

MASTER PLUMBERS' ASSOCIATION OF TASMANIA INC.

RULES OF ASSOCIATION



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Contents

PRELIMINARY.....	4
1. Name of association and application of model rules	4
2. Interpretation	4
3. Association's office	5
PURPOSES.....	5
4. Objects and purposes of Association	5
MEMBERSHIP.....	7
5. Membership of Association.....	7
FINANCIAL	9
6. Income and property of Association	9
7. Accounts of receipts and expenditure	10
8. Banking and finance	11
9. Auditor.....	12
10. Audit of accounts.....	12
MEETINGS OF THE ASSOCIATION	13
11. Annual general meeting	13
12. Special general meetings.....	13
13. Notices of general meetings.....	14
14. Business and quorum at general meetings	14
15. Chairperson at general meetings	15
16. Adjournment of general meetings	15
17. Determination of questions arising at general meetings.....	15
18. Votes.....	15
19. Taking of poll	16
20. When poll to be taken	16
MANGEMENT OF AFFAIRS OF THE ASSOCIATION	16
21. Affairs of Association to be managed by a committee	16
22. Duties of committee members	17
23. Officers of the Association	17
24. Constitution of the committee.....	18

25.	Term of office	18
26.	Election of members of committee.....	19
27.	Vacation of office/ casual vacancies.....	19
COMMITTEE MEETINGS		20
29.	Disclosure of interest.....	21
30.	Subcommittees.....	22
31.	Executive committee	22
SUBSCRIPTION		23
32.	Annual subscription.....	23
NOTICES OF MEETINGS ETC.....		23
33.	Service of notices and requisitions.....	23
MISCELANOUS ISSUES AS TO MEETINGS		24
34.	Technology to hold meetings	24
DISIPLINARY PROCESS.....		25
35.	Disciplining members	25
36.	Appeal against expulsion.....	26
37.	Dispute Resolution - mediation.....	27
38.	Unresolved Disputes.....	28
MISCELLANEOUS.....		28
39.	Seal of Association.....	28
40.	Industrial Agreements	28
41.	Alteration to Rules.....	28
43.	Dissolution and Winding up	29
44.	Procedure	29

PRELIMINARY

1. Name of association and application of model rules

- (a) The name of the association is the "Master Plumbers' Association of Tasmania Inc."
- (b) The rules in this document are the rules of the Association. Although these rules have similarities with the "model rules" prescribed pursuant to the Act, there are numerous amendments including additional provisions. The "model rules" prescribed by the Act are excluded from applying to the Association except in so far as they are not inconsistent with these rules.

2. Interpretation

2.1 In these rules, unless the context otherwise requires –

- (a) **accounting records** has the same meaning as in the Act;
- (b) **Act** means the Associations Incorporation Act 1964;
- (c) **annual general meeting** means an annual general meeting of the Association held under rule 11;
- (d) **Association** means the association referred to in rule 1;
- (e) **association** has the same meaning as in the Act;
- (f) **auditor** means the person appointed as the auditor of the Association under rule 9;
- (g) **authorised deposit-taking institution** means a body corporate that is an authorised deposit-taking institution for the purposes of the Banking Act 1959 of the Commonwealth;
- (h) **committee** means the committee of management referred to in rule 21;
- (i) **financial year** will be, until the Association resolves otherwise by ordinary resolution at a general meeting be from the 1st July to 30 June. ;
- (j) **general meeting** means –
 - i. an annual general meeting; or
 - ii. a special general meeting;
- (k) **officer** of the Association means a person elected as an officer of the Association at an annual general meeting or appointed by the committee as an officer of the Association (rules 23.2 and 23.6);
- (l) **ordinary business** of an annual general meeting means the business specified in rule 11.5;
- (m) **other committee member** means a member of the committee other than the President of the Association;
- (n) **plumbing industry** includes but is not limited to gas fitting, roof plumbing, and cladding installation ;

- (o) **special committee meeting** means a meeting of the committee that is convened under rule 28.2 by the president or any 4 of the members of the committee;
- (p) **special general meeting** means a meeting of the Association, other than an annual general meeting, convened under rule 12;
- (q) **special resolution** has the same meaning as in the Act being a resolution that is passed by a majority of not less than three-quarters of such members of the Association entitled under these rules to vote as may be present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules,

2.2 In these rules:

- (a) the words “including”, or “for example”, or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression and such will not be restricted by the specific class of inclusion or example; and
- (b) a reference to any act, rule, document or otherwise, includes every amendment, enactment, or replacement of the same.

3. Association's office

The office of the Association is to be at the following place or at any other place the committee determines: 1/237 Main Road Derwent Park, Tasmania

PURPOSES

4. Objects and purposes of Association

- 4.1 The Association is formed by and for contractors within the plumbing industry.
- 4.2 The objects of the Association shall be to endeavour to:
 - (a) act as the peak industry body for the promotion training and advocacy of contractors in the plumbing industry;
 - (b) enable members to operate within the plumbing industry at the highest technical and ethical level;
 - (c) further the interests and protect the interests of its members;
 - (d) act as an organisation of contractors in respect to the plumbing industry under the laws of Australia or any of its States or territories;
 - (e) act as an organisation for employers in respect to contractors in the plumbing industry and in that regard initiate, defend or bring any industrial dispute or claim relating to industrial matters before the appropriate forum including the Fair Work Commission, boards, regulators and other appropriate courts, tribunals, committees and conferences; and

- (f) make agreements with members, employees and/or their representatives, organisations, associations or unions in respect to wages and conditions of employment;
- (g) to provide all current information relevant to awards, conditions and other industrial matters relevant to Associations members in respect to their employees.
- (h) to consult, advise, lobby or enter into arrangements with government agencies, regulators, training authorities and providers for any of the objects or purposes of the Association.

4.3 The objects and purposes of the Association consist of the basic objects of the Association in subrule 4.1 and 4.2 and the following objects and purposes:

- (a) the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
- (b) the purchase, sale or supply of, or other dealing in, goods;
- (c) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association;
- (d) the acceptance of a gift for any of the objects or purposes of the Association;
- (e) the taking of any step the committee or the members of the Association at a general meeting determine expedient for the purpose of procuring contributions to the funds of the Association;
- (f) the printing or publication via any medium (electronic, hard version or otherwise) the committee or the members of the Association at a general meeting determine desirable for the promotion of any of the objects or purposes of the Association;
- (g) the borrowing and raising of money in any manner and on terms –
 - i. the committee thinks fit; or
 - ii. approved or directed by resolution passed at a general meeting;
- (h) subject to the provisions of the Trustee Act 1898, the investment, in any manner the committee determines, of any money of the Association not immediately required for any of the objects or purposes of the Association;
- (i) the making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the Income Tax Assessment Act 1936 of the Commonwealth relates;
- (j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes or conveniences calculated to benefit servants or past servants of the Association and their dependants, and the granting of pensions, allowances or other benefits to servants or past servants of the Association and their dependants, and the

making of payments towards insurance in relation to any of those purposes;

- (k) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- (l) the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association; or
- (m) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.

MEMBERSHIP

5. Membership of Association

- 5.1 In this rule a person includes a firm and incorporated body .
- 5.2 Where a member is a firm or an incorporated body it may appoint in writing to the Association a partner, director, or senior executive officer to represent the member at all meetings for all purposes of the Association. Such representative, while so acting shall be entitled to hold office in the Association. The member may at any time, by notice in writing to the Association revoke the appointment of its representative and substitute another representative.
- 5.3 A person who applies and is approved for membership in accordance with this rule is eligible to be a member of the Association on payment of the annual subscription specified in rule 32.
- 5.4 A person is eligible to apply to be a member of the Association if he or she:
 - (a) supports the objects of the Association;
 - (b) is, or is usually, a contractor principally engaged in any section of the plumbing industry or carries on business as a contractor within the plumbing industry; and
 - (c) has carried on business as a contractor within the plumbing industry in Tasmania for a period of at least twelve (12) months;

PROVIDED he or she, or in the case of a firm or an incorporated body, a partner, director or proprietor of such firm or company is not a member of an organisation of employees registered in or in connection with an industry which is substantially connected with any part of the plumbing industry.
- 5.5 An applicant who is not a member of the Association at the time of the incorporation of the Association is not to be admitted as a member of the Association unless:
 - (a) the applicant is eligible to apply for membership under subrule 5.4;
 - (b) the applicant applies for membership in accordance with subrule 5.7; and

- (c) the applicant is approved for membership by the committee.
- 5.6 The committee:
- (a) will have the sole discretion to decide whether or not an applicant is eligible to apply for membership and, regardless of eligibility, whether or not they approve the membership ; and
 - (b) may develop policies for classes of membership that are not eligible to apply or admitted to membership under these rules, such as provisional, associate, affiliate, industry or honorary membership, and the benefits and privileges of such membership, provided any such provisional or associate membership will not constitute “membership” for the purposes of these rules.
- 5.7 An application for membership is to be:
- (a) made in writing by the applicant ; and
 - (b) lodged with the public officer of the Association.
- 5.8 As soon as practicable after the receipt of an application, the public officer is to refer it to the committee.
- 5.9 If an application is approved by the committee, the public officer is to:
- (a) notify the applicant, in writing, that the applicant has been approved for membership of the Association; and
 - (b) on receipt of the amount payable by the applicant as the first annual subscription, enter the applicant's name in a register of members;
- membership taking effect once the applicant's name is entered in the register.
- If the application is rejected by the committee the applicant is to be notified, but reasons for rejection do not have to be provided.
- 5.10 The Association will maintain a register of members, which will be available for inspection by members within business hours and will include:
- (a) the name of the member;
 - (b) their residential address; and
 - (c) other address's nominated by the member.
- 5.11 A member stops being a member:
- (a) if the member resigns by notice to the Association or the committee so resolves because the member:
 - i. dies;
 - ii. is placed into receivership;
 - iii. are wound up, dissolved or otherwise deregistered (for an incorporated member);
 - iv. becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her

creditors or makes an assignment of his or her remuneration or estate for their benefit;

- v. are expelled under these rules; or
- vi. has not responded within three months to a written request from the Association to confirm that they want to remain a member and has paid any arrears of subscriptions by that time; and

once their name is removed from the register

- 5.12 On receipt of a notice from a member of the Association that they resign as a member or otherwise stop being a member, the public officer is to remove the name of the member from the register of members.
- 5.13 Any right, privilege or obligation of a member of the Association –
 - (a) is not capable of being transferred to another person ; and
 - (b) terminates on the cessation of the membership.
- 5.14 If the Association is wound up, each member of the Association, and each person who was a member of the Association within the period of 12 months immediately preceding the commencement of the winding-up, is liable to contribute –
 - (a) to the assets of the Association for payment of the liabilities of the Association; and
 - (b) for the costs, charges and expenses of the winding-up; and
 - (c) for the adjustment of the rights of the contributors among themselves.
- 5.15 Any liability under subrule 5.14 is not to exceed \$10.00.
- 5.16 Despite subrule 5.14 a former member of the Association is not liable to contribute under that subrule in respect of any liability of the Association incurred after he or she stopped being a member.
- 5.17 The Association may by resolution at a general meeeting, if a member has been a member of the Association for a period of not less than ten years, elect such member as a life member in recognition of faithful services rendered to the trade and Association in which case they are not liable to pay the annual subscription otherwise payable.

FINANCIAL

6. Income and property of Association

- 6.1 The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
- 6.2 No portion of the income or property of the Association is to be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with this rule.

- 6.3 Rules 6.1 and 6.2 do not stop the Association from doing the following things in good faith:
- (a) pay a servant or member of the Association –
 - i. remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the servant or member; or
 - ii. remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the servant or member for any of the objects or purposes of the Association; or
 - iii. interest at a rate not exceeding 7.25% on money lent to the Association by the servant or member; or
 - iv. a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the servant or member; and
 - (b) pay a member of the committee remuneration in return for carrying out the functions of a member of the committee; and
 - (c) pay a member of a subcommittee remuneration in return for carrying out the functions of a member of the subcommittee; and
 - (d) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the Association to an office in that other association, organisation or body.
- 6.4 Despite sub rule 6.3(a), 6.3(b) and 6.3(c), the Association is not to pay a person any amount under that subrule unless the Association or committee has first approved that payment.
- 6.5 Despite subrule 6.3(d), the Association is not to appoint or nominate a member of the Association under that subrule to an office in respect of which remuneration is payable unless the Association or committee has first approved:
- (a) that appointment or nomination; and
 - (b) the receipt of that remuneration by that member.

7. Accounts of receipts and expenditure

- 7.1 True accounts are to be kept of the following:
- (a) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;
 - (b) each asset or liability of the Association.
- 7.2 The accounts are to be open to inspection by the members of the Association at any reasonable time, and in any reasonable manner, determined by the committee.
- 7.3 The treasurer of the Association is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Association in the form and manner the committee determines.

- 7.4 The accounts, books and records are to be kept at the Association's office or at any other place the committee determines.
- 7.5 The accounts presented at an AGM will clearly identify the remuneration of a servant or member of the association and any payment to a member of the association.

8. Banking and finance

- 8.1 On behalf of the Association, the treasurer of the Association is to –
- (a) receive any money paid to the Association; and
 - (b) immediately after receiving the money, issue an official receipt in respect of the money; and
 - (c) cause the money to be paid into the account opened under subrule 8.2 as soon as practicable after it is received.
- 8.2 The committee is to open with an authorised deposit-taking institution an account in the name of the Association.
- 8.3 The committee may –
- (a) receive from an authorised deposit-taking institution a cheque drawn by the Association on any of the Association's accounts with the authorised deposit-taking institution; and
 - (b) release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.
- 8.4 Except with the authority of the committee, a payment of an amount exceeding \$200 is not to be made from the funds of the Association otherwise than by cheque drawn on the Association's account, or an electronic funds transfer. The committee may grant authority to use other forms of transaction provided the committee is satisfied that there is sufficient self creation of a record of the transaction.
- 8.5 The committee may provide the treasurer with an amount of money to meet urgent expenditure, subject to any conditions the committee may impose in relation to the expenditure.
- 8.6 A cheque is not to be drawn on the Association's account except for the purpose of making a payment that has been authorised by the committee whether specifically or within the terms of a general authorisation or policy approved by the committee (under rule 22).
- 8.7 In absence of a specific authorisation by the committee or a more general authority or policy (under rule 21.3)a cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be –
- (a) signed by the treasurer or, in the treasurer's absence, by any other member, or members, of the committee the committee nominates for that purpose; and

- (b) countersigned by another member of the committee or the public officer of the Association.

9. Auditor

- 9.1 At each annual general meeting, the members of the Association present at the meeting are to appoint a person as the auditor of the Association.
- 9.2 If an auditor is not appointed at an annual general meeting under subrule 9.1, the committee is to appoint a person as the auditor of the Association as soon as practicable after that annual general meeting.
- 9.3 The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.
- 9.4 The first auditor –
 - (a) may be appointed by the committee before the first annual general meeting; and
 - (b) if so appointed, holds office until the first annual general meeting unless earlier removed by a resolution of the members of the Association at a general meeting.
- 9.5 If the first auditor is appointed by the committee under subrule 9.4(a) and subsequently removed at a general meeting under subrule 9.4(b), the members of the Association, at that general meeting, may appoint an auditor to hold office until the first annual general meeting.
- 9.6 Except as provided in subrule 9.4(b) the auditor may only be removed from office by special resolution.
- 9.7 If a casual vacancy occurs in the office of auditor, the committee is to appoint a person to fill the vacancy until the next annual general meeting.

10. Audit of accounts

- 10.1 The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.
- 10.2 The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to –
 - (a) certify as to the correctness of the accounts of the Association; and
 - (b) at the next annual general meeting, provide a written report to the members of the Association present at that meeting.
- 10.3 In the report and in certifying to the accounts, the auditor is to –
 - (a) specify the information, if any, that he or she has required under subrule 10.5 and obtained; and
 - (b) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and
 - (c) state whether the rules relating to the administration of the funds of the Association have been observed.

- 10.4 The public officer of the Association is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.
- 10.5 The auditor may –
- (a) have access to the accounting records, books and accounts of the Association; and
 - (b) require from any servant of the Association any information the auditor considers necessary for the performance of his or her duties; and
 - (c) employ any person to assist in auditing the financial affairs of the Association; and
 - (d) examine any member of the committee, or any servant of the Association, in relation to the **accounting records**, books and accounts of the Association.

MEETINGS OF THE ASSOCIATION

11. Annual general meeting

- 11.1 The Association is to hold an annual general meeting each year.
- 11.2 An annual general meeting is to be held on any day (being not later than 3 months after the end of the financial year of the Association) the committee determines.
- 11.3 An annual general meeting is to be in addition to any other general meeting that may be held in the same year.
- 11.4 The notice convening an annual general meeting is to specify the purpose of the meeting or alternatively advice as to where such information may be accessed electronically.
- 11.5 The ordinary business of an annual general meeting is to be as follows:
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the committee, auditor and servants of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
 - (c) to elect the President of the Association and the other committee members; and
 - (d) to appoint the auditor and determine his or her remuneration;
- 11.6 An annual general meeting may transact special business of which notice is given in accordance with rule 13.

12. Special general meetings

- 12.1 The committee may convene a special general meeting of the Association at any time.

- 12.2 The committee, on the requisition in writing of at least 10 members of the Association, is to convene a special general meeting of the Association.
- 12.3 A requisition for a special general meeting –
- (a) is to state the objects of the meeting; and
 - (b) is to be endorsed by each of the requisitionists; and
 - (c) is to be given to the public officer of the Association; and
 - (d) may consist of several documents, each endorsed by one or more of the requisitionists.
- 12.4 If the committee does not cause a special general meeting to be held within 21 days after the day on which a requisition is deposited at the office of the Association, any one or more of the requisitionists may convene the meeting within 3 months after the day of the deposit of the requisition.
- 12.5 A special general meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the manner in which a special general meeting would be convened by the committee.
- 12.6 All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

13. Notices of general meetings

- 13.1 At least 14 days before the day on which a general meeting of the Association is to be held, the public officer of the Association is to give notice to the members of –
- (a) the place, day and time at which the meeting is to be held; and
 - (b) the nature of the business that is to be transacted at the meeting, or alternatively advice as to where such information may be accessed electronically ; and
 - (c) where the business is special business, the fact that business to be transacted is special business

14. Business and quorum at general meetings

- 14.1 All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- 14.2 Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present in person at the time the meeting considers that business.
- 14.3 A quorum for the transaction of the business of a general meeting is 10 members of the Association entitled to vote present in person or 10% of such members whichever is the lesser, present in person .
- 14.4 If a quorum is not present within a half hour after the time appointed for the commencement of a general meeting, the meeting –
- (a) if convened on the requisition of members of the Association, is dissolved;
or

- (b) if convened by the committee, is to be adjourned to the same day in the next week at the same time and –
 - i. at the same place; or
 - ii. at any other place specified by the chairperson –
 - A. at the time of the adjournment; or
 - B. by notice in a manner determined by the chairperson.

14.5 If at an adjourned general meeting a quorum is not present within 15 minutes after the time appointed for the commencement of the meeting, those members present are taken to constitute a quorum.

15. Chairperson at general meetings

At each general meeting of the Association, the chairperson is to be –

- (a) the president; or
- (b) in the absence of the president, the vice-president; or
- (c) in the absence of the president and vice-president, a member of the Association elected to preside as chairperson by the members of the Association present and entitled to vote at the general meeting.

16. Adjournment of general meetings

- 16.1 The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Association who are present in person and entitled to vote at the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 16.2 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- 16.3 If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

17. Determination of questions arising at general meetings

- 17.1 A question arising at a general meeting of the Association is to be determined on a show of hands.
- 17.2 A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Association, is evidence of that fact unless a poll is demanded on or before that declaration.

18. Votes

- 18.1 On any question arising at a general meeting of the Association, a member of the Association (including the chairperson) has one vote only, unless:
 - (a) these rules expressly permit the vote to be given by proxy; and

- (b) they hold a member's proxy in which case they will also be entitled to vote as that other member's proxy .
- 18.2 For the avoidance of doubt, where these rules refer to a "person present in person" or words to that effect, a person whose vote is to be given via proxy is not present in person.
- 18.3 Despite subrule 18.1, in the case of an equality of votes, the chairperson has a second or casting vote.
- 18.4 A member who is entitled to attend and cast a vote at a general meeting may appoint a member of the Association as the member's proxy to attend and vote for the member at the meeting. An instrument appointing a proxy will only be valid if it is in writing under the hand of the appointer or his attorney duly authorised in writing and given to the public officer or chairman of the meeting prior to the commencement of the meeting. The instrument may specify the manner in which the proxy is to vote in respect to a particular resolution and where that so provides the proxy is not entitled to vote on the resolution except as specified in the instrument.

19. Taking of poll

- 19.1 If at a general meeting a poll on any question is demanded –
 - (a) the poll is to be taken at that meeting in the manner the chairperson determines; and
 - (b) the result of the poll is taken to be the resolution of the meeting on that question.

20. When poll to be taken

- 20.1 A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- 20.2 A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson determines.

MANGEMENT OF AFFAIRS OF THE ASSOCIATION

21. Affairs of Association to be managed by a committee

- 21.1 The affairs of the Association are to be managed by a committee of management constituted as provided in rule 24.
- 21.2 The committee –
 - (a) is to control and manage the business and affairs of the Association; and
 - (b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised and performed by members of the Association at a general meeting; and
 - (c) has power to do anything that appears to the committee to be essential for the proper management of the business and affairs of the Association.

21.3 The committee will decide on the responsible financial management of the Association including:

- (a) any suitable written delegations of power;
- (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

21.4 The committee may delegate any of their powers and functions to another committee, a member of the committee, an employee of the Association (such as an executive officer) or any other person they consider appropriate.

22. Duties of committee members

22.1 The committee members must comply with their duties as committee members under legislation and common law (judge-made law), and with the following duties:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a committee member of the Association;
- (b) to act in good faith in the best interests of the Association and to further the objects of the Association;
- (c) not to misuse their position as a committee member;
- (d) not to misuse information they gain in their role as a committee member;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in rule 29;
- (f) to ensure that the financial affairs of the Association are managed responsibly; and
- (g) not to allow the Association to operate while it is insolvent.

23. Officers of the Association

23.1 The officers of the Association are as follows:

- (a) one president;
- (b) one vice-president;
- (c) one treasurer;
- (d) one secretary.

23.2 The vice president, treasurer and secretary are to be elected by the committee from the committee members, other than the President, in such fashion as the committee deems appropriate. The vice president, treasurer and secretary is to hold office until they, as a committee member, is required to retire under rule 25.

23.3 The committee may appoint a member or employee of the Association to be the public officer for the purposes of the Act and these rules.

- 23.4 In absence of the committee appointing a person to the position of public officer of the Association, the secretary will be deemed to be the public officer, or where there is a vacancy in that position, the President is deemed to be the public officer, for the purposes of the Act and these rules.
- 23.5 The President is to hold office until the President, as a committee member, is required to retire under rule 25.
- 23.6 If a casual vacancy of officeholder occurs, the committee may appoint one of its members to fill the vacancy until the next annual general meeting.

24. Constitution of the committee

- 24.1 A person is eligible for election as committee member if:
- (a) they are a member of the Association or a representative of a member of the Association (appointed under sub rule 5.2); and
 - (b) they have consented to the nomination in a form required by the committee;
 - (c) pledge their agreement in a form required by the committee to the duties of a committee member and to such policies for the good conduct of committee members as the committee has approved from time to time.
- 24.2 The committee consists of –
- (a) the President of the Association elected at an the annual general meeting; and
 - (b) eight other committee members, provided that in the event there is insufficient nominations there ought at least be five other committee members.
- 24.3 If a casual vacancy occurs in the office of a committee member, the committee may appoint a member of the Association to fill the vacancy.

25. Term of office

- 25.1 At each annual general meeting:
- (a) any committee member appointed by the committee to fill a casual vacancy or as an additional committee member must retire, and
 - (b) at least one-third of the remaining committee members must retire.
- 25.2 The committee members who must retire at each annual general meeting under rule 25.1(b) will be the committee members, including the President, who have been longest in office since last being elected. Where committee members were elected on the same day, the member(s) to retire will be decided by lot unless they agree otherwise.
- 25.3 Other than a committee member appointed under rule 24.3, a committee member's term of office starts at the end of the annual general meeting at which they are elected and ends:
- (a) at the end of the annual general meeting at which they retire; or
 - (b) at any earlier time the members determine by special resolution.

- 25.4 Each committee member, including the President, must retire at least once every three years.
- 25.5 A committee member who retires under rule 25.1(b) may nominate for election or re-election, subject to rule 25.6.
- 25.6 A committee member who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by special resolution.

26. Election of members of committee

- 26.1 For the purposes of good governance and ensuring the interests of members in the regions of Tasmania and in any division referred to in rule 30.2 (such as the roofing and plumbing division) is represented on the committee, the members of the Association will endeavour to ensure at any election the members of the committee include members from each region and division.
- 26.2 A nomination of a candidate for election as the President of the Association, or other committee members, is to be:
 - (a) made in writing, endorsed by 2 members of the Association and accompanied by the written consent of the candidate; and
 - (b) given to the public officer of the Association at least 10 days before the day on which the annual general meeting is to be held.
- 26.3 If insufficient nominations are received to fill all vacancies on the committee
 - (a) the candidates nominated are taken to be elected; and
 - (b) further nominations are to be received at the annual general meeting.
- 26.4 If the number of nominations received is equal to the number of vacancies on the committee to be filled, the persons nominated are taken to be elected.
- 26.5 If the number of nominations received exceeds the number of vacancies on the committee to be filled a ballot is to be held .
- 26.6 If the number of further nominations received at the annual general meeting exceeds the number of remaining vacancies on the committee to be filled, a ballot is to be held in relation to those further nominations.
- 26.7 The ballot for the election of officers and other committee members is to be conducted at the annual general meeting in the manner determined by the committee.

27. Vacation of office/ casual vacancies

- 27.1 For the purpose of these rules, the office of an officer of the Association, or of other committee members or public officer , becomes casually vacant if the person holding the position:
 - (a) dies; or
 - (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or

makes an assignment of his or her remuneration or estate for their benefit;
or

- (c) becomes a represented person within the meaning of the Guardianship and Administration Act 1995; or
- (d) resigns office in writing addressed to the committee; or
- (e) ceases to be ordinarily resident in Tasmania; or
- (f) is absent from 3 consecutive meetings of the committee without the permission of the other members of the committee; or
- (g) ceases to be a member of the Association; or
- (h) fails to pay all arrears of subscription within 21 days after receiving a notice from the Association stating that the committee member has ceased to be a financial member of the Association.

COMMITTEE MEETINGS

28. Meetings of the committee

- 28.1 The committee is to meet at least six times a year at any place and time the committee determines.
- 28.2 A meeting of the committee, other than a meeting referred to in subrule 1.1, may be convened by the President or any 4 of the members of the committee.
- 28.3 Written notice of any special committee meeting is to be given to members of the committee and is to specify the general nature of the business to be transacted or alternatively advice as to where such information may be accessed electronically.
- 28.4 A special committee meeting may only transact business of which notice is given in accordance with subrule 28.3.
- 28.5 A quorum for the transaction of the business of a meeting of the committee is 4 members of the committee .
- 28.6 Business is not to be transacted at a meeting of the committee unless a quorum is present in person.
- 28.7 If a quorum is not present within half an hour after the time appointed for the commencement of –
 - (a) a meeting of the committee (other than a special committee meeting), the meeting is to be adjourned to the same day in the next week at the same time and at the same place; or
 - (b) a special committee meeting, the meeting is dissolved.
- 28.8 At each meeting of the committee, the chairperson is to be –
 - (a) the president; or
 - (b) in the absence of the president, the vice-president; or

- (c) in the absence of the president and the vice-president, a member of the committee elected to preside as chairperson by the members of the committee present in person at the meeting.
- 28.9 Any question arising at a meeting of the committee is to be determined –
 - (a) on a show of hands; or
 - (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- 28.10 On any question arising at a meeting of the committee, a member of the committee (including the chairperson) has one vote only.
- 28.11 Despite subrule 28.10, in the case of an equality of votes, the chairperson has a second or casting vote.
- 28.12 Written notice of each committee meeting is to be given to each member of the committee by one of the ways permitted by these rules

29. Disclosure of interest

- 29.1 A member of the committee or subcommittee must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of committee members (or that is proposed in a circular resolution):
 - (a) to the other committee members, or
 - (b) if all of the committee members have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.
- 29.2 The disclosure of a conflict of interest by a committee member must be recorded in the minutes of the meeting.
- 29.3 Each committee member who has a material personal interest in a matter that is being considered at a meeting of committee members (or that is proposed in a circular resolution) must not, except as provided under rule 29.4:
 - (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.
- 29.4 A committee member may still be present and vote if:
 - (a) their interest arises because they are a member of the Association, and the other members have the same interest;
 - (b) their interest relates to an insurance contract that insures, or would insure, the committee member against liabilities that the committee member incurs as a committee member of the Association;
 - (c) their interest relates to a payment by the Association under an indemnity of a committee member or any contract relating to an indemnity of a committee member;
 - (d) the committee members who do not have a material personal interest in the matter pass a resolution that:

- i. identifies the committee member, the nature and extent of the committee member's interest in the matter and how it relates to the affairs of the Association, and
- ii. says that those committee members are satisfied that the interest should not stop the committee member from voting or being present

30. Subcommittees

30.1 The committee may –

- (a) appoint a subcommittee from the committee;
- (b) appoint members of the subcommittee, or prescribe the manner in which persons are appointed or elected to positions on such subcommittee; and
- (c) prescribe the powers and functions of that subcommittee.

30.2 At the time of adopting these rules, there is a roofing and cladding division subcommittee made up of members of the Association who primarily operate as roofing and cladding plumbers. The committee is to maintain that subcommittee whilst it remains of the view that there is sufficient interest in this sub-committee, and will consider forming other sub-committees where there is sufficient interest from members concerned with a particular aspect of the plumbing industry.

30.3 The committee may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Association.

30.4 A quorum for the transaction of the business of a meeting of the subcommittee is 3 appointed members entitled to vote.

30.5 The public officer of the Association is to convene meetings of a subcommittee.

30.6 Any question arising at a meeting of a subcommittee is to be determined –

- (a) on a show of hands; or
- (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.

30.7 On any question arising at a meeting of a subcommittee, a member of the subcommittee (including the chairperson) has one vote only.

30.8 Written notice of each subcommittee meeting is to be given each member of the subcommittee.

31. Executive committee

31.1 The president, the vice-president, the treasurer and the secretary constitute the executive committee.

31.2 During the period between meetings of the committee, the executive committee may issue instructions to the public officer and servants of the Association in matters of urgency connected with the management of the affairs of the Association.

31.3 The executive committee is to report on any instructions issued under subrule 28.2 to the next meeting of the committee.

SUBSCRIPTION

32. Annual subscription

- 32.1 The annual subscriptions payable by members of the Association shall be determined by the committee and tabled at each Annual General Meeting. The current subscriptions are those tabled at the general meeting where these rules were adopted by the members.
- 32.2 The committee may waive a portion of the annual subscription for members admitted to membership part way through a financial year.
- 32.3 The members of the Association may alter the annual subscription by special resolution at a general meeting.
- 32.4 The annual subscription of a member of the Association is due and payable on or before the first day of each financial year of the Association.
- 32.5 The committee may make decisions on collection and write offs in respect to debts of its members.

NOTICES OF MEETINGS ETC

33. Service of notices and requisitions

- 33.1 Except as otherwise provided by these rules, a document or notice may be given, served or otherwise under these rules on a person by –
 - (a) giving it to the person;
 - (b) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document;
 - (c) faxing it to the person's fax number;
 - (d) emailing it to the person's email address; or
 - (e) sending it to any other internet based messaging address, SMS message address or number, or other electronic message address or number nominated by the member; or
 - (f) by notifying the person in any of the ways referred to above that the document or notice is available at a specified location whether it be electronic or otherwise.
- 33.2 If the Association does not have an address for a member, the Association is not required to give notice to the member.
- 33.3 Notice to the Association, a committee member, or the public officer by
 - (a) leaving it at the Association's office;;
 - (b) leaving it at, or sending it by post to, the Association's postal address of business;

- (c) sending it to the Association's fax number notified by the Association to the members as the Associations' fax number; or
- (d) sending it to an email address (including other internet based messaging address) or other electronic address notified by the Association to the members as the Associations address.

33.4 A notice:

- (a) delivered in person, or left at a persons' address is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email fax or other electronic method, is taken to be given on the day it is sent; and
- (d) given under sub rule 33.1(f) is taken to be given on the day the notification that the notice or document is available is sent.

33.5 The mere failure of to give notice to members of the Association or members of the committee of a meeting strictly in accordance with these rule will not itself invalidate the meeting the subject of the notice provided the majority of members entitled to receive the notice, or in the case of a meeting the subject of a special resolution, a special majority, so received the notice.

MISCELANOUS ISSUES AS TO MEETINGS

34. Technology to hold meetings

The Association, including the committee, may hold any meeting at multiple venues using technology that gives the relevant members as a whole a reasonable opportunity to participate, including to hear and be heard. Any person using this technology is taken to be present in person at the meeting.

34.1 Circular resolutions

- (a) Notwithstanding any rule in these rules, the members of the Association, the committee, subcommittee or executive may pass a circular resolution without a meeting being held.
- (b) A circular resolution is passed if all the members entitled to vote on the resolution endorses or otherwise agrees to the resolution in the manner set out in this rule.
- (c) Each member may endorse:
 - i. a single document, virtual document or message setting out the resolution and containing a statement that they agree to the resolution, or
 - ii. separate copies of the resolution, as long as the wording of the resolution is the same in each copy.

- (d) A circular resolution is passed when the last member endorses or otherwise agrees to the resolution in the manner set out in this rule.

DISCIPLINARY PROCESS

35. Disciplining members

- 35.1 In accordance with this rule, the committee may resolve to warn, suspend or expel a member from the Association if the committee consider that:
 - (a) the member has breached these rules including any by-laws of the Association;
 - (b) the member has breached any by-laws, or
 - (c) the member's behaviour is causing, has caused, or is likely to cause harm to the Association, or is otherwise detrimental to the interests of the Association which may include, but is not limited to;
 - i. engaging in conduct which the Association which other members reasonably object;
 - ii. does not operate their business in accordance with good practice;
 - iii. does not manage the financial affairs of their business in accordance with good practice; or
 - iv. undertakes work that does not meet the standard reasonably expected of a competent plumber; or
 - (d) ceases to meet the eligibility criteria for membership under rule 1.1(a).
- 35.2 At least 14 days before the committee meeting at which a resolution under rule 35.1 will be considered, the committee must notify the member in writing:
 - (a) that the committee is considering a resolution to warn, suspend or expel the member;
 - (b) that this resolution will be considered at a committee meeting and the date of that meeting;
 - (c) what the member is said to have done or not done ;
 - (d) the nature of the resolution that has been proposed; and
 - (e) that the member may provide an explanation to the committee, and details of how to do so.
- 35.3 Before the committee passes any resolution under rule 35.1, the member must be given a chance to explain or defend themselves by:
 - (a) sending the committee a written explanation before that committee meeting, and/or
 - (b) speaking at the meeting.
- 35.4 After considering any explanation under clause 35.3, the committee may:
 - (a) take no further action;
 - (b) warn the member;

- (c) suspend the member's rights as a member for a period of no more than 12 months;
 - (d) expel the member ;
 - (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
 - (f) require the matter to be determined at a special general meeting.
- 35.5 The committee cannot fine a member.
- 35.6 The committee must give written notice to the member of the decision under rule 35.4 together with reasons for the decision, and alerting them to any right of appeal under these rules as soon as possible.
- 35.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 35.8 The expulsion or suspension of a member by the committee under subrule 35.4 does not take effect until the later of the following:
- (a) the fourteenth day after the day on which a notice is served on the member under subrule 35.6;
 - (b) if the member exercises his or her right of appeal under rule 36, the conclusion of the special general meeting convened to hear the appeal.
- 35.9 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this rule.

36. Appeal against expulsion

- 36.1 A member may appeal against an expulsion or suspension by the committee under rule 35.4 by serving on the public officer of the Association, within 14 days after the service of a notice under rule 35.6, a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- 36.2 On receipt of a requisition, the public officer is to immediately notify the committee of the receipt.
- 36.3 The committee is to cause a special general meeting to be held within 21 days after the day on which the requisition is received.
- 36.4 At a special general meeting convened for the purpose of hearing an appeal under this rule –
- (a) no business other than the question of the expulsion is to be transacted; and
 - (b) the committee may place before the meeting details of the grounds of the expulsion and the committee's reasons for the expulsion; and
 - (c) the expelled member must be given an opportunity to be heard; and
 - (d) the members of the Association who are present are to vote, by person or proxy, by secret ballot on the question of whether the expulsion or suspension should be lifted or confirmed.

- 36.5 If at the special general meeting a majority of the members present vote, in person or by proxy, in favour of the lifting of the expulsion or suspension –
- (a) the expulsion or suspension is lifted; and
 - (b) the expelled member is entitled to continue as a member of the Association.
- 36.6 If at the special general meeting a majority of the members present vote, by person or by proxy, in favour of the confirmation of the expulsion or suspension:
- (a) the expulsion or suspension takes effect; and
 - (b) the expelled member ceases to be a member of the Association.

37. Dispute Resolution - mediation

- 37.1 The dispute resolution procedure in this rule applies to disputes (disagreements) under these rules between a member or committee member and:
- (a) one or more members;
 - (b) one or more committee members, or
 - (c) the Association.
- 37.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under rule 35 until the disciplinary procedure is completed.
- 37.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 37.4 If those involved in the dispute do not resolve it under rule 37.3, they must within 10 days:
- (a) tell the committee about the dispute in writing;
 - (b) agree or request that a mediator be appointed; and
 - (c) attempt in good faith to settle the dispute by mediation.
- 37.5 The mediator must:
- (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the committee, or
 - ii. for other disputes, a person chosen by the president of the Law Society of Tasmania.
- 37.6 A mediator chosen by the committee under rule 37.5(b)i:
- (a) may be a member or former member of the association;
 - (b) must not have a personal interest in the dispute; and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 37.7 When conducting the mediation, the mediator must:

- (a) allow those involved a reasonable chance to be heard
- (b) allow those involved a reasonable chance to review any written statements
- (c) ensure that those involved are given natural justice, and not make a decision on the dispute.

38. Unresolved Disputes

- 38.1 A dispute between a member of the Association, in the capacity as a member, and the Association unresolved under rule 37 is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011.
- 38.2 This rule does not affect the operation of rule 36.

MISCELLANEOUS

39. Seal of Association

- 39.1 The seal of the Association is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- 39.2 The seal is not to be affixed to any instrument except by the authority of the committee.
- 39.3 The affixing of the seal is to be attested by the signatures of –
 - (a) two members of the committee; or
 - (b) one member of the committee and the public officer of the Association or any other committee member.
- 39.4 If a sealed instrument has been attested under subrule 39.3, it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the committee.
- 39.5 The seal is to remain in the custody of the secretary or the public officer of the Association.
- 39.6 Documents, including instruments, may be executed by the Association without affixing the seal, provided that the document is executed by the signatures:
 - (a) two members of the committee; or
 - (b) one member of the committee and the public officer of the Association or any other person the committee may appoint for that purpose;PROVIDED they do so with the authority of the committee.

40. Industrial Agreements

In accordance with rule 0 industrial agreements and other documents may be entered into and executed by and on behalf of the Association by the President or a Vice-President and the Secretary or one other members of the committee acting under the authority of a resolution of the committee.

41. Alteration to Rules

These rules may be altered only by special resolution, and otherwise comply with section 18 of the Act .

42. By Laws and policies

The committee may pass a resolution to make-by laws or policies to give effect to this constitution. Members must comply with such by-laws and policies as if they were part of this constitution.

43. Dissolution and Winding up

43.1 The Association may be wound up by special resolution.

43.2 Upon winding up the Property of the Association shall be applied –

- (a) in payment of all just debts and liabilities of the Association owing to persons other than members; then
- (b) in payment of all just claims of members and other persons claiming any relief or other benefit from the Association; then
- (c) to some other Association, corporation 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.

44. Procedure

44.1 Where it is found that there are limitations in respect of procedure so far as the rules are concerned the committee may develop rules, and in absence of such rules the normal standing orders in relation to Parliamentary procedure shall be followed.

44.2 Where it becomes apparent that an act or omission in respect to a procedure has not been done or was omitted to be done in breach of these rules, the majority of the members of the committee or Association as the case may be may ratify the act or omission .