

"Petroleum Product" shall mean petroleum product as defined in Clause 6.

REGISTERED OFFICE

3. The Registered Office of the Association shall be situated at Level 15, 499 St. Kilda Road, Melbourne in the State of Victoria or at such other place or places as the Board shall from time to time determine.

OBJECTS

4. The Association is formed for the following purposes:-

(a) To promote, protect and advance the interests of its members engaged in the transport, distribution and marketing of petroleum and related products and such activities as are ancillary to the petroleum distribution and marketing industry.

(b) The protection of its members against injustice or oppression in the fair and proper execution of such works as they may undertake from time to time to carry out.

(c) To maintain and enhance the reputation for integrity responsibility and skill of the members of the Association.

(d) To maintain and improve relations between members and their employees with a view to the avoidance of industrial unrest and strikes, and to take all such steps as may be considered desirable in the settlement of strikes and industrial disputation between members and their employees.

(e) To provide an authoritative and representative voice on matters of common interest for agents and distributors in the petroleum distribution and marketing industry.

(f) To facilitate the exchange of technical information data and material between members of the Association.

(g) To secure to its members all the advantages of unity of action in any lawful manner whatsoever.

(h) To prosecute or defend any suits, applications and proceedings, before any court or tribunal whatsoever as may be deemed necessary or expedient in the interests of the Association, or its members.

(i) To establish Branches or regions in any part of Australia or its territories and to provide for the establishment of local or regional Divisions to deal with local or regional matters.

(j) To act as an organisation and/or industrial union of employers under the laws of Australia or any State or Territory thereof.

(k) To arrange and settle whether by means of reference to arbitration and conciliation, or otherwise, any questions from time to time arising in relation to the employment of labour.

(l) To arrange and settle whether by means of reference to arbitration and conciliation, or otherwise, any questions from time to time arising in relation to the relationship between the Association and/or its members and the major oil companies.

(m) To act as arbitrators in the settlement of and to appoint committees to deal with disputes between members or affecting members.

(n) To promote and foster co-operation between members as to the terms and conditions of contracts upon which they may undertake the distribution and marketing of petroleum or related products or any activity incidental thereto.

(o) To encourage and facilitate economies of operation and management through co-operative action in matters pertaining to materials, vehicles, supplies, labour, insurance and bonds.

(p) To further technical economic and general research and promotion on matters of interest to members and to provide and establish such competitions, scholarships, prizes and endowments as the Association may consider appropriate.

(q) To promote any measures and take any steps that may be considered advisable in the interests of the members of the Association.

(r) To originate, promote and support improvements in laws and regulations affecting members and the interests of the community in relation thereto.

(s) To enter into any negotiations or arrangements with any Government or authority, municipal, local or otherwise, that may seem beneficial to the interests of the members of the Association or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Association considers desirable to obtain; and to carry out, exercise and comply with any such arrangements rights, privileges and concessions.

(t) To co-operate with, subscribe to or become a member of any other association or organisation, whether incorporated or not, whose objects are in part or in total similar to those of the Association, provided that by such action the interests of the Association and its members will not be prejudiced.

(u) To print, publish, issue and circulate such periodicals, books, circulars, advertisements, and other publications and films as may seem beneficial to the interests of the Association and its members.

(v) To appoint, employ, remove or suspend such persons on such terms or conditions as may be necessary or convenient for the purposes of the Association.

(w) To establish and support or aid in the establishment and support of trusts, funds and institutions calculated to benefit employees or past employees of the Association or the dependants or connections of any such person, and to grant pensions and allowances to such employees or former employees.

(x) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements, or property, real and personal, and any rights or privileges which may be requisite for the purposes or capable of being conveniently used in connection with any of the objects of the Association and in furtherance of the objects of the Association to sell, improve, demolish, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.

(y) To construct, improve, maintain, develop, work, manage, carry out, alter, demolish, or control any houses, buildings, grounds, works, or conveniences which may seem calculated directly or indirectly to advance the Association's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration, demolition or control thereof.

(z) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

(aa) To take or hold mortgages, debentures, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.

(bb) To borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Association's property (both present and future) and to purchase, redeem or pay off any such securities.

(cc) To subscribe or guarantee money or services for charitable or benevolent purposes, or for any public, general or useful object.

(dd) To make any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association.

(ee) To collect and receive money by voluntary contributions, subscriptions, donations, sale of goods or property and legacies for the purpose of the Association.

(ff) To lend money to persons, firms or companies, being members or not and on such terms as may from time to time seem expedient.

(gg) To invest and deal with the moneys of the Association not immediately required in such manner as may from time to time be determined upon fixed or other deposit in any Trading Bank or Savings Bank, and such other securities as the Association thinks fit and notes, stocks, shares, debentures or securities of or advances to any Company whether public or private.

(hh) To do all such lawful things as may appear to be incidental or conducive to the before mentioned objects or any of them and to adopt additional objects from time to time provided that the Association shall not be carried on for profit or gain.

(ii) To apply for registration as an organisation of employers pursuant to the Act and to do all such things as may be necessary to achieve such registration.

(jj) To amalgamate, incorporate, or co-operate with any institutions societies, or associations whether incorporated or unincorporated having objects similar to those whether in part or in total of the Association.

INDUSTRY

5. (a) The Association is formed in or in connection with the petroleum distribution, marketing and convenience retailing industry.

(b) For the purpose of this clause the petroleum distribution, marketing and convenience retailing industry covers the transportation, storage and sale in bulk of petroleum and related products and such other activities as are ancillary thereto including the sale of products and services associated with convenience retailing.

(c) Notwithstanding any other provisions of this Constitution the Association shall not be entitled or eligible to act on behalf of or to represent a member or any person, firm, company, corporation or association eligible for membership of the Association in the Australian Industrial Relations Commission or before any other industrial tribunal in respect of any industrial dispute (including a threatened impending or probable dispute) or any industrial matter other than in relation to the industry as described in paragraphs (a) and (b) of this clause.

MEMBERSHIP

6 (a) Subject to the provisions of Clauses 10 and 12 of this Constitution membership of the Association shall be open to any person, firm, company, corporation or association engaged as an employer in the petroleum distribution, marketing and convenience retailing industry, which shall include any person, firm, company, corporation or association working on its own account.

(b) "Petroleum distribution, marketing and convenience retailing" means the transportation, storage and sale in bulk of petroleum and related products and such other activities as are ancillary thereto including the sale of products and services associated with convenience retailing.

(c) The General Manager shall, immediately 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.

7. The persons, firms, companies, corporations or associations whose names appear in the Register of members as at the date of the application for registration of the Association shall be deemed to be members of the Association and to have been admitted as such in compliance with the following rules.

8. Any person, firm, company, corporation or association desiring to become a member shall lodge with the Association an application for membership in the form set out in the Schedule to this Constitution and shall pay to the Association at the time of lodging such Application such amounts as are required to be paid by a member in accordance with Clauses 18 or 20 of this Constitution.

9. Each application for membership of the Association shall be considered by the Executive Committee.

10. In the event that the Executive Committee consents to the Application the applicant shall be entitled to be registered as a member of the Association upon his signing such agreements and making such declarations as may be prescribed from time to time by the Board.

11. Where an applicant for membership is approved by the Executive Committee in accordance with Clause 10 hereof by the Board the General Manager shall forthwith advise the applicant in writing and the applicant shall thereupon become a member of the Association and his name shall be entered in the Register of Members and the General Manager shall furnish him with a copy of the Constitution and Rules of the Association together with all amendments thereto as at the date of his admission.

12. In the event that the Executive Committee does not consent to any application the application shall be referred to the next meeting of the Board for consideration. The Board shall admit the applicant to membership unless it is satisfied that such applicant -

(i) has not established that he is eligible to become a member of the Association in accordance with clause 6(a), or

(ii) being a natural person, is of general bad character, or

(iii) is a body corporate whose constituent documents make provisions inconsistent with the purposes for which the Association was formed.

In the event that an application for membership is rejected by the Board the Board shall immediately notify the applicant of such rejection and refunds to such applicant any moneys received by the Association pursuant to Clause 8 of this Constitution. In the event that the application is accepted by the Board the applicant shall be notified in accordance with the provisions of the preceding clause.

13. Every firm, company, corporation or association which is a member of the Association shall nominate one of its partners, directors, members or employees to represent such member at meetings of the Association and to exercise such member's right to vote at any such meeting and to nominate candidates and to vote on behalf of such member upon any election of officers of the Association. The name of the person so appointed shall be notified in writing to the Board. Every such member shall be entitled to vary such appointment from time to time but such variation shall not become effective until notice in writing thereof is given to the Board. Any notice pursuant to the Clause shall be signed in the case of a firm by all the partners thereof and in the case of a company, corporation or association under the Common Seal of that member. In the event that an association shall not have a Common Seal such notice shall be executed by two of its officers.

14. Every person appointed pursuant to the preceding Clause shall whilst he remains the Representative of the member by whom he was appointed be eligible to hold any office in the Association in the same manner as if he were a member of the Association.

15. Every person appointed as the representative of a Member shall be personally responsible for and liable to the Association for the acts and omissions of the Member that he represents, insofar as such acts and omissions are directly or indirectly related to or incidental to the business and operations of the Member.

16. The Member who shall have appointed a representative pursuant to Clause 13 hereof shall be liable to the Association for the acts and omissions of its representative insofar as such acts or omissions are directly related to or incidental to the business and operations of the Member.

REGISTER OF MEMBERS

17. The Board shall cause to be kept at the Registered Office of the Association:

(a) A register of the members of the Association showing the name and postal address of each such member;

(b) A register of the members of each region of the Association showing the name and postal address of each such member;

(c) A list of the officers of the Association and of the officers of each region of the Association showing the name and postal address and occupation of each such officer. In the event that such officer shall be a representative of a firm, company, corporation, or association appointed pursuant to Clause 13 of this Constitution the list shall also show the name of the firm, company, corporation or association of which the officer is the Representative.

(d) Such other registers lists or information as may be from time to time required or prescribed by the Industrial Relations Act 1988 or by any other Act of any State or of the Commonwealth of Australia. In this Clause the reference to the Industrial Relations Act and to any other Act therein mentioned shall include reference to such Acts as amended.

SUBSCRIPTIONS

18. Every member shall pay to the Association an annual subscription. The amount of the subscription shall be fixed from time to time by the Board provided that the Board shall not vary such amount more than once in each calendar year.

19. Notwithstanding the provisions of the preceding Clause the annual subscription may be varied by a resolution passed at a general meeting of the Association.

20. All annual subscriptions shall become due and payable in advance on the 1st day of July in each year. In the event that a member is admitted to membership after the commencement of a financial year the annual subscription payable by that member in respect of the financial year in which he is admitted shall be that sum which bears the same proportion to the full annual subscription payable by him as the unexpired portion of that financial year bears to a complete year.

21. If within two months from the date upon which payment of the annual subscription is due by any member such member shall not have paid such annual subscription notice shall be given to the member to the effect that if payment of the annual subscription is not made within one months from the date of such notice the name of such member may be removed from the register of members. In the event that such member fails to pay the annual subscription within one months from the date of such notice the Board may resolve that the name of such member be removed from the register of members.

LEVIES

22. Subject to Clause 26 thereof the Association in general meeting may if it considers it expedient or necessary in the interests of the Association by resolution impose on the members a levy of such an amount as the general meeting shall think fit. Such levy shall be payable at such time and in such manner as shall be fixed by the resolution imposing same.

23. Subject to Clause 24 hereof if any region shall at any time request the Board to undertake a particular or special project or activity or to provide a service or benefit to the members of that region and the Board shall agree to undertake such task the Board may impose a levy upon the members of such region without imposing such levy upon the other members of the Association. Such levy shall be of such amount as the Board shall think fit provided that the amount of the levy shall not exceed the costs and expenses to be incurred by the Association in undertaking such task. The levy shall be payable by such members at such time and in such manner as the Board shall determine.

24. Notwithstanding the provisions of the preceding Clause the Association in general meeting may veto or vary the determination of the Board as to the payment of a levy by members of a specific region for the purposes mentioned in the preceding Clause.

25. The moneys received by the Association as a result of a levy imposed pursuant to Clause 23 hereof upon the members of a region shall be used solely for the benefit of such region.

26. The total amount of all levies made on any member in each financial year shall not exceed fifty per centum (50%) of the subscription payable by such member in respect of such financial year.

27. All levies payable by members of the Association pursuant to the provisions of this Constitution may be recovered by the Association in any Court of competent jurisdiction in Australia.

ANNUAL GENERAL MEETING

28. An Annual General Meeting of the members of the Association shall be held at least once in every calendar year and not more than fifteen months after the holding of the last preceding Annual General Meeting at such times and places within Australia or its territories as may be determined by the Board. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.

29. At least fourteen days notice in writing of the Annual General Meeting and of the business to be transacted at such Annual General Meeting shall be given by the General Manager to all members of the Association. Such notice shall be sent by pre-paid post addressed to the member at his registered place of address.

30. The following business shall be conducted at the Annual General Meeting:

    (a) Consideration of a report of the affairs of the Association for the preceding year as prepared by the Board and of a duly audited balance sheet covering the immediately preceding financial year of the Association.

    (b) The appointment of an Auditor in accordance with Clause 104 hereof.

    (c) The appointment of an Honorary Returning Officer.

    (d) The declaration of the names of the candidates elected to the Board pursuant to Clause 60 hereof.

    (e) Any other business.

EXTRAORDINARY GENERAL MEETINGS

31. An Extraordinary General Meeting of the members of the Association may be convened by the General Manager on the instructions of the President, or the Board, or by requisition of two members of the Board or by requisition of 5% of Members of the Association; provided that where an Extraordinary General Meeting is so requisitioned such requisition shall be in writing duly signed by each of the members concerned and shall state clearly the reasons for the requisition. An Extraordinary General Meeting shall deal only with such special business as may be referred to it.

32. At least fourteen days prior to the date of the Extraordinary General Meeting the General Manager shall forward by pre-paid letter to each member of the Association a Notice requesting the members' attendance at the meeting and such Notice shall state clearly the special business to be transacted thereat.

PROCEEDINGS AT GENERAL MEETINGS

33. 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. The quorum for any General Meeting shall be fifteen members. For the purpose of this Clause "member" includes a person attending as a proxy or as a representative of a member of the Association.

34. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of two members of the Board or by the requisition of ten members of the Association, shall be dissolved; in any other case the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present (not being less than five) shall be a quorum.

35. The President of the Board, or in his absence the Vice President, shall preside as Chairman at every General Meeting of the Association or if there is no such President or Vice President or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present at such meeting shall appoint one of their number to be Chairman of the meeting.

36. The President may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given to all members of the Association. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

37. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -

    (a) By the Chairman of the meeting; or

    (b) By a least five members present in person or by proxy.

    Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or the proportion of the votes recorded in favour of or against the resolution.

38. If a poll is duly demanded it shall be taken in such manner and either at one or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. The demand for a poll may be withdrawn.

39. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

40. No objective shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to is given or attended, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

41. The instrument appointing a proxy shall be in the following form signed by the member or the duly appointed representative of the member:

I/We

of

being member/members of the Australasian Convenience and Petroleum Marketers Association hereby appoint

of

(or failing him)

of

as my/our proxy to vote for me/us and on my/our behalf at the annual or special

(as the case may be) general meeting of the Association to be held on the day

of 19 and at any adjournment thereof.

As witness my/our hand/s this day of 19

Signed by the said

in the presence of

A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

42. The instrument appointing a proxy shall be deposited at the Registered office of the Association not less than 24 hours before the time for holding the meeting or adjourned meeting referred to in the proxy or shall be deposited with the Chairman of such meeting before any vote to which the proxy relates is taken.

43. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous revocation of the instrument, if no intimation in writing of such revocation as aforesaid has been received by the Association at the Registered office before the commencement of the meeting or adjourned meeting at which the instrument is to be used.

44. All resolutions passed or adopted at a General Meeting of the Association shall be conclusive and binding on all members of the Association and on the Board and Officers of the Association.

BOARD OF MANAGEMENT

45. (a) The Board of Management shall consist of six members of the Association being one elected from each of the six regions as referred to in Sub-Clauses (c) and (d) of this Clause.

(b) The Board of Management shall include a National President, a National Vice-President and a Treasurer ("the Office Bearers") each of whom shall be elected from amongst its six members and who shall form a Management Committee ("the Management Committee").

(c) The Board shall divide the national membership of the Association into six regions and the General Manager shall notify each member in writing of the region into which they have been placed.

(d) Each region shall consist of the same number of Members ("the Regional Electorate"). The Regional Electorates shall be reviewed at each Annual General Meeting to ensure that each regional electorate contains, as far as practicable, a similar number of members.

(e) Each region shall be entitled to elect one its members to the Board of Management ("the Regional Election") and for the purposes of the Regional Elections each Regional Electorate shall be determined 21 days prior to the opening of nominations for such positions.

46. The members of the Board of Management shall be elected by and from the members of the Association in each region in the manner set out in Clause 62 hereof.

47. A member of the Board of Management shall be an individual member of the Association or a duly authorised representative of such a member.

47A. The Board shall meet at least three times in every year and may adjourn and otherwise regulate its meetings as it thinks fit. Meetings of the Board may be held at the call of the National President or, in his absence, the National Vice-President or shall be convened on a requisition lodged with the General Manager and signed by not less than three Members of the Board.

47B. At every Meeting of the Board the National President if he shall be present, or failing him, the National Vice President and in the absence of him, a Member of the Board chosen by those present, shall be Chairman. Each Board Member shall have one vote on questions arising at Meetings of the Board which shall be resolved by a majority of votes and the Chairman shall have both a deliberative and casting vote.

47C. At the Meetings of the Board four Members shall constitute a quorum. For the purposes of this clause the word "member" shall include a person attending a proxy of a Member of the Board of Management of the Association.

47D. Wherever possible, at least 10 days notice in writing shall be given of all Meetings of the Board and the nature of the business to be submitted thereat shall be stated in the notice provided, however, that the Board may consider additional matters if a majority of the Board Members present so agree. Omission to give the required notice to any Member shall not invalidate the proceedings at the Meeting.

47E The Board may meet by communicating with each other by telephone or by any other means of communication by which all persons participating in the meeting are able to hear and be heard by all other participants and all the provisions of this Constitution applicable to meetings of the Board of Management shall apply to such meetings by telephone or by any other means of communication provided that:

(a) All the Board Members for the time being entitled to receive notice of the meeting of the Board of Management have received notice, which notice may be given by telephone of by any other means of communication.

(b) Each Board Member taking part in the meeting by telephone or by any other means of communication must be able to hear each of the other Board Members taking part at the commencement and during the meeting.

(c) At the commencement of the meeting each Board Member must acknowledge his presence for the purpose of a meeting of the Board of Management to all other Board Members taking part.

(d) No Board Member may leave the meeting by disconnecting the telephone or other means of communication unless that Board Member has previously obtained the express consent of the Chairman of the Meeting and the Board Member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless that Board Member has previously obtained the express consent of the Chairman to leave the meetings as aforesaid.

(e) A minute of proceedings at such meeting by telephone or by any other means of communication shall be sufficient evidence of such proceedings and of observance of all necessary formalities if certified to be a correct meeting by the Chairman of the meeting.

(f) A meeting conducted by telephone or by any other means of communication is deemed to be held at the place agreed upon by the Board of Management attending the meeting, provided at least one (1) of the Members of the Board of Management present at the meeting was at that place for the duration of the meeting.

(g) In the event of there not being a quorum at the meeting conducted by telephone or by any other means of communication, a Minute of the proceedings of such meeting subsequently signed by at least four (4) Members of the Board of Management shall mean the minute or minutes so signed shall constitute a valid record of such meeting and the resolutions duly passed notwithstanding that no meeting had taken place.

47F (a) With the approval of the Board of Management, a Member of the Board may appoint any Member of the Association from the same region as the Board Member as his proxy for a period determined by that Member ("the Alternate Member").

(b) An Alternate Member is entitled to Notice of Meeting of the Board and if the appointor is not present at a meeting, the Alternate Member is entitled to attend, be counted in a quorum and vote as a Member of the Board.

(c) Any vote exercised by an Alternate Member pursuant to sub-paragraph (b) above shall not be exercised independently by the Alternate Member.

(d) An Alternate Member shall be a member of the Association and situated in the same region as the appointor.

(e) An Alternate Member is an agent of the appointor.

(f) The provisions of this Constitution which apply to Members also apply to Alternate Members.

(g) The appointment of an Alternate Member may be revoked at any time by the appointor or by the other Members of the Board, notwithstanding that the period of appointment of the Alternate Member has not expired.

(h) An Alternate Member's appointment ends automatically when his appointor ceases to be a Member of the Board.

(i) Any appointment or revocation under this Clause must be effected by written notice delivered to the General Manager.

47G The Board of Management may at any time as it sees fit nominate one or more delegates to sit on the Board in an advisory capacity without voting rights on such terms, for such periods and for such purposes as the Board considers appropriate from time to time. Such nominee may or may not be a Member of the Association and shall not have any voting rights on the Board of Management.

FINANCIAL DUTIES TRAINING

47H. Each officer of the Association, whose duties relate to the financial management of the Association is to undertake training that has been approved by the General Manager of the Fair Work Commission, and that covers each of the officers financial duties.

Such training must be completed within 6 months after the person begins to hold the office.

POWERS OF THE BOARD OF MANAGEMENT

48. The supreme control of the Association is vested in the members of the Association in general meeting. Subject thereto the management and control of the Association shall be vested in the Board which, in addition to the general powers conferred on it by the provisions of this Constitution may do all such acts and things as may be exercised or done by the Association and which are not hereby expressly directed to be exercised or done by the Association in general meeting.

49. The powers and duties of the Board shall be:

(a) In relation to all matters;

(i) It shall act as the supreme governing, controlling, and policy making body of the Association; and

(ii) Its resolution shall bind all members of the Association.

(b) It shall manage and control the National fund and all moneys payable to the National fund and it shall acquire, manage, and control all property, effects, records and documents necessary for the proper conduct of the business and affairs of the Association by the National Administration and may sell or otherwise dispose of such property and effects as are no longer necessary for the proper conduct of the business and affairs of the Association.

(c) It may -

(i) authorize the receipt of all moneys payable to the National fund;

(ii) authorize the incurring of all proper National liabilities;

(iii) authorize the disbursement of all proper amounts of money in respect of the National liabilities.

(d) It shall engage or employ such persons as in its opinion are necessary to carry out the business and affairs of the Association and shall determine the wages, salaries, honorariums, payments and allowances to be paid to such persons.

(e) It shall make provision for the auditor to have full and complete access to all the books and documents of the Association and shall ensure that the accounts of the Association are audited yearly.

(f) It shall at its annual meeting receive, adopt, or otherwise deal with the annual report, accounts and balance sheet of the Association and the Association auditor's report.

(g) It may direct the National Returning Officer to conduct a referendum of the members of the Association upon any matter whatsoever.

(h) It may appoint delegates or representatives to any body organization or association.

(i) It may appoint sub-committees from the members of the Association to inquire and report in respect of any matter that may involve the interests of the Association or any member thereof.

(j) It shall determine all questions and disputes (not involving the imposition of a penalty) between regions or between members or between a member and a region or between a region and the Association or between a member and the Association.

(k) deleted

(l) It shall have the power -

(i) Insofar as it may lawfully do so, to initiate any proceedings affecting the Association or its interest or affecting a member of the Association or his interest.

(ii) To have the control of any proceedings in which the Association is a part or an intervener or appears or is represented and to appoint agents, solicitors or counsel to represent the Association in such proceedings.

(iii) Insofar as it may lawfully do so, to support financially and to appoint agents, solicitors or counsel to represent any member of the Association or in the interest of any member of the Association in any proceedings.

(m) It shall initiate and control all steps taken to submit industrial disputes or other matters to conciliation or arbitration under the Act.

(n) deleted

(o) It may do or cause to be done any thing authorized or required by the Act, the Regulations, an award or by law or by rules to be done by the Association and for the doing of which no provision is made in this Constitution.

(p) It may authorize any officer or member of the Association to take out, make or sign any document or take any step or action on behalf of the Association.

RETURNING OFFICERS

50. An Honorary Returning Officer shall be appointed at each Annual General Meeting for the conduct of any elections that may be held throughout the ensuing year. The Returning Officer shall not be the holders of any other office or employees of the Association or of a region of the Association or be candidates at any election within the Association other than an election for the appointment of Returning Officers.

51. The decision of the Returning Officer shall be final and binding regarding any matter touching the validity or formality of any nomination or vote or any matter touching or concerning such election and the conduct thereof.

52. The Returning Officer and/or the Returning Officer's nominee shall take such actions and give such directions as are reasonably necessary in order to ensure that no irregularities occur in or in connection with such an election or in order to rectify any procedural defects and no person shall refuse or fail to comply with any such directions or obstruct or hinder a Returning Officer or any other person in the conduct of such an election or in the taking of any such action.

53. The Returning Officer shall consider all nominations and if in his opinion any nomination is defective 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 a period of not less than seven days after his being so notified.

54. In any election held within the Association each candidate shall be entitled to appoint any member or associate member of the Association or any duly appointed representative thereof to act as scrutineer at the election. All scrutineers shall be entitled to check the validity of all nominations and check the electoral role, observe the admission and the counting of votes, the conduct of and the determination of the election and the declaration of the poll. In every case a scrutineer shall observe the directions of the Returning Officer who shall take all reasonable steps to enable such scrutineer to exercise his rights.

55. If any irregularity should occur in the conduct of an election and in the opinion of a Returning Officer such irregularity will affect the result of such an election then such election and each and every step taken in connection therewith shall be null and void and another election under these Rules shall be held forthwith.

56. The Returning Officer shall nominate a post office box to which members may post ballot papers.

57. For the purpose of each election the Returning Officer shall maintain a locked and sealed ballot box in which he shall place from time to time ballot papers received by post.

58. Each candidate appointing a scrutineer shall hand to the Returning Officer not later than seven days after the day upon which nominations shall close a notice in writing specifying the name and address of such scrutineer.

59. Immediately after the closing date and hour for the receipt of returned ballot papers the Returning Officer shall in the presence of such scrutineers as are present:-

(a) open the ballot box and produce unopened all the pre-paid reply envelopes therein.

(b) extract the declaration envelopes from the pre-paid reply envelopes.

(c) remove the flaps or labels from the declaration envelopes.

(d) extract the ballot papers from the declaration envelopes in such manner as to preserve the secrecy of the ballot.

(e) place the declaration flaps or labels and ballot papers in separate bundles.

(f) proceed with the counting of the votes.

60. At the conclusion of the count declare to the meeting the candidate or candidates as the case may be receiving the majority of the votes elected.

61. In the case of a tie between candidates the Returning Officer shall draw lots to determine the successful candidate.

ELECTIONS

61A (a) Each Region shall be entitled to elect one of its Members to the Board of Management ("the Regional Election");

(b) Each Region shall conduct its Regional Election biennially with three Regions holding their elections in one year and three in the alternate year.

TRANSITIONAL

61B As a consequence of the re-structuring of the Association from branch divisions to regional divisions and of the re-structure of the Board of Management, the following additional provisions will apply to the conduct of the elections and the terms of office held by Board Members during the year 1996/1997:-

(a) (i) At the date of certification of these Rules, the existing Board Members will form the new Board of Management ("the Transitional Board") until the expiration of the term for which they were elected prior to the commencement of these amendments, at which time Regional elections for all six Regions shall be held in accordance with these Rules;

(ii) Each Branch will be dissolved in 1996 on the date specified in the Notice sent by the Executive Director in accordance with Rule 123.

(b) Not less than 21 days following the certification of these rules, the Transitional Board shall determine the composition of the six Regional Electorates at which time they will nominate three Regional representatives who are to have an initial one year term following which the term of office shall be for two years ("the First Regional Group"). The remaining three regional representatives shall have a two year term ("the Alternate Regional Group").

(c) Where, after the composition of the six regions has been determined in accordance with Clause 61B(b), any regions remain unrepresented by one of the Transitional Board Members, the Transitional Board shall determine which Members shall, for the time being, be deemed to represent those regions on the Transitional Board.

ELECTION OF THE BOARD OF MANAGEMENT

62. The Returning Officer appointed in accordance with Clause 50 hereof shall conduct the election of members of the Board in accordance with the following provisions:-

(a) Not less than fifty days in advance of the date fixed for the annual general meeting of the Association the Returning Officer shall by pre-paid post invite nominations from members of the Association in each region where an election is due of such number of members of the Board as determined in accordance with Clause 45 hereof at the same time advising each member of the closing date and hour for receipt of the nominations which shall not be less than thirty days before the date of the annual general meeting of the Association. Nominations shall be in writing and shall be signed by a nominator and a seconder each being a member or the duly appointed representative of a member and by the candidate consenting to his nomination.

(b) If the nominations for offices of Board members received prior to the closing date and hour are equal to or less than the number required, the Returning Officer shall declare each person nominated for such office elected during the annual meeting of the Association.

(c) If the nominations received as aforesaid exceed the number required a secret ballot of members in the Regions shall be conducted in the following manner:

(i) The roll of voters for the ballot shall close seven days before the day on which nominations open.

(ii) The Returning Officer shall not less than 21 days prior to the date of the holding of the annual general meeting of the Association deliver to each member of the region due to hold its regional election by pre-paid post a ballot paper. With each ballot paper there shall be provided a declaration envelope and a pre-paid reply envelope in the form prescribed by the regulations made under Schedule 1B of the Workplace Relations Act 1996. The pre-paid reply envelope shall be addressed to the Returning Officer at the post office box hereinbefore referred to.

(iii) The ballot paper shall contain the names of the candidates in alphabetical order and a direction to the voter to place a number beside the name of each candidate in order of preference, and thereafter to fold the ballot paper so that the marking thereof is not visible until unfolded.

The ballot paper shall also contain an indication that failure to obey the Returning Officer's instructions shall render the vote/s informal.

(iv) The Returning Officer shall advise all voters of the closing date and hour for the receipt of returned ballot papers which he shall fix and which shall be not less than three days but not more than ten days before the date of the holding of the annual general meeting.

(v) Voters may return the ballot papers by post to the Returning Officer at the address shown on the envelope referred to in sub-paragraph (ii) provided that the ballot paper is received no later than the notified hour on the closing date by the Returning Officer.

(vi) Any vote in respect of the election of a person to membership of the Board shall be informal if:-

(a) The ballot paper is received by the Returning Officer after the notified hour on the closing date.

(b) The ballot paper is not contained in the prescribed declaration envelope or the declaration envelope is not contained in the prescribed pre-paid reply envelope.

(c) The ballot paper does not comply with the instructions printed on it.

(d) The voter fails to place a number beside the name of each candidate or duplicates or omits the relevant numbers.

(vii) If the Returning Officer is satisfied that a ballot paper has been destroyed, lost, damaged, or misused he shall supply to the person to whom the original ballot paper was supplied a substitute ballot paper.

(viii) The Returning Officer shall collect the returned ballot papers and after rejecting those ballot papers which are informal shall count the votes. The Returning Officer shall retain all ballot papers, envelopes, declaration flaps or labels, and other documents used in connection with the election and keep them in safe custody at the registered office of the Association for a period of one year after the date of the election.

(ix) Subject to paragraph (d) of this clause on each such ballot the candidate with the highest number of votes as calculated on a preferential basis shall be deemed to be the successful candidate or candidates as the case may be.

(x) For the purpose of calculating the votes on a preferential basis the Returning Officer shall observe the following procedure:-

(aa) (i) A candidate who receives more than half the number of first preference votes cast shall be the successful candidate.

(ii) Should no candidate be successful on the first count, the candidate who receives the least number of first preference votes shall be excluded from the count and his second preference votes shall thereupon be distributed among the remaining candidates. A candidate then receiving more than half the total number of votes cast shall thereupon be the successful candidate.

(iii) The above procedure shall be continued until one candidate has received the requisite number of votes to become the successful candidate.

(iv) If on any count two or more candidates each receive the same number of votes the Returning Officer shall decide by lot which candidate shall remain in the count.

(bb) (i) The votes shall be classified into two categories as follows:-

(1) The preference votes to the number of vacancies to be filled shall be termed "primary" votes, and shall have equal value in the first count and be credited to the candidate for whom they are cast, whether marked 1, 2, 3 etc. according to the number of vacancies;

(2) The preference votes beyond those referred to in (1) shall be termed "secondary" votes, and shall have rank according to their numerical number and shall be allocated in rank order unless the ranking secondary vote has been previously allocated.

(ii) The "primary" votes shall first be counted and a list shall be prepared of the candidates in order according to the primary votes cast for them. The candidate who is lowest on the list thus compiled shall be excluded from the count.

(iii) Each ballot paper on which such excluded candidate received a "primary" vote shall then be examined to determine its "secondary" vote and the preference so found shall be allocated to the appropriate unexcluded candidate on the first count.

(iv) On the conclusion of the second count, the above procedure of exclusion of candidates from the count and the distribution of their secondary votes shall continue until the required number of successful candidates has been determined.

(v) If in any count, the next available preference vote of an excluded candidate is cast in favour of an excluded candidate, such preference vote shall be disregarded and the next available preference vote cast in favour of a remaining candidate shall be added to the votes credited to that candidate.

(vi) If, in any count, two or more candidates each receive the same number of votes and one of them has to be excluded, the Returning Officer shall decide by lot which candidate shall remain in the count.

(xi) The result of the ballot shall be declared during the annual general meeting by the Returning Officer.

(d) If the persons declared elected at the annual general meeting of the Association are less than the number of Board members to be elected the Returning Officer shall at the annual general meeting call for oral nominations for the positions which remain unfilled.

Nominations may only be made by the members in the region in which there were insufficient members of the Board elected. If only sufficient valid nominations to fill the vacancies are received the Returning Officer shall declare the nominees elected. If more than sufficient valid nominations are received an election shall be held following the annual general meeting which election shall mutandis be conducted in accordance with paragraph (c) of this Clause. In the event that such an election is conducted the previous Board shall remain in office until such time as the election is completed.

ELECTION OF OFFICE BEARERS

63. The Honorary Returning Officer shall conduct the election of Office Bearers biennially ("the Committee Elections"), provided that no Board Member shall be eligible for the Committee Elections in his first year of office of the Board unless the Board deems otherwise.

TRANSITIONAL

63A As a consequence of the re-structuring of the Association from branch electorates to regional electorates and of the re-structure of the Board of Management and Management Committee, the following additional provisions will apply to the conduct of elections and the terms of office held by Office Bearers during the year 1996/1997:-

(a) The existing National President, National Vice President and Treasurer at the date of Certification of these Rules shall hold the same respective positions on the new Management Committee ("the Transitional Management Committee") until the expiration of the term for which they were elected prior to the commencement of these amendments;

(b) The First Committee Election shall be held in the same year as the First Regional Group Election.

64. Within seven (7) days of the declaration of the election of members of the Board, if Committee Elections are due or if the office of an Office Bearer has been vacated pursuant to rule 67B, the Returning Officer shall by letter forwarded to all Board members call for nominations for such of the offices of National President, National Vice President and Treasurer as require to be filled. The notice calling for nominations shall inform all Board members as to the closing date of nominations which shall be not less than fourteen (14) days after the date for the notice calling for such nominations.

65. Any Board member may in writing nominate another Board member for any office and the candidate shall also sign the nomination.

66. Upon receipt of nominations the Returning Officer shall determine whether and if so which of such nominations are in order. 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, shall give the person concerned the opportunity or remedying the defect within a period of not less than seven (7) days of receipt of his notice.

67. If only the required number of nominations to fill any office or offices is received the Returning Officer shall by notice addressed to all members of the Board forthwith declare the person or persons so nominated elected unopposed.

67B In the event that a Member of the Management Committee is not returned to office as a Board Member, his position on the Management Committee shall be vacated whereupon the Returning Officer shall immediately hold a Committee Election to determine the replacement for that position, for the remainder of any unexpired term of the member he is to replace, provided that the newly appointed Board Member shall not be eligible for appointment to the Management Committee in his first year on the Board unless the Board deems otherwise;

68. If more than the number of nominations required to fill any office is received an election shall be taken by a secret ballot of all members of the Board as hereinafter provided.

69. Notice that such election is to be held and of the closing date for voting shall be given by ordinary prepaid post to all members of the Board of the Association not less than fourteen (14) days before the closing date for voting. Save where they are inconsistent with the provisions of this Clause the terms of Clause 62 shall mutatis mutandis apply to such election.

70. In the event of a candidate being elected to more than one office he shall be deemed to have been elected to the higher office and the lower office shall not be filled by him but by the candidate receiving the highest number of votes for that lower office following distribution of the preferences of the votes for the candidate elected to the higher office. If there be no candidate who would have been so elected then a further election shall be held for that office in accordance with these rules.

71. The offices shall rank in the following order:-

National President
National Vice President
Treasurer

CASUAL VACANCIES

72. (a) Where any casual vacancy occurs in any elected office of the Association and the unexpired part of the term of the office does not exceed:

(i) 12 months; or

(ii) three quarters of the term of the office, whichever is the greater, the Board of Management may fill that casual vacancy by appointing thereto a person who is eligible to nominate for and hold the office in question.

(b) The Board of Management may determine that the vacancy referred to in sub rule (a) of the rule shall be filled by an election which election shall be conducted as far as practicable according to the provisions of these rules applying to election for the office in question.

(c) Where the unexpired part of the term of the office in which the casual vacancy has arisen exceeds that specified in sub rule (a) of this rule that vacancy shall be filled by an election conducted as soon as possible and as far as practicable in accordance with the provisions of these rules relating to election for the office in question.

(d) Where a casual vacancy is to be filled by an election in accordance with this rule, pending the successful candidate's assumption of office, the Board of Management may appoint a person temporarily to that office provided that person would be eligible to nominate for and hold that office pursuant to these rules.

(e) Where a casual vacancy is filled by an election pursuant to this rule the person so elected shall assume office upon the declaration of the result of the election.

73-76 DELETED

REMOVAL OF OFFICERS

77. A person shall not be eligible to hold an office in the Association if he:-

(i) becomes bankrupt or makes any arrangement or composition with his creditors generally ;

(ii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under any law relating to mental health ;

(iii) shall cease to be a member of the Association.

78. A Person shall not be dismissed from office in the Association unless:-

(a) He has been found guilty of:-

(i) Misappropriation of the funds of the Association;

(ii) A substantial breach of the Rules of the Association;

(iii) Gross misbehaviour;

(iv) Gross neglect of duties; or

(b) He has ceased to be eligible to hold such office.

(c) For the purposes of Rule 78(a)(ii) above, a substantial breach shall be deemed to have occurred if:-

(i) The person is guilty of or subject to a conflict of interest that is not satisfactorily explained to or resolved with the Board;

(ii) In the opinion of the Board the person has acted to the detriment of or adversely to the interest of the Association and should no longer hold office.

79. A person shall not be found guilty of any of the matters referred to in Clause 78 unless a resolution to that effect is passed by a majority of the Board at a meeting of which the person has been given 21 days' notice of:-

(i) the date and place of the meeting;

(ii) the resolution to be passed; and

(iii) full particulars of the alleged offence; and at which he shall be given the opportunity of being heard.

RESIGNATION OF OFFICERS

80. A member of the Board may resign from office by giving one month's notice in writing to the General Manager of his intention so to do and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.

81 - DELETED

82 - DELETED

83 - DELETED

84 - DELETED

85 - DELETED

86. The Management Committee may meet by communicating with each other by telephone or by any other means of communication by which all persons participating in the meeting are able to hear and be heard by all other participants and all the provisions of this Constitution applicable to meetings of the Management Committee shall apply to such meetings by telephone or by any other means of communication provided that:-

(a) All the Board Members for the time being entitled to receive notice of the meeting of the Management Committee have received notice, which notice may be given by telephone or by any other means of communication.

(b) Each Board Member taking part in the meeting by telephone or by any other means of communication must be able to hear each of the other Board Members taking part at the commencement and during the meeting.

(c) At the commencement of the meeting each Board Member must acknowledge his presence for the purpose of a meeting of the Management Committee to all other Board Members taking part.

(d) No Board Member may leave the meeting by disconnecting the telephone or other means of communication unless that Board Member has previously contained the express consent of the Chairman of the Meeting and the Board Member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless that Board Member has previously contained the expressed consent of the Chairman to leave the meeting as aforesaid.

(e) A minute of the proceedings at such meeting by telephone or by any other means of communication shall be sufficient evidence of such proceedings and of observance of all necessary formalities if certified to be a correct meeting by the Chairman of the meeting.

(f) A meeting conducted by telephone or by any other means of communication is deemed to be held at the place agreed upon by the Management Committee attending the meeting, provided at least one (1) of the Members of the Management Committee present at the meeting was at that place for the duration of the meeting.

(g) In the event of there not being a quorum at the meeting conducted by telephone or by any other means of communication, a Minute of the proceedings of such meeting which is subsequently signed by at least two (2) Members of the Management Committee shall mean the minute or minutes so signed is or are deemed to have been properly passed notwithstanding that no meeting had taken place.

87. At every meeting of the Executive Committee the National President if he shall be present, or failing him, the National Vice President, and, in the absence of him, a member of the Committee chosen by those present, shall be Chairman. The Chairman shall have both a deliberative and a casting vote and each committeeman shall have one vote on questions arising at meetings of the Executive Committee.

88. Meetings of the Executive Committee shall be held at least three times every year at the call of the National President or in his absence the National Vice President and two members shall constitute a quorum.

89. Wherever possible at least seven days' notice by pre-paid post shall be given to each member of the Executive Committee of every meeting. The accidental omission to give the required notice to any member shall not invalidate the proceedings at any meeting.

90. Subject to these rules and to any resolution of the members in general meeting and to the resolutions, directions, and control of the Board, the Executive Committee shall have the general conduct of the business of the Association including the power to deal with matters of an urgent nature arising between meetings of the Board.

MINUTES OF BOARD MEETINGS

91. The Board shall cause proper minutes to be made of the proceedings at all meetings of the Association and of the Board and all business transacted at such meeting. Such minutes of meeting if purporting to be signed by the Chairman of such meeting or by the Chairman of a succeeding meeting shall be conclusive evidence without further proof of the facts therein stated. The books containing the minutes of the general meeting of the Association shall be kept at the registered office of the Association and shall be open to the inspection of any member without charge. Any member shall be entitled to be furnished within seven days after he has made a request in that behalf with a copy of any such minutes at a charge not exceeding twenty five cents for every hundred words.

GENERAL MANAGER

92. There shall be a General Manager of the Association who shall be a full time employee of the Association. His terms and conditions of employment shall be determined by the Board.

TRANSITIONAL

92A As a consequence of the replacement of the Office of Executive Director with the Office of General Manager, the following additional provisions will apply to the Office of General Manager during the year 1996/1997:-

(a) The Office of General Manager shall be filled by the Executive Director as exists at the date of certification of these Rules ("the current Executive Director") and shall continue to be filled until the expiration of the term for which the current Executive Director was elected unless the current Executive Director provides consent to the termination of his appointment upon the certification of these Rules.

(b) If the current Executive Director provides consent as described in paragraph (a) above, then the Transitional Board shall determine the new General Manager within 14 days following the certification of these Rules.

(c) At the expiration of this term, the Board shall determine the new General Manager in accordance with these Rules.

93. The General Manager shall be the Chief Administrative and Executive Officer of the Association. He shall be the Public Officer of the Association for all such purposes as may be required, and is the officer of the Association nominated by it to sue or be sued or to issue or accept legal process on behalf of the Association. He shall convene all meetings of the Association, the Board and Committees. He shall keep or cause to be kept a faithful record of the business transacted at all meetings of the Association, its Board and Committees. He shall keep and maintain a Register of the Members of the Association, collect all subscriptions, fees, levies, dues and other liabilities payable to the Association by Members or otherwise and keep and maintain books of account as may be required by law as directed by the Treasurer. He shall conduct correspondence on behalf of the Association and except as directed by the Chairman the same shall be conducted in his name. He shall prepare and furnish all notices and returns required to be given by or on behalf of the Association under any law as directed by the Treasurer.

The General Manager shall attend to the above duties in accordance with directions given by the National President or the Board of Management.

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

(b) The General Manager shall, subject to the direction of the Board, engage the staff of the Association and he shall have full charge and management of the Association's staff.

(c) The General Manager shall carry out other such duties as may be required by these Rules or directed by the Board from time to time.

95 - DELETED

96. The Board shall cause proper accounting and other records to be kept, in particular but without limiting the generality of the foregoing, of the receipts, payments, funds and effects of the Association, and shall distribute copies of the Association's annual income and expenditure accounts and balance sheet accompanied by a copy of the Auditor report thereon provided however that the Board shall cause to be made out and laid before such annual general meeting a balance sheet and income and expenditure accounts made up to date not more than six months before the date of the meeting.

97. All accounts shall be operated upon in such manner and by such persons as the Board shall from time to time determine, provided that all payments made from the Association's fund shall be approved by the Board.

98. The Treasurer shall obtain from the General Manager or other officers or employees of the Association such documents and other information as to the financial transactions of the Association so as to enable him at all times to be cognisant of the true financial position of the Association. The Treasurer shall also present to the Board a regular report as to the financial position of the Association. The Treasurer shall also carry out such other duties as may be prescribed by the Board from time to time. He shall cause to be prepared and furnished all notices and returns required to be given by or on behalf of the Association by law. He shall cause to be kept and maintained books of account as may be required by law. He shall cause to be kept a register in respect of each Region and shall enter into such register the names and address of all Members of the region and the name and address of the duly authorised representative of any such Member.

APPOINTMENT OF AUDITORS AND AUDIT

99. The Association shall at its Annual General Meeting each year appoint an auditor or auditors who shall be registered public accountants.

100. The auditor or auditors so appointed shall hold office from the time of their appointment until the date of the next Annual General Meeting at which time they shall retire. The retiring auditor or auditors shall be eligible for reappointment.

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

102. The fees of the auditor or auditors shall be approved by the Board.

103. The auditor or auditors shall conduct an annual audit after 30th June in each year, and shall report the result of their audit to the Treasurer and General Manager. The result of the annual audit together with a copy of the Balance Sheet, and all revenue statements shall be presented at the Annual Meeting and also circulated to all Members of the Association.

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

105. The auditor or auditors shall for audit purposes only, at all reasonable times have access to the books, minutes, and accounts of the Association and the General Manager shall make same available and the said auditor or auditors shall be entitled to examine the office-bearers, Members of the Board, General Manager and the employees of the Association with regard thereto, and to require such information or explanation as may appear necessary or proper, and may report from time to time to the Board with regard to such books and accounts.

EXAMINATION OF BOOKS, RECORDS AND ACCOUNTS BY MEMBERS

106. All persons having an interest in the funds of the Association who are desirous of examining or investigating or inspecting all or any book, lists of Members of the Association, documents or records on application to and with the authority of the Board shall be permitted to have free access to the same for such purposes on any ordinary working day between the hours of 10.00 a.m. and 4.00 p.m. in the day time, or at such times as may be arranged with the applicant and such inspection shall be at the Registered Office of the Association and in the presence of the General Manager or such Member of the staff of the Association as he may delegate to be present.

APPLICATION AND CONTROL OF FUNDS, PROPERTY

107. The funds of the Association shall be applied to the maintenance of the Association and the furtherance of its aims and objects. However, the Board may apply a portion of the funds to charity or to the recognition of special services rendered to the Association.

ASSOCIATION POLICIES AND PROCEDURES

107A. The Association shall develop and implement policies and procedures relating to the expenditure of the Association.

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

107B. A. Each officer of the Association shall disclose to the Association any remuneration paid to the officer:

a) because the officer is a member of any board, if:

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

ii. the officer was nominated for the position as a member of that 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.

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

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

b) in writing.

C. An Association shall disclose to the members of the Association and its branches:

a) the identity of the officers who are the five highest paid in terms of relevant remuneration for the disclosure period, and

b) for those officers:

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.

D. For the purposes of sub-rule (C), the disclosure shall be made:

a) in relation to each financial year;

b) within six months after the end of the financial year; and

c) in writing.

DISCLOSURE OF OFFICER'S MATERIAL PERSONAL INTERESTS

107C. A. Each officer of an Association shall disclose to the Association any material personal interest in a matter that:

a) the officer has or acquires; or

b) a relative of the officer has or acquires;

that relates to the affairs of the Association.

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

a) as soon as practicable after the interest is acquired; and

b) in writing.

C. An Association shall disclose to the members of the Association and its branches any interests disclosed to the Association pursuant to sub-rule (A).

D. For the purposes of 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.

DISCLOSURE BY ASSOCIATION OF PAYMENTS

107D. A. 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.

B. Sub-rule (A) 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.

C. For the purposes of 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.

108. The Board may also invite Members to voluntarily subscribe to a fund for charitable or special purposes and in such cases shall apply such funds in full to the purpose for which they were subscribed. In the event of any such fund officially closing prior to all such subscribed moneys being received by the Association, or in the case of a special purpose ceasing to exist suddenly, then the Board shall determine whether such late receipts or any surplus shall be deposited in a special account to be used for a similar purpose to the one for which such funds were collected or be distributed as the Board deems advisable.

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

110. All payments shall be approved or confirmed by the Board. All cheques shall be signed by two persons who shall be nominated by the Board by resolution. The Board may set an amount above which any cheque must be certified by the Treasurer and/or the National President.

111. Any portion of the Association's current funds may by resolution of the Board be invested for the benefit of the Association and on behalf of the Association.

111A. Notwithstanding any other provision contained in this Constitution, no loan, grant or donation of an amount exceeding $1,000 shall be made by the Association unless the Board -

(a) has satisfied itself -

(i) that the making of the said loan, grant or donation would be in accordance with the provisions of this Constitution 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 that the proposed arrangements for the repayment of the loan are satisfactory; and

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

112. No member shall have by reason of his membership any transmissible or assignable interest in the property of the Association. On a Member ceasing to be a Member all his interest shall survive, accrue and belong to the other Members of the Association for the time being.

113. All property which may be acquired or be purchased with the moneys of the Association or be donated to the Association shall be vested in the Association and the Board shall have power to control and invest the same in the name of the Association.

113A. The Association shall maintain a federal fund which shall be managed and controlled by the Board and which shall consist of:-

(a) any real or personal property or which the Board has or, in the absence of any limited term lease, bailment or arrangement would have, the right of custody control or management;

(b) the amount of all subscriptions, fines, fees or levies received by the Association;

(c) any interest, rents, dividends or other income derived from the investment or use of the fund;

(d) any superannuation or long service leave or other fund operated or controlled by the Association for the benefit of its officers or employees;

(e) any fund operated by the Association 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;

(g) any proceeds of any disposal of parts of the fund.

BRANCHES

114. The Association in general meeting or the Board may from time to time on the motion of not less than seven interested members establish reconstitute dissolve or alter Branches or regions of the Association comprising members of the Association.

115 - DELETED

116 - DELETED

117. Any Branch established reconstituted or altered in accordance with Clause 114 hereof shall be subject to the provisions of this Constitution and to such rules and by-laws as shall from time to time be made by the Association in general meeting or the Board of Management and the activities of the Branch shall be conducted in accordance with the provisions of this Constitution.

118. The General Manager shall cause to be kept a Register in respect of each Branch or region and shall enter in such Register the names and addresses of all members of the Branch or region and the name and address of the duly authorised representative of any such member.

119 - DELETED

120 - DELETED

120A - DELETED

121 - DELETED

122 - DELETED

DISSOLUTION OF BRANCHES

123. The Board may for any reason which it deems sufficient resolve that any Branch or Region be dissolved and either at the expiration of one month after the General Manager shall have given the Branch or Region notice in writing of the resolution of the Board or at such time as the General Manager determines in such notice, such Branch or Region shall be deemed have been dissolved unless within such period it shall by notice in writing addressed to the General Manager at the office of the Association have requested that the matter be referred to a general meeting of members. In such event the General Manager shall thereupon call a general meeting of members of the Association and the decision of such meeting shall be final.

123A-133 - DELETED

139-142A - DELETED

RESIGNATION OF MEMBERS

143. (a) Any member may resign his membership by notice in writing addressed to the General Manager of the Association and shall be delivered to him personally or by leaving it in an envelope addressed to the General Manager at the registered office of the Association or by posting it to the General Manager at the registered office of the Association.

(b) A notice of resignation from membership shall take effect:

a. where the member 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;

whichever is later; or

b. in any other case:

(i) at the expiration of 2 weeks after the notice is received by the Association; or

(ii) on the day specified in the notice;

whichever is later.

(c) 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.

(d) A notice delivered to the General Manager pursuant to this clause shall be taken to have been received by the Association when it was delivered.

(e) A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with this clause.

(f) A resignation from membership is valid even if it is not effected in accordance with this clause if the member is informed in writing by or on behalf of the Association that the resignation has been accepted.

TERMINATION OF MEMBERSHIP

144. The membership of any Member shall cease and determine

(a) Upon the resignation of such member pursuant to Clause 143;

(b) Upon the death of such member;

(c) If such Member is duly declared or certified according to law as an insane or incapable person;

(d) Upon the expulsion from membership of such Member in accordance with Clauses 144 to 147 (inclusive);

(e) If such Member being a corporation, company or unincorporated body shall be dissolved;

(f) Upon a resolution of the Board that the member no longer qualifies for membership of the Association pursuant to Clause 6 hereof.

145. Except in cases in which the Board shall otherwise decide following compliance with the next succeeding clause the membership of any Member shall cease and determine upon the happening of any of the following events, viz.,

(a) If such Member being an individual person shall have his estate sequestrated in bankruptcy, or shall assign his estate for the benefit of his creditors generally ;

(b) If such a Member being a firm or partnership shall have its estate or the estate of each of its Members sequestrated in bankruptcy or shall assign its estate or the estates or each of its Members for the benefit of the creditors generally of such firm or partnership;

(c) If such Member being a company shall go or be placed in liquidation or a resolution shall be passed or an order made for its winding up.

Unless otherwise directed by the Board following compliance with the next succeeding Clause the General Manager shall remove the name of such Member from the Register of Members and termination of his membership shall operate from the time of removal of his name from such Register.

146. Immediately upon becoming aware of the happening of any of the events mentioned in the last preceding Clause the General Manager shall enquire from such Member the circumstances of and leading up to the happening of such event and upon receipt of such information (if furnished by or for such Member) shall together with a request in writing (if so desired by such Member) that his membership be not terminated in consequence of such event and also a certificate or report from the Official Receiver of Trustee (in the case of an individual person, a firm or a partnership) or from the liquidator (in the case of a Company) that all creditors of such

Member as at the date of the happening of such event are expected to be paid in full the General Manager shall submit such information, request and certificate or report to the first regular meeting of the Board after receipt thereof and the Board shall thereupon decide whether the membership of such Member shall cease and determine whether the membership of such Member shall cease and determine as aforesaid or may continue either unconditionally or subject to compliance with such conditions as the Board may think fit to impose. Such Member shall cause the information, request and such certificate or report to be furnished to the General Manager within twenty-one days after the happening of the said event, in default whereof the Board may deal with the matter in the absence of the same.

ASSIGNMENT, TRANSFER OR SUCCESSION

146A. In the event of:

(a) a member's business, or any part thereof, being assigned or transferred to a person who is not a member of the Association; or

(b) a non-member succeeding to the business, or part of the business, of a member of the Association;

the member shall, within 14 days, notify the General Manager in writing of the assignment, transfer or succession.

CESSATION OF MEMBERSHIP & DISCIPLINARY POWERS

147. If it is brought or comes to the notice of the General Manager that any member -

(a) has been convicted of a felony or of any misdemeanour or offence under any Act regulation ordinance or other law arising out of in the course of the conduct of his business ; or

(b) has acted or is acting in a manner which appears to be opposed or contrary to the objects or policy of the Association ; or

(c) has committed or is committing a breach of the Rules for the time being of the Association; or

(d) has engaged in or published or has knowingly been party to or permitted or supported any untrue or misleading communication, statement, advertisement, signed document, or paper on behalf, of or as or purporting to be on behalf of or as an officer or representative or Member of the Association.

The General Manager shall furnish to the Board a report of the matter so brought or come to his notice at the first regular meeting of the Board thereafter, or at a meeting of the Board convened for the purpose of receiving the considering such report. If the Board finds the allegations so reported to constitute a prima facie case for such Member to answer the President shall instruct the General Manager to inform such member and to furnish him with a copy or statement of the allegations and to summon him to appear before the Board on a day and at a time to be fixed by the Board to answer the allegations and the General Manager shall carry out such instructions.

148. If a majority of the members present at such Board meeting shall decide and resolve that the member summoned to appear has been guilty of the conduct act or acts alleged against him the Board may impose a fine upon such member of a sum not exceeding Five Hundred Dollars ($500) or may expel him from membership or may impose both such penalties. The member so dealt with may appeal to a special meeting of the Association against the Association's decision or resolution by lodging a notice of appeal with the General Manager within fourteen days whereupon the General Manager shall convene a Special Meeting of the Association to hear and determine such appeal and the decision of such Special Meeting on such appeal shall be final and binding on such member. Any decision or resolution of such Special Meeting to expel such member or to confirm any expulsion already imposed must be passed by a majority of the members present and entitled to vote at such meeting. All fines shall go to the general funds of the Association and shall be paid to the Treasurer within seven days after notice thereof shall have been given by registered letter to the person liable to pay the same.

149. Should any Member fail to appear before the Board of a Special Meeting, as the case may be, when summoned to appear, then the Board may proceed ex parte and such failure to appear without written excuse on the part of the Member shall in itself be conduct which may be dealt with under this Constitution.

150. A summons to appear in accordance with these provisions shall be served personally by the General Manager or by registered post, on the Member concerned.

COMMON SEAL

151. A Common Seal of the Association shall be made with the Association's name inscribed thereon.

152. It shall be in the custody of the General Manager and shall not be used or affixed to any document except as authorised by the Board and every document to which such seal is affixed shall be countersigned by the National President and General Manager or the person or persons for the time being acting in their stead in accord with these Rules.

CONCILIATION AND ARBITRATION, AUTHORISED AGREEMENTS

153. The Board (or if time does not permit the placing of the matter in dispute before the Board, then in such case, the Executive Committee) may by resolution give the consent of the Association to the submission of an industrial dispute to conciliation and arbitration before the appropriate tribunal established by the Commonwealth Law. Thereupon such dispute shall be so submitted and the Association may be represented therein by the General Manager or such other person as may be determined by the Board (or the Executive Committee).

154. No industrial agreement, or other instrument, shall be executed by or on behalf of the Association unless a resolution to that effect has been passed by the Board and in execution the Common Seal of the Association shall be affixed to such agreement or other instrument.

155. Subject to the provision of any Award of any Court of Industrial Arbitration or other Commonwealth Industrial Tribunal the Members of the Association shall observe any resolutions of the Association that may be made relative to the terms and conditions of employment of any tradesmen or labourers engaged by them in the Industry and any award, industrial agreement, or other instrument by which the Association is bound or to which it is a party.

LEGAL REPRESENTATION

156. The Association may be represented in any proceedings before any Court in defence of the true interests of the Members by any person or persons whom the Board, the Executive Committee and the President may from time to time appoint through the General Manager.

INDEMNIFICATION OF MEMBERS, OFFICE BEARERS AND EMPLOYEES

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

MEMBERS' ASSENT TO RULES

158. The Constitution and Rules of the Association, duly registered in accordance with the laws of the Commonwealth shall be kept at the Registered Office of the Association. Every Member on notification of his admittance to membership shall be forwarded by post, a copy thereof and he shall be deemed to have assented thereto and agreed to be bound by them.

ANNUAL REPORT

159. The President shall cause an annual report to be prepared for presentation to the Annual General Meeting.

NOTICES

160. Except where provided elsewhere in these Rules a notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Member at his registered place of address.

161. Each member shall from time to time notify to the General Manager an address which shall be deemed his registered address for the purpose of this Constitution.

162. Any notice sent by post shall be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to prove that the letter, envelope, or wrapper containing the notice was properly addressed and stamped and put into the post office. A certificate in writing signed by the General Manager of the Association that the letter, envelope or wrapper containing the notice was so addressed, stamped and posted shall be conclusive evidence of its service.

163. The signature of any notice to be given by the Association may be written or printed.

164. Where a given number of days notice to be given or notice extending over any other period to be given the day of service shall unless it is otherwise provided be counted in such number of days or other period.

ALTERATION TO CONSTITUTION

165. The provision of this constitution may be amended, added to or repealed in the following manner -

(a) it shall be competent for any Member or group of Members, acting as a Committee appointed by the Board to give notice in writing of his or its request for an alteration and the reasons for the request;

(b) the Board shall then direct that the matter be referred to a Special Meeting of Members. If a majority of the members present at such special meeting of Members vote in favour of the proposed amendment, then the Constitution shall be amended accordingly; provided that such amendment is in accordance with any law under which the Association is registered;

(c) in the event of the adopted amendment not complying with the said Law then such refusal to register the said amendment under law shall be referred back to the Board who shall have power to frame the proposed amendment in order that it shall comply with the said Laws for registration;

(d) the amendment to the Constitution upon registration, shall be advised to all Members in writing by the General Manager;

(e) In the event that any alteration or amendment to this Constitution is required from time to time in order to comply with the Industrial Relations Act 1988 the Board shall have power to make such alteration or amendment.

DISSOLUTION OF THE ASSOCIATION

166. The Association may at a general meeting resolve by a majority of the votes cast that the Association may be dissolved and thereafter the following provisions shall apply:-

(a) The debts and the liabilities of the Association shall be discharged out of the assets of the Association.

(b) The balance of the assets shall be given or transferred to some other association or institution having objects similar to the objects of the Association to be determined by the members of the Association at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

(c) The Association shall be dissolved forthwith after the foregoing provisions of this Clause have been carried out.

POSTAL BALLOTS

167 Any questions arising for determination by the members of the Association or the members of the Board, region or of any Committee of the Association may if the Board or the Executive Committee so desires be determined by a postal ballot held in conformity with this Constitution.

SETTLEMENT OF DISPUTES BETWEEN MEMBERS

168. The Association may undertake through the Board or any other Committee appointed for the purpose by Arbitration or otherwise, the settlement of disputes between members arising out of commercial or industrial transactions under such regulations as the Board may from time to time take.

IMPLIED AND INCIDENTAL POWERS

169. Each body or officer constituted or provided for by this Constitution may exercise all powers and shall perform all duties given to it or him by this Constitution expressly or by implication.

IRREGULARITIES

170. Subject to any order of the Federal Court:-

(a) No act or omission done or omitted in good faith in or in connection with the summoning of any meeting under these Rules shall invalidate the proceedings at the meeting unless a later meeting of the body in question is satisfied that there was irregularity in or in connection with the summoning of the earlier meeting and resolves that the proceedings at the earlier meeting are to be treated as invalid.

(b) Any member of the Association present at a national general meeting may obtain a ruling from the Chairman of the meeting as to whether any persons present at the meeting is entitled to be present. Any person who the Chairman rules is not entitled to be present at the meeting shall leave the meeting. No meeting shall be invalid if the members of the Association who are unfinancial members attend and participate and vote in the proceedings so long as:-

(i) no ruling as to the entitlement of the member in question to be present was sought; or

(ii) the Chairman ruled in good faith that the member in question was entitled to be present.

(c) All acts done in good faith by all concerned by any meeting of the Board, National Executive, or by an Officer of the Association, shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of election of any member of the body in question or of any such Officer, be as valid as if every such member of the body or Officer has been duly appointed or elected.

(d) Any irregularity in any election or appointment or any act or thing done by any officer within the National Board shall be rendered regular if approved by a two-thirds majority of members of the Association voting in a ballot conducted in good faith by the person who is for the time being purporting at act as Returning Officer.

171. A meeting summoned to consider a specified question or specified questions shall not be irregular if it considers and deals with other questions or business of which notice is not required under this Constitution.

172. Notwithstanding the provisions of this Constitution no penalty shall be imposed by the Board of the Association on any member unless the meeting of the Board was summoned in accordance with these Rules and unless the persons voting for the resolution imposing the penalty and participating in the debate upon the resolution were regularly elected or appointed members of the Board.

173-179 - DELETED

SCHEDULE

APPLICATION FORM:

APPLICATION FOR MEMBERSHIP

We hereby apply to be registered as a member of the Australasian Convenience and Petroleum Marketers Association and agree to abide by the Constitution and Rules of the Association.

Signature.....

_____

Name of Person/Firm/Company

_____

Address

_____

Postcode Telephone Date

_____

Type of Agent

_____

Brand Marketed

_____

Representative Attending Meetings

_____

Position in the Company

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