

AUSTRALIAN TILE COUNCIL INC.

CONSTITUTION – Amended 26th May 2008.

PRELIMINARY

1. in this Constitution, unless there is something in the subject or context to the contrary:

“ NATIONAL ASSOCIATION “ means the Australian Tile Council incorporated;

“ COMMITTEE “ means the management committee of the Association at the National or Division level as appropriate

“ EXECUTIVE COMMITTEE “ means the President, Vice President, Treasurer, Secretary (if applicable CEO) of the Association at National or Division level as appropriate

“ FINANCIAL YEAR “ shall be from 1st January to 31st December

“ MEETING “ means a General Meeting of the members of the Association convened in accordance with these Rules;

“ MEMBER “ means a member of a Division of the Association

“ THE ACT “ means the South Australian Associations incorporation Act 1985

“ THE REGULATIONS “ means the South Australian Association Regulations 1985

“ RESOLUTION “ means a resolution of the Association passed at a meeting of the members of the Association by a majority of those members present personally or by proxy who are eligible to vote at that Meeting.

“ SPECIAL RESOLUTION “ means a resolution of the Association:

1. Passed at a meeting of the Association, being a meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution has been duly given, and

2. Passed at a meeting, referred to in paragraph 1 by majority of not less than three quarters of such members of the Association as , being entitled to do so vote in person or where proxies are allowed by proxy, at that meeting.

“ IN WRITING “ means written or printed or partly written and partly printed. Words importing the singular number include the plural and vice versa, and words importing the masculine gender shall include the feminine gender and the neuter gender. Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Associations incorporation Act 1985

“ SUBSCRIPTION “ means a minimum of \$100 of money paid for membership.

OBJECTS

2 The objects for which the Association is established are:

- a. To promote the use of wall and floor tiles and to further the interests of those engaged in the industry and those associated with the use of wall and floor tiles;
- b. To act in Council with or affiliate with other Associations or organizations throughout Australia having the same or similar objects of the Association;

- c. If considered desirable in the interests of the industry, to apply for and become registered as an industrial organization of employers under the Australian industrial law and to represent members and the industry generally in Australian industrial matters;
 - d. To promote or to oppose as the case may be, legislative measures affecting the industry and to represent the members of the Association in relation to such proposed legislation;
 - e. To undertake the settlement by arbitration under the provisions of the laws of the Commonwealth of any disputes arising in connection with the industry or of the business of any members of the Association;
 - f. To conduct such publicity campaigns by any means as from time to time be deemed necessary;
 - g. in furtherance of the objects of the Association to print, publish and issue and circulate books papers circulars and other literary productions;
 - h. To establish and maintain a statistical bureau for the collection and dissemination of information of any kind that may be of value to members;
 - i. To approach Government Ministers of the Crown and government departments and any other bodies or persons and to negotiate with them for the general welfare of the Association;
 - j. To invest and deal with moneys or property of the Association in such manner as may be from time to time determined;
 - k. To open and operate and to close any bank account with any bank in any of the States of the Commonwealth;
 - l. To purchase or lease or exchange or hire or otherwise acquire any of the real property or personal property which the Association may consider convenient for any of its purposes;
 - m. To sell lease mortgage charge dispose of or otherwise deal with any of the assets property rights of the Association in the furtherance of any of its objects;
 - n. Generally to take steps do do such things in furtherance of the objects of the Association which the members may seem appropriate for the promotion of the interests of the members;
 - o. To promote the accreditation of tile fixers by the Australian Tile Council;
 - p. To promote tile fixing as a desirable and worthwhile trade through schools, career advisors, employment agencies and any other institution which may be involved in the guidance of people seeking employment;
 - q. To do such acts and things as are incidental to the attainment of the above objects.
- 3.
- a. The funds of the Association shall be derived from entrance/application fees, annual subscriptions, donations, sponsorship and such other sources as the committee determine. The committee may set entrance/ application fee and any conditions attached thereto from time to time.
 - b. The income and property of the Association wheresoever derived shall be applied solely towards th epromotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Association. Provided that nothing herein shall prevent payment in good faith of remuneration to any officers or servants of the Association or any member of the Association or other person in return for any service actually rendered to the Association.
- 4
- Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time he is a member or within one year thereafter for payment of the debts and liabilities of the Association contracted before the time at which he ceases to become a member and of the costs and charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Two Dollars.
- 5
- If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities there remains any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given up or transferred to some other institution or institutions 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 or in default thereof by such Judge of the Supreme Court of South Australia as may have or acquire jurisdiction in the matter.

DISSOLUTION

6. The Association may be wound up or dissolved with the consent of three quarters of the members present and eligible to vote at an Extraordinary General Meeting duly summoned for the purpose in accordance with Articles 73 and 74.

DIVISIONS

7. The National Committee shall nominate and from time to time may re-define Divisions, the collective territory of which constitute the entire area of Australia.
8. The Division Committee shall be elected by those entitled to vote at the Division Annual General Meeting. All nominations must be in writing on the prescribed form; nominated and seconded by members entitled to vote and signed by the nominee accepting the nomination as his wish to stand for election.
9. Divisions shall be members of the Australian Tile Council incorporated and shall take as their title the words: Australian Tile Council inc plus the name of their Division.
10. Divisions shall together constitute the Australian Tile Council incorporated and shall elect a number of delegates to the Management Committee as follows:
 - New South Wales: 2 delegates
 - Victoria: 2 delegates
 - Queensland: 2 delegates
 - South Australia: 2 delegates
 - Western Australia: 2 delegates
 - Australian Capital Territory: 1 delegate
11. The Divisions are empowered to appoint, change and/or replace delegate/s to form part of the National Committee. Upon making any appointment or change the Division Committee accepts the responsibility to promptly, in writing advise the National Association of the full names and addresses of current delegates
12. Wherever in any State there is more than one organization of the Tile Industry, the National Committee shall have the power to determine which organization shall be recognized by the National Association as Division Tile Council within the meaning of these rules.

MEMBERSHIP

13. Persons or companies who carry out business in a State (Division) shall be entitled to apply for membership In that State (Division), irrespective of his State of residence
14. Each applicant for membership shall be required to meet the criteria as determined by the Committee from time to time and set forth in the Rules published by the Committee.
15. Membership Categories are:
 - a. Individual Members-
Shall be persons or corporations who are wholesalers/retailers of wall and floor tiles.
 - b. Industry/Corporate Members –
The Association may at it's discretion admit as an industry/corporate member any company, partnership or person other than a retailer or wholesaler having an interest in the wall and floor tile or building industry
 - c. Tile Fixers, Tile Sealers, Tile Cleaners and other ancillary services are offered the choice of Full or Associate membership.

- d. Honorary/Life Membership –
May be appointed by the Association to a person or organization for outstanding service to the ceramic tile industry. They have the same rights as a full member but do not have to pay a subscription.
 - e. Associate Member – (see also c. above)
Payment of a membership subscription entitles only a nominated store, where a business has more than one store to be admitted as a Full member; if the member has further stores under the same directorship may join such stores as associate members at a reduced subscription. Associate members shall enjoy all the rights of a full member, except the right to present, speak and vote on motions placed before the Association.
 - f. National Membership –
 - i. The National Association may at it's discretion admit as a National Member any company, partnership or person other than a retailer having an interest in the wall and floor tile or building industry. National Members shall pay an annual subscription to the National Association as determined by the National Committee from time to time.
 - ii. A National Member shall be entitled to –
 - i. Listing on the National Website as a National Member
 - ii. Membership in each State in each State/Division in which he resides.
 - iii. To have up to two (2) representatives attend National Conference as observer/s free of observer fees which will be met by the National Association
 - iv. National Members shall exercise any voting rights at State (Division) level
 - v. Have input at National Conference through the individual State delegates.
- 16.
- a. The Committee may offer International Membership to such persons, organizations or corporations who, while not eligible for ordinary membership, are operating within the industry either in Australia or overseas and who are deemed to be suitable members of the Association.
 - b. International members shall have no voting rights as members nor be eligible to stand for election or to appoint a representative for election to any office within the Association.
17. An industry/corporate member shall nominate an individual representative to attend meetings and for other purposes and the industry/corporate member may nominate an alternative or substitute individual from time to time. Each industry/corporate member shall advise the Association in writing of the nomination or change in the nomination of such representative.
18. Industry/corporate members accepted in more than one Division may nominate a representative for each Division in which they operate.
- 19 Unless otherwise provided in this Constitution, the individual representative of any member shall have all the power and rights and obligations to nominate for election to any office within the Association, except that no member may have more than two (2) representatives elected to National office
20. An application for membership shall be in such form and contain such details of the applicant as the committee may from time to time prescribe and shall be signed by the applicant and two financial members nominating him. The application together with the fees payable shall be forwarded to the Division in which is located.
21. Each applicant for membership shall contain an undertaking that if admitted, the applicant will agree to be bound by the Constitution of the Association and any Rules or Code of Ethics of the Association as may from time to time be applicable.
22. The relevant Division Committee or its appointee shall interview the applicant.

23. The Committee may accept or reject any application in its absolute discretion having regard to any report from other Divisions and shall notify the applicant of the decision but shall not be obliged to give any reasons for rejecting any application. Any applicant rejected may re-apply not sooner than twelve months after the initial application has been processed.
24. Any member shall be permitted to use the ATC logo from the time of admission during the term of his membership and subject to such terms as the Committee may impose by Rules or otherwise.
25. All new members shall be issued with a certificate showing membership of the Association and a copy of the Constitution, a copy of the Code of Ethics and copies of the current Rules and Regulations.
26. Any industry/corporate/national member having any change of directors, principals or significant change in management , or any corporate member having a change in beneficial ownership whether directly indirectly, or any shares or interest in the member such that there is a change of controlling interest of such member shall be required to notify the Association in writing of such change. The Committee may, at its absolute discretion require such a member to lodge a new application and to meet the membership criteria then applicable, or take any other action as it sees fit.
27. All annual subscriptions shall become due and payable on 1st January each year and payment should be finalized by 31st March. Refer Article 36 for the consequence of and procedure for handling of overdue subscription payments.
28. An application fee for membership and any conditions attached thereto may from time to time be fixed by the Committee.
29. Subscriptions are payable to the Division for which has applicant has applied for membership. Divisions may be required to remit a part of each subscription to National office as determined at each National Annual General Meeting.
30. The Committee shall have the power from time to time to impose a levy or levies in addition to the annual subscription and to prescribe the time or times which any such fee shall be payable.
31. Failure by a member to pay all moneys pursuant to this Constitution shall be dealt with in accordance with Article 36.

DETERMINATION OF MEMBERSHIP

32. Members may resign their membership by giving one months notice in writing to their Division Committee but shall be liable for the payment of any subscription, levy or other moneys due and payable to the Association up to the date such resignation shall take effect.
33. Membership of individual members shall cease automatically on death or if the member is declared bankrupt or his estate is brought under any laws relating to mental health.
34. Membership of industry/corporate/national membership shall cease automatically as follows:
 - a. in the case of a partnership, upon dissolution of the partnership or if a Receiver of partnership assets is appointed.
 - b. in the case of a company, upon appointment of a liquidator, or Provisional Liquidator or if a Receiver and Manager of its assets is appointed or if the enters into any scheme of arrangement or composition with its creditors or is placed under official management or other form of insolvency administration.
 - c. in the case of any other business entity, it shall be placed under any form of insolvency administration.

- 35 Membership may also be terminated or suspended for disciplinary action of the Committee under Article 51, or if in the opinion of the Committee the member has ceased to carry on business of a nature making him eligible for membership or has otherwise ceased to comply with the criteria for membership set forth in the Rules published by the Committee.
- 36 Any member of the Association failing to pay his annual subscription or any other levy or fees as herein provided within one month after same becomes due shall be given notice in writing by the Secretary to pay same and if the annual subscription or other levy or fees remains unpaid for seven days after such notice he may have his membership terminated.
37. Any resignation or other termination or suspension of membership shall not relieve a member from his liability to pay any moneys due by him to the Association.
38. On the termination or suspension of membership for any reason neither the member nor the representative of such member shall have any interest in the Association or its property, nor shall such member or representative have or be entitled to claim any rights or privileges of membership of the Association.

MANAGEMENT OF THE ASSOCIATION

39. The general management of the Australian Tile Council inc shall be vested in the Committee, who may exercise such powers as are not by the Act or by this Constitution required to be exercised by the ATC in general meeting. Refer also to Article 43.
40. The National Committee shall consist of the delegates from each Division as per Article 10, who take office with effect from the Annual General Meeting and shall hold office until the next Annual General Meeting when all offices are declared vacant. Retiring officers may offer themselves for re-election at that time. Businesses with membership in more than one Division are limited to two representatives on the National Committee.
- 41 The office of an officer of the Association or an ordinary member of the Committee becomes vacant if the Officer or member –
- a. ceases to be a member of the Association; or
 - b. becomes an insolvent under administration within the meaning of corporate law; or
 - c. resigns from office by notice given in writing to the Secretary; or
 - d. becomes ineligible under Articles 51 and 52.
- Any casual vacancy occurring on the National Committee shall be filled by a nominee of the relevant Division.
- 42
- i. The Committee shall elect/appoint a President, Vice President, Honorary Treasurer and other members to the Executive Committee. As far as is practicable the Executive Committee should include representatives from
 - ii .All offices are declared vacant and the outgoing President must vacate the Chair. A non delegate attendee in the case of National and a non committee person in the case of a State/Division is asked to conduct the election.
At National only delegates or properly appointed proxies declared twenty four (24) hours prior to the election are permitted to vote; they have one (1) vote only. The result of the vote (numbers) shall be recorded in the minutes. The newly elected President shall not take the Chair until all Office Bearers are elected.
 - iii. In the case of a deadlock of votes for any office the Chairperson (who is an independent, not an elected officer) has no casting vote and to ensure impartiality the Chairperson will adjourn the meeting for fifteen (15) minutes to provide an opportunity to bring about a definitive result.
The election of any office not determined due to a deadlock situation will be adjourned to a future date and time as determined by all of the delegates. The delegates may appoint a temporary person to that office until the situation is resolved.

43. Any or all of the powers and duties of the Committee contained herein may, by resolution of the Committee, be delegated to and vested in the Executive Committee on such terms as the Committee may resolve to delegate such of their respective powers and duties to Division Committees on such terms as they may prescribe from time to time.
44. To the extent that Article 39 may be subject to the provisions of any resolution subsequently passed by the Association in general meeting, no such resolution shall invalidate any prior act of the Committee which would have been valid if such resolution had not been passed.
45. Subject to this Constitution and the direction of the Committee, Divisions of the Australian Tile Council shall have the full power to manage and supervise their own business and general affairs.
46. Each Division Committee shall elect /appoint delegates to attend the next National Conference. (see Article 40).
- 47.
- i. Each Division Committee shall comprise not less than four nor more than fifteen members including the President . (see Article 40).
 - ii. For a State or Territory to have a vote or propose a motion at National meetings a minimum of four (4)paid up financial members is required to form a Division committee.
 - iii. To ensure that anyone wishing to be a member is not disadvantaged by the absence of a ratified Division within their State or Territory, membership is available and welcomed within their nearest State or Territory.
48. The elected Division Committee shall elect/appoint a President, Vice President, Secretary/Treasurer who shall comprise the Division Executive Committee.
49. Other than the proportion of member subscriptions remitted to National office, all funds raised within a Division shall belong exclusively to members in that Division who may use them for promotion or other purposes to further the interests of the industry.
50. Each Division Committee may delegate any of its powers and responsibilities to a sub-committee consisting of such members as it thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any directions imposed on them by the Committee.

DISCIPLINARY POWERS

- 51.
- i. The Committee shall have the power in its absolute discretion to either expel any member or declare his membership terminated or suspend his membership either for a fixed period or indefinitely or to impose a fine or issue a reprimand to any members , if in the opinion of the Committee:
 - a. the member has committed a breach of the Constitution or of any Rules or Code of Ethics published from time to time by the Committee;
 - b. the member has acted in a manner detrimental or prejudicial to the interests of the Association or which may tend to bring the Association into contempt or disrepute;
 - c. the member obtained his membership by improper means or without required qualifications;
 - d. the member is not or is no longer a desirable as a member of the Association.

in exercise of such powers the Committee may to the extent it thinks fit take into account any available recommendations of the relevant Division Committee. The Committee shall not be required to give reasons for any decision it may make under this Article.

- ii.
 - a. The Australian Tile Council in general meeting may, by resolution, remove any member of the Committee before the expiration of the members term of office and appoint another member in his place to hold office until the expiration of the term of the first mentioned member.
 - b. a Committee member who is the subject of a proposed resolution referred in sub-rule ii a, may make representation in writing to the Secretary or President of the Association (not exceeding reasonable length) and may request that the representations be provided to the members of the Association
 - c. The Secretary or President may give a copy of the representations to each member of the Association or, if they are not given, the member may require that they be read out at the meeting.

52.

- a. Should the Committee decide to expel or suspend a member or otherwise declare his membership terminated or impose a fine upon a member, such member shall have the right of appeal against such decision by the Committee
- b. If an appeal is lodged against a decision of the Committee to expel or suspend or otherwise terminate the membership of a member, that membership shall be treated as suspended during the period from lodgment of the appeal until the appeal is disposed of by decision of the Committee or by earlier withdrawal. The provisions of Article 38 shall apply to such period of suspension of membership.
- c. Any appeal by a member under Article 52 b is to be lodged in writing within 14 days of the penalty being handed down and must include a summary of grounds on which the appeal is based. The Committee shall then within a further 14 days advise of the date and place at which the appeal will be heard and shall advise the appellants of the procedure to be adopted in accordance with the Policy and Procedures of the Association.

53. The Treasurer shall collect fees, levies and other moneys payable on account of the Association, pay all accounts authorized by the Association and shall keep correct accounts and books relating to all financial matters showing fully the financial affairs of the Association and such accounts and books shall show particulars as are usually shown in books and accounts of a like nature. The Treasurer and one other nominated member of the Executive shall be signatories to all cheques, drafts, bills of exchange, promissory notes and all other negotiable instruments.

54 The treasurer, with the consent of the Committee may assign the performance of any or all of his duties to an appointee but shall nevertheless be responsible for the proper performance of such duties.

CHIEF EXECUTIVE

55. A CEO and or Secretary may be employed by the National Committee under such terms and conditions as it Shall deem in the best interests of the Association.

56 The CEO/Secretary shall perform such duties as the Committee requires and shall;

- a. keep the minutes of the Annual General Meeting and all meetings of the Committee in books provided for that purpose.
- b. see that all notices are duly given in accordance with the Constitution and as are required by law.
- c. be the custodian of the corporate records.
- d. see that the Seal of the Association is properly affixed to all documents, the execution of which on behalf of the Association under its seal has been duly authorized, and
- e. keep a register of the full name, postal address, Division designation, firm or corporation with which associated, membership classification of each member and such information as the Committee may from time to time direct.

- 57 The Committee shall have the authority to appoint the CEO/Secretary as assistant Treasurer of the Association for the purpose of performing such duties as may be assigned by the President, Treasurer or Committee.
- 58 The Committee may meet together either in person or by telephone, facsimile, radio conference television or any other form of audio or audio-visual instantaneous communication for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit. A resolution passed at such conference shall, notwithstanding that the Committee members are not present together at one place at the time of the conference, be deemed to have been passed at a meeting of the committee held on the day and at the time of which the conference was held.
- 59 Questions arising at any meeting shall be decided by a majority of votes; in case of an equality of votes the Chairman shall have a second casting vote.
60. A Committee member shall not vote in respect of any contract in which he is interested, whether directly or indirectly or in respect of any matter arising out of such contract or proposed contract, and if he does so vote his vote shall not be counted, unless such Committee member has made a full disclosure to the Committee and obtained prior approval of the committee to vote in relation thereto.
- 61.
- a. A Division Management Committee may appoint a person who is eligible for election as a delegate to be an alternative delegate for such period as the executive may in writing nominate. An alternative delegate is entitled to notice of meetings and if the elected delegate is not present at such meeting to vote in his stead.
 - b. The appointment of an alternate delegate may at any time be terminated by the Division Management notwithstanding that the period of appointment has not expired and terminates in any event if the elected delegate vacates office.
- 62 The President and any two delegates may and in the case of a Division on the requisition of the President or any two delegates shall at any time summon a meeting of the Committee.
63. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed shall be six, or in the case of a Division shall be four.
64. The President or in his absence the Vice President shall be Chairman of all Committee meetings, provided that if at any meeting the President or Vice President is not present within five minutes after the appointed time for holding of same, the delegates present may choose one of their number to be Chairman of the meeting.
65. The Committee may appoint a sub-committee of its members, in addition to the Executive Committee consisting of such members as it thinks fit, to whom it may delegate any of its powers. Any sub-committee so formed shall have in the exercise of its powers so delegated to conform to any regulations that may be imposed on them by the Committee.
66. All acts done by any meeting of the Committee or a sub-committee or by any person acting as a delegate, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such delegates or persons or that any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a delegate.

PROCEEDINGS OF THE MANAGEMENT COMMITTEE

- 67 The Management Committee may meet together for the conduct of business, adjourn or otherwise regulate their meetings as they see fit. Questions arising shall be decided by a majority of votes, and in the case of equality of votes the Chairman shall have a second or casting vote.

- 68 A Management Committee member may or in the case of a Division the Secretary on the requisition of a Management Committee member shall at any time summon a meeting of the Executive Committee.
- 69 The quorum necessary for the transaction of any business of the Management shall be four (5) at National level and four (4) at Division level.

GENERAL MEETINGS

- 70 A General meeting of members of the Association shall be held once in every calendar year at such time to 30th June each year at such place as may be prescribed by the Committee. In default of a General meeting being so held, a General Meeting may be convened by five members, or in the case of Divisions by six members in the same manner as nearly as possible as that in which meetings are to be convened by the Committee.
- 71 The above mentioned meeting shall be called the Annual General Meeting. All other meetings shall be called Extraordinary General Meetings.
72. Business to be transacted at an Annual General Meeting of the Association shall be:
- a. presentation of Annual reports from the President and the Treasurer
 - b. presentation of accounts, balance sheet and Auditors Report
 - c. election of the Executive Committee and other Office Bearers
 - d. Any other business notified in writing to the National office not less than thirty days prior to the Annual General Meeting.
73. The Committee whenever they think fit, convene an Extraordinary General Meeting. If at that time there are not within Australia sufficient members capable of acting to for a quorum, any Committee member and any five members of the Association, or in the case of a Division six may convene an Extraordinary General Meeting in same manner as near as possible as that in which meetings may be convened by the Committee,
- 74 Subject to the provisions of the Act relating to special resolutions, at least twenty one days notifying specifying the place, the day and the time of the meeting and in the case of special business, the general nature of that business shall be given in the manner hereinafter mentioned, to such persons as are entitled to receive such notices from the Association. However with the consent of all members entitled to receive notice, a particular meeting may be convened at shorter notice and in such manner as those members may think fit.
- 75 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings of any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

76. Except as herein under provided, no business shall be transacted at any general meeting unless a quorum of five (5) members or in the case of a Division four (4) is present in person or by proxy at the time when the meeting proceeds to business.
77. If within fifteen minutes from the appointed time for general meetings a quorum is not present if convened upon the requisition of members shall be dissolved. In any other case, it shall stand adjourned to such time and place as the Committee determine. If at the adjourned meeting a quorum is not present within fifteen minutes of the appointed time for the meeting the members shall be a quorum.
78. The President or in his absence the Vice President shall preside as Chairman at every general meeting of the Association. If both the President and Vice President are absent the members present shall choose one of the delegates to act as Chairman; if there is no delegate present who wishes to act as Chairman the members present shall choose one of their number to be Chairman.

79. The Chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting to another time and place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the adjourned meeting.
80. When a meeting is adjourned for ten days or more notice of the adjourned meeting shall be given as in the of an original meeting.
81. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
82. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded by at least two members entitled to vote in person or by proxy. Unless a poll is demanded, a declaration by the Chairman that the resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that is made in the minutes of the Association shall be conclusive evidence of the fact of the votes recorded in favour of or against that resolution.
83. If a poll is duly demanded it shall be taken as the Chairman directs and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
84. In the case of an equality of votes, whether on a show of hands or on a poll the Chairman shall have a second or casting vote.
85. A poll demanded on the election of a chairman or on a question of adjournment, shall be taken forthwith. A poll on any other question shall be taken at such time as the Chairman directs.

VOTES OF MEMBERS

86. Every member of the Association entitled to vote shall have one (1) vote at any meeting of members of the Association be it National or Division. (See Article 15e and Article 87)
87. Any member carrying on business in more than one Division entitled to vote shall be limited to two (2) votes at any General Meeting of the Association at National Level.
88. No member shall be entitled to vote at any meeting of members unless all moneys presently owed and payable by him to the Association as subscriptions, levies or fines have been paid.
89. On a poll votes may be cast personally, by proxy or by representative.
90. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing. A proxy must be a member of the Association.
91. Each member is entitled to appoint another as a proxy by notice given to the President or in a Division the Secretary no later than 24 hours before the time of the meeting of which the proxy is appointed or adjourned meeting.

MINUTES/CUSTODY AND INSPECTION OF BOOKS AND RECORDS

92. The Committee shall cause minutes to be kept and maintained in the most suitable form viz
- a. of all appointments of officers made by the Committee
 - b. of the names of the Committee members present at each meeting and of each sub-committee
 - c. of all resolutions of the Association, the Committee, the Executive and of sub-committees.

93. The Committee shall cause proper accounts to be kept with respect to:
- a. all sums of money received and expended by the Association and the matter in which the receipt and expenditure takes place;
 - b. all sale and purchases of goods by the Association;
 - c. the assets and liabilities of the Association and
 - d. such matters as are required by the Act
94. The accounts shall be kept at the registered office of the Association or such place/s as the committee sees fit, and Shall be open for inspection by the Committee.
95. All accounts, books and records shall be available for inspection by any member/s requesting same. Members may take copies of such records if they wish.

Delete Article 96 and 97 – Covered elsewhere in the Constitution.

AUDIT

96. Auditors shall be appointed at the Annual General Meeting.

NOTICES

- 97.
- a. a notice may be given by the Association to any member personally, by facsimile, electronically or by post to his registered address or postal address.
 - b. where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of meeting at the expiration of forty eight hours after the letter is posted or in any other case at the time at which the letter would have been delivered in the ordinary course of the post.
- 98 Notice of every general meeting shall be forwarded to every member entitled to receive same.

INDEMNITY

99. Any delegate or Executive Committee member and any person employed by the Association shall be entitled to be indemnified out of the funds of the Association against all liabilities incurred by him in his capacity as a Delegate or employee in defending any proceedings whether criminal or civil, in which judgment is given in his favour or he is acquitted.

SEAL OF THE ASSOCIATION

100. The seal of the Association shall only be affixed to any deed or instrument by authority of a resolution passed at a meeting of the Committee or Executive Committee, and any such document or instrument shall be signed by at least one Delegate and countersigned by another Delegate, or by the Treasurer or any other person appointed by such meeting.

INTEREST NOT TRANSFERABLE

101. No interest of any member of the Association shall be sold, encumbered or transferred to any person whatsoever provided that this Article shall not prevent any member for assigning or transferring any interest he may have as a mortgage or debenture holder.

ALTERATION OF CONSTITUTION AND RULES

- 102 Any general meeting duly convened for the purpose shall be empowered to repeal and/or amend any of the Articles of the Constitution by special resolution provided that requisite notice of the resolution has been given.
- 103.
- a. the committee shall have the power to propose the adoption of Rules governing the affairs of the Association or the amendment or repeal of such Rules and amendment of the Code of Ethics. The Committee shall refer such proposals to the Divisions and changes shall not come into effect unless they are ratified by properly proposed and resolved by the Division members.
 - b. Upon such ratification the Committee shall publish such Rules or Code and cause to be distributed to all members and same shall be binding on all members of the Association from the date of publication by the Committee.
104. The Division Committees shall have the same powers as shown in 103a and b. above. Division Rule and Code proposals cannot be ratified if they are inconsistent with those of the National Association.

GRIEVANCE PROCEDURE

- 105
- a. The grievance applies to disputes between –
 - i. a member and another member; or
 - ii. a member and the Association.
 - b. The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within fourteen days after the dispute comes to the attention of the parties.
 - c. if the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must within ten days, hold a meeting in the presence of a Mediator.
 - d. the Mediator must be –
 - i. a person chosen by agreement of the parties; or
 - ii. in the absence of agreement –
 - a. in the case of a dispute between a member and another member, a person appointed by the Committee of the Association; or
 - b. in the case of a dispute between a member and the Association, a person who is a Mediator appointed or employed by the Dispute Settlement, department of Justice.
 - e. a member of the Association can be a Mediator.
 - f. the Mediator cannot be a member who is party to the dispute.
 - g. the parties in the dispute must, in good faith, attempt to settle the dispute by mediation.
 - h. the Mediator conducting the mediation, must –
 - i. give the parties to the mediation every opportunity to be heard, and
 - ii. allow due consideration by all parties of any written statement submitted by any party, and
 - iii. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
 - i. the Mediator must not determine the dispute.
 - j. if the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with Act otherwise at Law.

