

**RULES OF THE QUEENSLAND MAJOR CONTRACTORS ASSOCIATION,
INDUSTRIAL ORGANISATION OF EMPLOYERS**

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1. NAME

- 1.1 The name of the Association is Queensland Major Contractors Association, Industrial Organisation of Employers.

2. HEADQUARTERS

- 2.1 The office of the Association will be at 33 Rossmoya Street, Carindale.

3. DEFINITIONS

- 3.1 In these Rules, unless there is something in the subject or context inconsistent therewith:

Act means the *Industrial Relations Act 1999* (Qld).

Annual General Meeting means a General Meeting held annually in accordance with the Rules.

Associate Member means an Associate Member named or admitted in accordance with Rule 5.2 or a duly appointed representative in accordance with Rule 6.1.

Association means Queensland Major Contractors Association, Industrial Organisation of Employers.

By-Law means a regulation made by the Association in accordance with Rule 40.

Committee means the members of the Committee elected or appointed in accordance with the Rules.

Committee Member means a member of the Committee elected or appointed in accordance with the Rules and includes an Officer.

Company means a corporation as defined in section 410 of the *Industrial Relations Act 1999* (Qld).

Eligible Member means a Member eligible to vote at any meeting in accordance with Rule 5.

Extraordinary General Meeting means a meeting held in accordance with Rule 19.

Financial Year means the year ending on 30 June.

General Meeting means a meeting held in accordance Rules 14 to 18.

General Member means a General Member named or admitted in accordance with Rule 5.2 or a duly appointed representative in accordance with Rule 6.1.

Honorary Member means an Honorary Member named or admitted in accordance with Rule 5.2 or a duly appointed representative in accordance with Rule 6.1.

Industrial Commission means the Queensland Industrial Relations Commission, or its successor under the Act.

Industrial Court means the Industrial Court of Queensland, or its successor under the Act.

Industry shall mean the Industry of Civil Engineering Construction.

Member means a member as defined in Rule 5.

Officer means a person elected or appointed to the office of President, Vice President, Treasurer or Secretary of the Association in accordance with these Rules.

Person includes a corporation as defined in section 410 of the *Industrial Relations Act 1999* (Qld) or a partnership as defined in the *Partnership Act 1891* (Qld).

President has the meaning in Rule 26.

Registrar means the Registrar appointed pursuant to the *Industrial Relations Act 1999* (Qld).

Returning Officer means a person appointed under Rule 32 to conduct an election in accordance with these Rules. A Returning Officer is not an Officer.

Rules means these Rules of the Association.

Secretary has the meaning given in Rule 28.

Treasurer has the meaning given in Rule 29.

Vice President has the meaning given in Rule 27.

Writing and written include printing, lithography, and other modes of representing and reproducing words in a visible form.

- 3.2 Words importing the singular number include the plural number and vice versa and words importing the masculine gender include the feminine gender and neuter gender.

4. ASSOCIATION OBJECTIVES

- 4.1 The purposes for which the Association is established are:

(a) to provide a forum for Members to:

- (i) meet and discuss Industry matters; and
- (ii) effectively communicate with Industry stakeholders as a single voice;

(b) to encourage and promote the highest levels of ethical behaviour and integrity amongst all Members and stakeholders;

- (c) to seek and recognise continuous improvement in the safety of our Industry in partnership with all stakeholders;
- (d) to provide value to stakeholders and Members through:
 - (i) encouraging the use of appropriate project delivery models; and
 - (ii) continuous improvement in all aspects of project delivery;
- (e) to promote career development for all Industry personnel by establishing portable and common training frameworks;
- (f) to promote the positive comparative advantages of the Industry to encourage infrastructure investment in Queensland; and
- (g) to do all such other acts and things as are incidental or conducive to the attainment of the above objectives or any of them.

4.2 Nothing in these Rules will be interpreted or applied so as to:

- (a) be contrary to the Act, an award, industrial agreement, certified agreement, enterprise flexibility agreement, workplace agreement, or law;
- (b) be such as to prevent or hinder Members from:-
 - (i) observing the law, the provisions of an award, industrial agreement, certified agreement, enterprise flexibility agreement, workplace agreement or other decision of the Industrial Court or Industrial Commission; or
 - (ii) entering into written agreements under an award, industrial agreement, certified agreement, enterprise flexibility agreement or other decision of the Industrial Commission; or
- (c) impose on applicants for membership, or on Members, obligations or restrictions that, having regard to the objects of the Act and the purposes of registration of industrial organisations under the Act, are oppressive, unreasonable or unjust.

5. MEMBERSHIP

5.1 The Members consist of all persons, firms and Companies who have been admitted to membership of the Association and whose names appear in the Association's register of Members as at the 7th day of December 1959, together with such other persons, firms or Companies who thereafter have been or are admitted to membership in accordance with these Rules or under the previous Rules.

5.2 The Association consists of the following classes of membership:

- (a) **Honorary Members:** The Committee has the power to bestow honorary membership upon persons who have made significant contribution to the advancement of the objects of the Association or have given distinguished service to the Industry and are not actively engaged in the Industry.

The number of Honorary Members will not at any time exceed 5 and not more than 1 Honorary Membership will be bestowed in any 1 Financial Year.

Honorary Members are not entitled to vote at Annual General Meetings, General Meetings, or Extraordinary General Meetings, and is not entitled to make nominations, or be nominated under these Rules.

- (b) **General Members:** General Members comprise all those persons, firms and Companies who have been admitted as General Members under this Rule and are contained in the register of the Association as a General Member.

Applicants for admission as General Members must satisfy the Committee that they are engaged in the Industry, have sound financial resources, proven technical or administrative standing, an established reputation and integrity, a proven track record in the delivery of a major project and has successfully tendered in an open environment against the current members of the QMCA.

General Members who are financial members in accordance with Rule 32.6 are entitled to vote at Annual General Meetings, General Meetings, or Extraordinary General Meetings and are entitled to nominate, or be nominated under these Rules.

- (c) **Associate Members:** Associate Members comprise all those persons, firms and Companies who have been admitted as Associate Members under this Rule and are contained in the register of the Association as an Associate Member.

Applicants for admission as Associate Members must satisfy the Committee that they are of approved standing and responsibility and are engaged principally in the manufacture and/or sale of materials plant or equipment used by contractors engaged in the Industry or are engaged in any undertaking directly related to or associated with the Industry.

Associate Members are not entitled to vote at Annual General Meetings, General Meetings, or Extraordinary General Meetings and is not entitled to make nominations or be nominated under these Rules unless, in accordance with the Rules, the Committee determines that a vote or nomination may be exercised by all Associate Members.

5.3 Every application for admission to membership must be:

- (a) made in writing on a form prescribed by the Committee;
- (b) signed by or on behalf of the applicant; and
- (c) lodged with the Secretary of the Association.

The Secretary must submit the application to the Committee at its next meeting.

5.4 Applicants for membership of the Association are to be informed, in writing, of:

- (a) the financial obligations arising from membership;
- (b) the circumstances and the manner in which Members may resign from the Association; and
- (c) the date upon which they are admitted to membership.

5.5 Subject to the Act, the Committee has the power by majority vote to grant, reject or defer any application for admission to membership. The Secretary must advise the applicant in writing of the decision of the Committee.

5.6 Persons whose application for membership has been rejected may give the Secretary written notice of appeal against the decision. A notice of appeal must be given to the Secretary within 28 days of the applicant receiving written notice of the decision. The notice of appeal must contain, or have attached to it, an explanation of the reasons why the appeal should be allowed and copies of any documents which the applicant relies on.

5.7 If the Secretary receives a notice of appeal, the Secretary must call an Extraordinary General Meeting in accordance with Rule 19. The Extraordinary General Meeting will decide the appeal by a majority vote.

5.8 Every person, firm or Company upon notification of their admission to membership is deemed to have entered into an agreement to abide by and be bound by these Rules and any By-Laws made under the Rules.

6. REPRESENTATION

6.1 Any Member being a firm or Company may, by notice in writing to the Secretary, appoint a representative to act for the Member in meetings and proceedings of the Association and may in like manner remove any such representative and appoint another in his/her place or in the place of a representative who has resigned or died.

6.2 The appointed representative has the privileges of a Member under these Rules (except the power of appointing a representative under this Rule) and, subject to these Rules, is eligible to be an Officer or Committee Member in the same way as an individual Member.

6.3 A Member may nominate 1 or more alternative representatives to act in the place of the appointed representative at meetings of the Association at which the appointed representative is unable for any reason to be present.

7. ENTRANCE AND SUBSCRIPTIONS

- 7.1 Subject to confirmation by the Association in a General Meeting, the Committee may from time to time fix the entrance fees and annual subscriptions payable by the various classes of membership.
- 7.2 The entrance fee and first annual subscription must be paid within 2 months of the notification to the Member of his/her admission to membership provided that a Member admitted after the expiration of 6 months from the start of a Financial Year of the Association is required to pay only one half of the annual subscription for that Financial Year.
- 7.3 The annual subscription is due on the first day of July each year and is payable in advance provided however that the Committee may from year to year modify or waive the annual subscription of a Member for any reason which the Committee deems sufficient.
- 7.4 The Association may establish subscriptions based on turnover. In such case each Member must provide with his/her subscription, a statement in writing on a form prescribed by the Committee of the value of turnover during the Financial Year preceding that for which the annual subscription is due.
- 7.5 If any Member fails to provide a statement when requested to do so, the maximum subscription determined by the Association will be deemed to be due and payable.

8. LEVIES ON MEMBERS

- 8.1 Upon and subject to the recommendations of the Committee, levies may be imposed on Members by a resolution at an Extraordinary General Meeting convened for that purpose.

9. RECOVERY OF UNPAID SUBSCRIPTIONS AND DUES

- 9.1 Subject to the provisions of Rule 7.3, if any subscription or other amount payable to the Association by a Member is not paid within 6 months of becoming due, the Member in default will be notified in writing by registered mail to his/her last known address that payment is overdue. In the event that the amount is not paid within 2 months after such notification the Secretary may, on the authority of the Committee sue on behalf of the Association for the recovery of the amount in a court of competent jurisdiction. The Committee may also in such case remove the Member's name from the membership registry of the Association but s/he will not thereby be relieved of liability arising from any of the acts of the Association done prior to his/her name being removed or of any other liability, actual or contingent, which may have been incurred by him/her as a Member.
- 9.2 The Association shall be entitled to recover any amount owing to it from a Member or former Member or prove in the bankruptcy or winding up of a Member or former Member or enter into a deed of company arrangement with a Member or former Member notwithstanding that Member or former Member may have ceased to be a Member under Rule 11.1.

10. RESIGNATION OF MEMBERSHIP

- 10.1 Any Member may give to the Association written notice of resignation of membership from the Association in accordance with the Act.

11. CESSATION OF MEMBERSHIP

- 11.1 Membership of the Association ceases:
- (a) if the Member, being a firm, or Company, is wound up (except for the purposes of reconstruction), dissolved or deregistered;
 - (b) if the Member, being a firm, or Company makes an assignment in favour of creditors, becomes subject to a winding up order, or passes a resolution for winding up, is deregistered or in the case of a firm, if the firm is dissolved;
 - (c) if the Member, being an individual, dies, enter into an arrangement with creditors, becomes bankrupt or becomes of unsound mind or infirm as defined by relevant legislation;

- (d) if at an Extraordinary General Meeting of the Association a resolution is passed that it is undesirable in the interests of the Association that the Member remains a Member;
- (e) if the Committee orders the name of the Member to be removed from the register because the subscription or levy of the Member is unpaid after it has become due, provided that a Member has been given 1 month's notice in writing of the intention of the Committee to order the cessation of membership.

11.2 The Committee may resolve by simple majority that in its opinion, a Member has ceased to be actively engaged in the Industry. The Secretary must then give 6 months' notice in writing to the Member, of intention to propose to a Extraordinary General Meeting of the Association that the Member should cease to be a Member of the Association.

11.3 No individual, firm or Company, having ceased to be a Member of the Association on any ground whatsoever, will have any interest in or claim upon the Association or its funds.

11.4 Any individual, firm or Company, ceasing to be a Member of the Association must return to the Secretary forthwith the printing block of the Association's emblem and any other property of any nature belonging to the Association that may be in his/her possession at the date of cessation of membership.

12 REGISTER OF MEMBERS

12.1 The Secretary must keep a register of all Members and a register of the Officers in which the following particulars must be entered:

- (a) the name and residential address (or registered office in respect of firms and Companies) of each Member or Officer (including the office held) in accordance with the Act;
- (b) the date upon which each Member or Officer became a Member or Officer;
- (c) whether the Member is a General Member, an Associate Member or Honorary Member;
- (d) the date upon which any Member ceased to be a Member;
- (e) the name and address of a subsidiary or branch of a Member Company operating under a different name or style to that of the parent company may at the discretion of the Committee be entered in the register and included in any list of Members issued or published from time to time; and
- (f) the date upon which any person ceased to be an Officer.

13. RIGHTS AND DUTIES OF MEMBERS

13.1 Subject to Rule 13.1, it is the duty of any Member to report in writing to the Association any matter to which objection should be taken in connection with a specification or clauses of a specification or conditions relating to any civil engineering project for which tenders are called by any public authority or consultant acting on behalf of a proprietor, or to any matters which are considered to be unjust or unethical in the carrying out of any contract to which s/he may be a party.

13.2 In any such case the Committee must cause an investigation to be made of the matter and reported, and if the Committee is satisfied that reasonable grounds for complaint exist it must at once bring the matter of the complaint to the notice of the authority or consultant concerned and take all practicable steps to secure a satisfactory adjustment.

13.3 Nothing in Rule 13.1 shall require a member to breach an obligation of confidentiality or any other legal restriction on the disclosure of information.

14. GENERAL MEETINGS

14.1 Unless otherwise specified, rules regarding General Meetings apply to Annual General Meetings.

14.2 All Members are entitled to attend General Meetings.

- 14.3 Only General Members are entitled to vote at General Meetings, unless the committee determines that a vote may be exercised by the Associate Members and the General Members.

15. ANNUAL GENERAL MEETING

- 15.1 The Annual General Meeting must be held:

- (a) at least once every calendar year; and
- (b) not more than fifteen months after the holding of the last Annual General Meeting, at such time and place as determined by the Committee.

16. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING

- 16.1 The ordinary business of an Annual General Meeting is to:

- (a) receive the Association's financial statements and audit reports for the previous Financial Year;
- (b) receive the annual report of the Committee;
- (c) table the minutes from General Meetings held during the previous Financial Year;
- (d) appoint an auditor for the present Financial Year; and
- (e) transact any other business which should be conducted at an Annual General Meeting in accordance with the Rules.

17. NOTICE OF GENERAL MEETINGS

- 17.1 General Meetings may be convened at any time by the Committee whenever it thinks fit or as required in accordance with the Rules.
- 17.2 Except as otherwise provided in these Rules, at least 7 days' notice must be given in writing by the Secretary to all Members. In a matter of urgency, the Committee may convene a General Meeting at shorter notice and in such matter as it may think fit.
- 17.3 The notice calling the General Meeting must specify the general nature of the business to be transacted at the meeting.
- 17.4 An accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any Member will not invalidate the proceedings at any meeting.

18. PROCEEDINGS AT GENERAL MEETINGS

- 18.1 No business will be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- 18.2 Until otherwise determined by the Association in General Meeting half the Members, present and entitled to vote, will be a quorum.
- 18.3 If within fifteen minutes from the time appointed for the meeting, a quorum is not present, the meeting, if convened on the requisition of a Member, will be dissolved. In any other case it will stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the Members present will be a quorum.
- 18.4 The President, or failing him/her, the Vice-President of the Association, will preside as chairman at every General Meeting of the Association. If within fifteen minutes after the time appointed for holding any meeting neither the President nor the Vice-President of the Association is present and willing to act as chairman, the Members present will choose one of the Committee Members present to be chairman, or if no Committee Member be present and willing to act as chairman, they will choose one of the Members present to be chairman.

- 18.5 The chairman may, with the consent of any meeting at which a quorum is present (and if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which such adjournment took place. It is unnecessary to give notice of an adjournment unless the meeting is adjourned for 10 days or more.
- 18.6 At any General Meeting every member shall be entitled to attend either in person or by a representative appointed under Rule 6.
- 18.7 Subject to Rule 18.9, every Member present at a General Meeting who is entitled to vote will be entitled to one vote only, upon a show of hands.
- 18.8 If a Member is represented at a meeting by more than one nominated representative, only one of such representatives may vote on behalf of the Member nominating him/her.
- 18.9 If directed by the chairman, or if at least one-fifth of the Members present and entitled to vote demand, voting will proceed by secret ballot.
- 18.10 If a secret ballot be duly directed or demanded, it will be taken in such manner as the chairman directs, and the result of the secret ballot will be deemed to be the resolution of the meeting at which the secret ballot was demanded.
- 18.11 In the case of an equality of votes, whether on a show of hands or on a secret ballot, the chairman of the meeting at which the show of hands takes place, or the secret ballot is directed or demanded, will be entitled to a casting vote in addition to any other vote he or she may have or have made.
- 18.12 A secret ballot demanded on the election of a chairman or on a question of adjournment will be taken forthwith. A secret ballot demanded on any other question will be taken at such time as the chairman of the meeting directs.
- 18.13 A Member may vote personally or by proxy.
- 18.14 The instrument appointing a proxy must be in writing under the hand of the appointer or of his/her attorney duly authorised in writing. A proxy must be a Member of the Association.
- 18.15 The instrument appointing a proxy and the power of attorney, if any, under which it is signed, or a notarially certified copy of that power, must be deposited at the Current Registered Address of the Association not less than 48 hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote and in default the instrument of proxy will not be treated as valid.
- 18.16 A resolution will be passed at a General Meeting if not less than 50% of those Members entitled to vote under the Rules and who are present at the meeting (in person or by proxy) vote for the resolution to be passed.

19. EXTRAORDINARY GENERAL MEETINGS

- 19.1 The Secretary must call an Extraordinary General Meeting by giving each Member of the Association notice of the meeting within 14 days after:
- (a) being directed to call the meeting by the Committee; or
 - (b) being given a written request signed by not less than 2 Members of the Association;
 - (c) being given a written notice of appeal against:
 - (i) the decision by the Committee to reject an application for membership under Rule 5.5 or
 - (ii) the cessation of a person's membership under Rule 11.
- 19.2 A request mentioned in Rule 19.1(b) must state:
- (a) why the Extraordinary General Meeting is being called; and
 - (b) the business to be conducted at the meeting.
- 19.3 If an Extraordinary General Meeting is called because:

- (a) a notice of appeal has been lodged against the decision by the Committee to reject an application for membership under Rule 5.5; or
- (b) a notice to appeal has been lodged against the cessation of a person's membership under Rule 11; or
- (c) a resolution is proposed to dismiss a person as an Officer or Committee Member under Rule 30, the Member in question is entitled to be heard.

- 19.4 A resolution will be passed at an Extraordinary General Meeting if not less than 75% of those Members entitled to vote under the Rules and who are present at the meeting vote for the resolution to be passed.
- 19.5 Members must have 21 days clear notice of an Extraordinary General Meeting.
- 19.6 An Extraordinary General Meeting must be held within 90 days after the Secretary—
- (a) is directed to call the meeting by the Committee; or
 - (b) is given the written request mentioned in Rule 19.1(b); or
 - (c) is given the written notice of an intention to appeal mentioned in Rule 19.1(c).
- 19.7 If the Secretary is unable or unwilling to call the Extraordinary General Meeting, the President must call the meeting.
- 19.8 A Member may not vote at an Extraordinary General Meeting by proxy.

20. COMMITTEE

- 20.1 The fulfilment and carrying out of the objects of the Association and the control and management of the affairs of the Association will be vested in the Committee, which may exercise all such powers as are not by these Rules required to be exercised by the Association in General Meeting.
- 20.2 The Committee has the power to appoint sub-committees consisting of Committee Members as they think fit and may empower any such sub-committee to co-opt any number of persons (whether Committee Members or not), who would be eligible for election under these Rules. The Committee may delegate to any such sub-committee any of the powers exercisable by it under these Rules and may from time to time revoke such delegation. Any sub-committee so formed must conform to any Regulations that may from time to time be imposed on it by the Committee. All appointments of sub-committees will lapse as from the conclusion of the next following Annual General Meeting.

21. CONSTITUTION OF THE COMMITTEE

- 21.1 The Committee of the Association consists of the Officers and not less than 3 other Committee Members or such other number as determined by the Committee from time to time, all of whom will be elected in accordance with the Rules.

22. COMMITTEE MEETINGS

- 22.1 The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 22.2 Meetings may be held at the call of the President, or in his/her absence, the Vice-President, and will be convened on a requisition lodged with the Secretary and signed by not less than 3 Committee Members.
- 22.3 At meetings of the Committee, 4 Committee Members will constitute a quorum.
- 22.4 At every meeting of the Committee the President, or failing him/her the Vice-President, and in his/her absence, a Committee Member chosen by those present, will be chairman. The chairman will have both a deliberative and a casting vote.
- 22.5 At least 10 days' notice in writing must be given of all meetings of the Committee and the nature of the business to be submitted thereat must be stated in the notice. It will not be necessary to give notice of a meeting of the

Committee to a Committee Member who is not within the State of Queensland. The accidental omission to give the required notice to any Member will not invalidate the proceeding at any meeting.

- 22.6 A meeting of the Committee at which a quorum is present will be competent to exercise all the authorities, powers and discretions by or under these Rules for the time being vested in the Committee generally.
- 22.7 The Committee shall cause proper minutes to be made of the proceedings at all meetings of the Association and of the Committee and of sub-committees and all business transacted at such meetings and any such minutes of any meeting if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting, will be conclusive evidence without further proof of the facts therein stated.
- 22.8 A resolution in writing signed by all Committee Members, or of any sub-committee will be as valid and effectual as if it has been passed at a meeting of the Committee, or of such sub-committee duly convened and constituted.

23. POWERS OF THE COMMITTEE

- 23.1 Subject to the supreme control vested in the Members of the Association in General Meeting, the management and control of the Association is vested in the Committee. In addition to the general powers conferred on the Committee by the provisions of these Rules, it is hereby expressly agreed that the Committee has the following powers, that is to say:
- (a) to pay all costs, charges and expenses of the Association incurred or sustained in or about or incidental to the promotion, formation and establishment of the Association;
 - (b) with the consent of any General Meeting of the Association to issue debentures charged upon the whole or any part of the property of the Association;
 - (c) with the consent of any General Meeting of the Association to purchase, lease, or otherwise acquire any property, rights or privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as they think fit;
 - (d) to appoint (and at their discretion remove or suspend) such, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit, and to determine their duties and fix their salaries or emoluments;
 - (e) subject to the prior approval of any General Meeting of the Association to sell, let, mortgage, exchange or otherwise dispose of absolutely or conditionally all or part of the property, assets and undertaking of the Association upon such terms and conditions, and for such consideration as they may think fit;
 - (f) to make and give receipts, releases and other discharges for money payable to the Association, and for the claims and demands of the Association;
 - (g) to invest and deal with any of the moneys of the Association not immediately required for the purpose thereof upon such securities and in such manner as they may think fit, and from time to time to vary or realise such investments;
 - (h) to seek and maintain registration as an Industrial Organisation of Employers under Queensland laws, and to take all such action as may be necessary in connection with that legislation and to protect the interests of the Association and its Members;
 - (i) with the consent of any General Meeting of the Association to cause the Association to become a member of, or join with, affiliate or co-operate with, any association or body whether Federal or otherwise having objectives in whole or in part similar to those of the Association and to agree to be bound by the Rules and regulations thereof;
 - (j) to print, publish, issue and circulate such periodicals, books, circulars, advertisements and other publications and films as may seem conducive to the interests of the Association and its Members; and
 - (k) with the consent of any General Meeting of the Association to promote and hold exhibitions, demonstrations, competitions and the like, and to initiate, carry out or support any other form of publicity and public relations activity designed to further the interests of Contractors, and award prizes in connection therewith.

24. COMMITTEE MEMBERS

24.1 The Committee Members must be elected or appointed in accordance with these Rules. Subject to the control of the Committee, each Committee Member has (in addition to those powers conferred upon Officers or otherwise by these Rules) such powers as the Committee may from time to time confer upon the Committee Members.

25. OFFICERS

25.1 The Officers consist of a President, Vice-President, Treasurer and Secretary.

26. PRESIDENT

26.1 The President must be elected or appointed (under Rule 31.2) in accordance with these Rules. The role of the President includes, but is not limited to:

- (a) presiding as chair at meetings of the Association, including at General Meetings;
- (b) ensuring that the business and proceedings of the Association are carried out in accordance with these Rules, the resolutions of the Committee and the Act;
- (c) administering the general affairs of the Association and the conduct of other business as necessary for the Association.

26.2 The President may delegate any of his/her powers or duties to another Officer or Committee Member at his/her discretion from time to time.

27. VICE PRESIDENT

27.1 The Vice President must be elected or appointed (under Rule 31.2) in accordance with these Rules. The role of Vice President is to assist the President with their duties and to act as President in the absence of the President.

27.2 The Vice President may delegate any of his/her powers or duties to another Officer or Committee Member at his/her discretion from time to time.

28. SECRETARY

28.1 The Secretary must be elected or appointed (under Rule 31.2) in accordance with these Rules. The role of the Secretary includes, but is not limited to:

- (a) attending meetings of the Association and of the Committee and sub-committees and keeping full and proper minutes of all meetings;
- (b) conducting the correspondence of the Association and being responsible for the safe keeping of all books and records of the Association; and
- (c) keeping the Registers of Members and Officers.

28.2 The Secretary, or such persons as s/he may delegate, is to notify the Commission in the prescribed form of the existence or likelihood of all industrial disputes involving the Association as defined in section 229 of the Act as come to his/her notice.

28.3 The Secretary may delegate any of his/her powers or duties to another Officer or Committee Member at his/her discretion from time to time.

29. TREASURER

29.1 The Treasurer must be elected or appointed (under Rule 31.2) in accordance with these Rules. The Treasurer is responsible for the financial affairs of the Association. The role of the Treasurer includes, but is not limited to:

- (a) keeping full and accurate books and accounts recording the financial affairs of the Association in compliance with the Act or any other applicable laws;
- (b) preparing monthly statements for Committee meetings;

- (c) organising all accounts for audit each Financial Year as set out in clause 36; and
- (d) preparing the yearly budget.

29.2 The Treasurer may delegate any of his/her powers or duties to another Officer or Committee Member at his/her discretion from time to time.

30. REMOVAL OF COMMITTEE MEMBERS

30.1 A person is not eligible to be a Committee Member or Officer if they:

- (a) become bankrupt or make any arrangement or composition with their creditors generally;
- (b) become of unsound mind or a person whose estate or person is liable to be dealt with in any way under any law relating to mental health;
- (c) at any time cease to hold the qualification necessary for that office.

30.2 A person must not be dismissed from an office in the Association unless:

- (a) they have been found guilty of:
 - (i) misappropriation of the funds of the Association;
 - (ii) a substantial breach of these Rules;
 - (iii) gross misbehaviour;
 - (iv) gross neglect of duties; or
- (b) they have ceased to be eligible to hold such office.

30.3 A person will not be found guilty of any of the matters referred to in Rule 30.2(a) unless a resolution to that effect is passed at an Extraordinary General Meeting.

30.4 A Member of the Committee may resign from office by giving one month's notice in writing of their intention to do so to the President of the Association and such resignation is to take effect upon the expiration of such notice or its earlier acceptance.

31. CASUAL VACANCIES OF OFFICE

31.1 Subject to Rule 31.2, any casual vacancy among the Committee Members may be appointed by the Committee and any person so appointed to the Committee will hold office until the conclusion of the next Annual General Meeting of the Association.

31.2 Where a term of office has an unexpired portion which exceeds 9 months, then nothing in Rule 31.1 permits the Committee to fill such a casual vacancy amongst the Committee Members other than by an election conducted in accordance with these Rules.

32. RETURNING OFFICER

32.1 Before calling nominations for the election, the QMCA must appoint a Returning Officer and give the Registrar:

- (a) notice of the Returning Officer's name; and
- (b) a statutory declaration sworn by the Returning Officer stating that the Returning Officer is not an employee, member or officer of the organisation.

and obtain the Registrar's written approval of the Returning Officer's appointment. The Returning Officer is to hold office until a successor is elected.

32.2 The Returning Officer is not to be, during the term of the office, a Member, an employee or an Officer of the Association or a candidate at any election within the Association other than an election for the appointment of Returning Officer for the following term.

- 32.3 Should the Returning Officer be unable or unwilling to act as and when required then the President is to nominate a Returning Officer to act in his/her place. The nominated Returning Officer must be approved by the Registrar in accordance with Rule 32.1.
- 32.4 The Returning Officer:
- (a) must not influence, or attempt to influence, the outcome of the election; and
 - (b) must conduct the elections in accordance with the Rules; and
 - (c) may take the action, and give the directions, the Returning Officer considers reasonably necessary to ensure that the processes under which the election is conducted are transparent; and
 - (d) must ensure suitable arrangements are made with Australia Post for the return of ballot papers to a box or locked bag at a post office or to such other place as the Returning Officer directs.
- 32.5 The Returning Officer must prepare a list of Eligible Members entitled to vote in the ballot when nominations for the elections close.
- 32.6 An eligible Member may vote in the ballot only if it is a financial member of the Association within the meaning of section 445 of the Act in the period starting 60 days before the opening of nominations and ending 30 days before the opening time.
- 32.7 A Member of the Association may inspect the list or roll of Eligible Members within 30 days after the declaration an election result at the Current Registered Address during office hours. A Member may be given one copy of the whole or a stated part of this list or roll free of charge.
- 32.8 The Returning Officer is to take such actions and give such directions as are reasonably necessary in order to ensure that no irregularities occur in, or in connection with, an election or in order to rectify any procedural defects and no person is to 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 such an action.
- 32.9 An application can be made to the Industrial Relations Commissioner to conduct an enquiry about a claimed irregularity in an election of the Association. An application can be made by a Member of the Association, or a person, firm or company who was a Member within 1 year of the date of the application. The application must be made in accordance with the Act.
- 32.10 If an irregularity should occur in the conduct of an election such that, in the opinion of the Returning Officer, that irregularity will affect the result of such an election, then such election (and each and every step taken in connection with that election), is to be null and void and another election under these Rules is to be held forthwith. Any person holding an office immediately prior to an election which is null and void will remain in office until his/her successor is elected.

33. NOMINATION AND ELECTION OF COMMITTEE MEMBERS

Nomination

- 33.1 2 months prior to the first day on which a person may become a candidate in an election under the Rules, the Association must file the following with the Registrar:
- (a) the name of each office for which an election is required;
 - (b) whether the election is because -
 - (i) the term of the office has ended; or
 - (ii) there is a casual vacancy in the office; or
 - (iii) of a new office created under the organisation's or branch's rules;
 - (c) the number of offices for election;
 - (d) the membership figures, if any, used to calculate the number of offices if -

- (i) more than 1 office for which an election is required has the same name; and
 - (ii) the number of the offices can, under the organisation's or branch's rules, be calculated before the prescribed day under subsection (4);
- (e) if the electorate consists only of members of a branch, section or other division of an organisation - the name of the branch, section or division;
- (f) the day and time of the start and end of the term for each office for which an election is required;
- (g) whether the organisation or branch has adopted the model election rules without change;
- (h) if the organisation or branch has not adopted the model election rules or has adopted the model election rules with changes -
- (i) whether the voting system for the election is a direct voting system or a collegiate electoral system; and
 - (ii) how the organisation's or branch's rules require the result of the election to be decided.

33.2 Item 33.1(h) can be given by providing the Registrar with the Rules.

33.3 The information must be accompanied by a statement signed by an authorised officer of the Association stating that the information is filed under section 481(1) of the Act.

33.4 Not less than 42 days in advance of the date fixed for the Annual General Meeting the Returning Officer is, by prepaid post, to invite nominations from Eligible Members for election as either:

- (a) President;
- (b) Vice President;
- (c) Treasurer;
- (d) Secretary; or
- (e) Committee Member.

33.5 At the same time the Returning Officer is to advise Eligible Members of the closing date and hour for receipt of nominations as well as the postal address to which nominations may be sent.

33.6 Nominations must be in writing on a form approved by the Committee and must be signed by 2 Eligible Members in support of the nomination and by the candidate consenting to his/her nomination. Nominations will be in the hands of the Returning Officer not less than 30 days before the date of the Annual General Meeting.

33.7 Nominations open at 9.00am on the opening day and close at 5.00pm on the closing day.

33.8 The Returning Officer must consider all nominations and if in his/her opinion any nomination is defective s/he must notify the person concerned of the defect and where it is practical to do so give him/her the opportunity of remedying the defect within a period of not less than 7 days after notification.

33.9 If the nominations received are less than the number required the Committee will make such further nominations as are necessary to provide a Committee constituted as required by the provisions of Rule 21.1.

33.10 If the number of nominations does not exceed the number of Officers to be elected, the nominees will be declared elected.

33.11 Any Eligible Member who will be absent during the period of nomination and election of Committee Members may provide an alternative address to the Returning Officer for nomination/voting in his/her absence and may make a nomination or cast a vote in accordance with these Rules notwithstanding their absence.

Secret Postal Ballot

33.12 If the nominations received at closing time exceed the number required the election is to be determined by a secret postal ballot of Eligible Members based on a direct voting system.

33.13 Secret postal ballots of Eligible Members are to be conducted by the Returning Officer in the following manner:

- (a) the Returning Officer is to comply with the provisions of these Rules in the conduct of elections;
- (b) The Returning Officer must nominate a post office box, or such other place as the Returning Officer directs, to which Eligible Members may post ballot papers;
- (c) the Returning Officer must post or deliver the following voting material to each voter:
 - (i) the ballot paper initialled by the Returning Officer;
 - (ii) 2 envelopes - 1 outer and 1 inner;
 - (iii) a voting declaration stating 'I certify that I am the person whose name appears on this envelope and I have voted on the ballot paper enclosed';
- (d) the outer envelope will be an unsealed reply paid envelope and be endorsed 'Ballot Paper Only' signed on the back of the envelope by the Eligible Member voting and be addressed to the Returning Officer. The inner envelope will bear the words 'Ballot Paper' and will have a voting declaration;
- (e) before posting the voting material to a voter, the Returning Officer must mark a ballot number for each voter on the roll against the voter's name and the declaration form. The Returning Officer must give each voter a different ballot number and must be marked in such a way as to not identify the voter;
- (f) the ballot paper must have a watermark or other distinctive pattern that prevents it from being reproduced other than by the Returning Officer or a person authorised by the Returning Officer;
- (g) the ballot paper must be of a different colour used for the ballot papers at the previous 2 elections held;
- (h) the ballot paper must list the names of each candidate once only for each office the election is for, with the surname first, followed by the candidate's other names;
- (i) the ballot paper must state how the voter may vote;
- (j) the ballot paper must state that the voter must fill in and sign the voting declaration or the vote will not be counted;
- (k) the ballot paper must state that the voter must return the ballot paper to the Returning Officer so it is received on or before the finish day of the ballot;
- (l) the order of names on the ballot paper must be decided by lot;
- (m) if 2 or more candidates have the same surname and first names, the candidates must be distinguished in an appropriate way;
- (n) for the purposes of each election the Returning Officer will maintain in a secure place ballot papers received by post;
- (o) after the ballot is closed the Returning Officer is to open the outer envelopes and check the signature on the outer envelopes against the membership list, and open the outer envelope of any ballot;
- (p) except where a scrutineer has been appointed and subject to Rule 33.19, after separating the inner and outer envelopes of all ballots validly returned, the Returning Officer will open the inner envelope and examine the ballot paper;
- (q) any ballot paper shall be invalid:
 - (i) which is received by the Returning Officer after the notified closing time of the ballot; or
 - (ii) which is not contained in the prescribed inner envelope; or
 - (iii) which is enclosed in an outer envelope which is not signed on the inside flap by the voter; or
 - (iv) which does not comply with the instructions printed on the ballot paper.

- (r) after checking and rejecting any ballot papers which are invalid the Returning Officer is to proceed to count the votes in the presence of such scrutineers as are present and in accordance with Rule 33.19;
- (s) the Returning Officer may direct a person to leave a place where votes are being counted if the person does not have the right to be present at the count or interrupts the count, other than to exercise a scrutineer's right;
- (t) ballots will be determined by a first past the post system;
- (u) in the event that an equal number of votes is obtained by 2 or more nominees, the Returning Officer must determine the result by drawing lots; and
- (v) the Returning Officer is to retain the envelopes and ballot papers until the result of the ballot has been declared and for 12 months thereafter.

33.14 A Committee Member will be deemed to remain a Committee Member until the conclusion of the Annual General Meeting following that at which s/he was declared elected. Members of Committee will be eligible for re-election.

33.15 As soon as is practicable after the votes have been counted, the Returning Officer is to declare the result of the election by notifying the Secretary of the Association, in writing, of that result.

Scrutineers

33.16 In any election had within the Association, each candidate is to be entitled to appoint any General Member or Associate Member of the Association, to act as scrutineer at the election and may appoint a substitute scrutineer in the event that the scrutineer is unable or unwilling to act as scrutineer at the election. All scrutineers are in the case of a ballot to be entitled to observe the admission and the counting of votes, the conduct of and the determination of the election and the declaration of a secret ballot. In every case the scrutineer must observe directions of the Returning Officer who will take all reasonable steps to enable each scrutineer to exercise their rights. No election will be vitiated should a scrutineer not exercise any or all such rights if s/he had a reasonable opportunity to do so.

33.17 Each candidate appointing a scrutineer is to hand to the Returning Officer, not later than 7 days after the day upon which nominations will close, a notice in writing specifying the name and address of such scrutineer.

33.18 Upon being notified of the appointment of a scrutineer, the Returning Officer is to inform such scrutineer of the steps the Returning Officer intends taking in the conduct of the ballot.

33.19 In the event of a scrutineer being appointed the Returning Officer shall immediately after the closing date and hour for the receipt of returned ballot paper envelopes in the presence of such scrutineers as are present:

- (a) produce unopened all ballot paper inner envelopes;
- (b) open the ballot paper inner envelopes and extract from them the ballot papers in such manner as to preserve the secrecy of the ballot;
- (c) place the ballot paper inner envelopes and ballot papers in separate bundles; and
- (d) proceed with the counting of the votes.

34. INCOME AND PROPERTY

34.1 The income and property of the Association are to be applied solely towards the promotion of the purposes of the Association as described in Rule 4.1;

34.2 Subject to Rule 34.3, no part of the income and property of the Association is to be paid or transferred (directly or indirectly) by way of dividend bonus or otherwise as profit to any Member.

34.3 Nothing contained in these Rules prevents:

- (a) the payment of remuneration in good faith, in return for services actually rendered to the Association by any person (including any Officer);

- (b) the reimbursement of expenses actually incurred in the discharge of the duties of an office to which any person has been elected;
- (c) the reimbursement of expenses actually incurred in attending any meeting of the Committee or sub-committee; or
- (d) the payment of interest on any money borrowed from or lawfully due to any Member.

35. FINANCE AND ACCOUNTS

- 35.1 The Treasurer must cause proper books of account to be kept with respect to moneys received and expended and all financial transactions of the Association.
- 35.2 All moneys received on account of the Association must be paid into a bank account established by the Committee and all cheques drawn on the account must be signed by the Treasurer or one other Committee Member appointed by resolution of the Committee for that purpose and countersigned by the Secretary or such other Officer as may be authorised from time to time by the Committee. The Treasurer will be the officer for the purposes of Chapter 12, Part 12 of the Act and the regulations made thereunder.
- 35.3 The property of the Association and such funds as are not required for current purposes will be vested in the name of the Association.
- 35.4 A loan, grant or donation to any recipient of an amount exceeding, or in the aggregate exceeding, \$1,000.00 is not to be made by the Association unless the Committee has:
- (a) satisfied itself that:
 - (i) the making of the loan, grant or donation would be in accordance with the other Rules of the Association; and
 - (ii) in the case of a loan, the security proposed to be given for the repayment of the loan is adequate and the proposed arrangements for the repayment of the loan are satisfactory; and
 - (b) approved the making of the loan, grant or donation.
- 35.5 Notwithstanding Rule 35.4, the Committee may make expenditure by way of loan, grant or donation to a Member, in the sum of an amount not exceeding, or in the aggregate not exceeding, \$3,000.00 if the loan, grant or donation is for the purpose of relieving the Member, or any of the Member's dependants, of severe financial hardship.
- 35.6 In deciding whether to approve a payment, the Committee must consider whether it is made under the Rules and on satisfactory terms.
- 35.7 In considering whether to provide a loan of a type referred to in Rule 35.5, the Committee is to have regard to whether the security, if any, given for repayment of the loan is adequate and whether arrangements for repayment of the loan are satisfactory and any other matters which are relevant to whether the loan is made on satisfactory terms.

36. AUDIT AND AUDITOR

- 36.1 At least once each Financial Year the accounts of the Association must be submitted for audit by a person qualified in terms of the Act. A balance sheet and income and expenditure account must be produced as at the close of the Financial Year and provided to the Auditor. The auditor's report must be sent to all Members of the Association not less than 7 days before the date fixed for the Annual General Meeting.
- 36.2 The auditor must be elected at the Annual General Meeting and must retire at each succeeding Annual General Meeting but will be eligible for re-election. If the office of auditor becomes vacant during any Financial Year the vacancy may be filled by the Committee appointing another auditor but the auditor so appointed will retire at the next succeeding Annual General Meeting and will be eligible for re-election.

37. ASSOCIATION SEAL

37.1 The Association must have a common seal in its registered name.

38. ASSOCIATION EMBLEM

38.1 The Association may adopt by resolution of its Committee, a distinctive emblem. Members may use the name and emblem of the Association on their stationery, cards, advertising matter, office doors, construction signs and equipment. The Committee may promulgate regulations permitting Associate Members the use of the emblem of the Association on stationery, cards and advertising matter, and all approved emblems remain the copyright of the Association.

39. EXECUTION OF DOCUMENTS

39.1 Any instrument not required by law to be under seal may be executed by any 2 Committee Members or any other persons as the Committee may appoint from time to time for the purpose of executing documents.

39.2 Where a document is required by law to be under seal then, upon the authority of the Committee having been given, the seal may be affixed in the presence of any 2 Committee Members (or such other persons as the Committee may appoint from time to time for the purpose of executing documents on behalf of the Association) and the instrument must then be signed by those 2 Members (or other persons appointed by the Committee for the purpose of executing documents on behalf of the Association).

40. BY-LAWS

40.1 The Committee has the power from time to time and at any time to make, alter or vary or repeal By-Laws whether for the conduct of the affairs of the Association or for the performance of the duties of the Committee or any sub committee as it may deem necessary or expedient or convenient for the proper conduct, management and administration of the affairs of the Association, provided that any such By-Laws are not inconsistent with either these Rules, or the Act.

40.2 The Secretary must notify all Members in writing of the making, alteration, variation or repeal of a By-Law as soon as reasonably practicable.

40.3 Subject to clause 40.4, the making, alteration, variation or repeal of a By-Law will take effect 14 days after notice has been given by the Secretary.

40.4 If any Member within 14 days of receipt of such notice makes a written objection to the Secretary, then the relevant By-Law, alteration, variation or repeal thereof shall not take effect until confirmed by resolution of the Association in General Meeting.

41. AMENDMENT OF RULES

41.1 These Rules may be amended by resolution at an Extraordinary General Meeting convened for that purpose. The notice convening such meeting must specify the amendment and state fully the effect of any proposed amendment and a copy of the text of any proposed amendment must be provided with the notice. The Registrar must approve any amendment to the Rules in accordance with the Act.

42. INDEMNITY

42.1 The Committee Members and Officers will at all times be indemnified out of the funds of the Association against all loss, costs and charges which they may incur or be put to by reason or in consequence of any act, matter or thing done or permitted by them in or about the bona fide execution of the duties of their office; and each of them will be chargeable only with as much money as s/he may actually receive and will not be answerable or accountable for loss unless such loss is sustained through his/her wilful fault or neglect.

42.2 No Committee Member will be liable for:

(a) the acts, receipts, neglects or defaults of any other Committee Member;

- (b) for joining in any receipt or other act for conformity;
- (c) for any loss or expense happening to the Association through the insufficiency or deficiency of any security in or upon which any of the funds of the Association are invested;
- (d) for any loss or damage arising from the bankruptcy or insolvency or wrongful act of any person with whom any moneys, securities or effects have been deposited; or
- (e) for any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same shall happen through his/her own fraud, wilful neglect or default.

43. DISSOLUTION

- 43.1 The Association may be dissolved by a resolution at an Extraordinary General Meeting convened for that purpose. The notice convening the meeting must specify the intention to dissolve the Association.
- 43.2 If upon winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any money or property whatsoever, such money or property must be given or transferred to any organisation having objects similar to the objects of this Association having restrictions on the distribution of funds similar to those of the Association or to any University or other research organisation for the promotion of research in the Industry as may be determined by the Members in General Meeting.