

Master Locksmiths Association
of Australasia Limited

CONSTITUTION

13 OCTOBER 2016



MASTER LOCKSMITHS

ASSOCIATION OF AUSTRALASIA



Master Locksmiths Association of Australasia Ltd

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PART 1—PRELIMINARY

1 Name and nature of Association

- a) The name of the incorporated association is “Master Locksmiths Association of Australasia Limited” hereafter referred to as “The Association”.
- b) The Association is a public company limited by guarantee.

2 Purposes

The purposes of the Association are:

- a) To promote, advance and protect the interests of Members engaged in the Locksmithing and Associated Security Industry sectors, as defined in Clause 5, in Australia, New Zealand and the Asia/Pacific region;
- b) To take an active part in increasing government, industry and community awareness and understanding of the key issues confronting Members and the industry sectors in which they operate;
- c) To provide an effective and representative voice through which the Association can interact with government, the public and other stakeholders on matters of common interest to Members and their industry sectors;
- d) To enhance the reputation of the Locksmithing and Associated Security Industry sectors by establishing appropriate standards of ethical professional conduct and to ensure that Members comply with such standards;
- e) To maintain and enhance skills within the Locksmithing and Associated Security Industry sectors, as defined in Clause 5, by supporting and providing ongoing professional development opportunities for Members;
- f) To encourage, support and maintain a practical system of apprenticeship and technical education;
- g) To collaborate with, affiliate with, join or enter into any alliance with any other organisations whose objects are compatible with those of the Association and/or are considered to be of benefit to Members generally.

3 By Laws

- a) The Board may, by resolution, make, amend or revoke By-Laws relating to the control, administration and management of the Association, its affairs, interests and property;
- b) Without limiting Rule 3 (a), By-Laws may make provision for membership categories, membership criteria, membership rights, Members’ fees, the Code of Ethics, breaches of the Code of Ethics and disciplinary matters

4 Financial year

The financial year of the Association is each period of 12 months ending on 30th June.

5 Definitions

In these Rules—

Master Locksmiths Association of Australasia Ltd

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Act means the Corporations Act 2001 (Commonwealth) and includes any regulations made thereunder;

Association means the Master Locksmiths Association of Australasia Limited;

AGM means the Annual General Meeting of Members;

Associated Security Industry means those sectors of the industry including, but not limited to, auto locksmithing; safes and vaults; electronic access control and CCTV;

Board means the Board of Directors elected, in accordance with Rule 43, to govern the Association;

By-Laws mean the By-Laws made in accordance with this Constitution;

Chair, of a General Meeting or Committee Meeting, means the person chairing the meeting as required under Rule 38.

Chief Executive Officer means the person appointed by the Board to manage the affairs of the Association;

Code of Ethics means the principles adopted by the Association to guide and influence Members in their dealings with clients, other Members and the wider community;

Ethics Committee means the committee appointed by the Board to oversee the Code of Ethics and deal with those charges made against Members for misconduct or breaches of the Code of Ethics which have been unable to be resolved by the Chief Executive Officer;

Fee means the membership fee, subscription or levy payable by Members as determined from time to time under the By-Laws;

Financial year means the 12 months' period specified in Rule 4;

General meeting means a general meeting of the Members of the Association convened in accordance with Part 4 and includes annual general meetings and special general meetings;

Life Member means any Member who has been awarded life membership of the Association for services to the Association and/or the Locksmithing and Associated Security Industry;

Member means a Member of the Association;

Member entitled to vote means a Member who under Rule 15(2) is entitled to vote at a general meeting;

National President means the Regional Director elected by the Board under Rule 42 to be responsible for the overall leadership and direction of the Association;

Region means a grouping of Members in a State or Territory of the Commonwealth and in New Zealand, as defined in the By-Laws of the Association;

Regional Director means a Business or Life Member elected by Regional Members to represent the Region on the Board;

Registrar means the Registrar of Companies;

Secretary means the person appointed by the Board to act as Company Secretary of the Association;

Special Interest Group (SIG) means a group of Members with common interests as formed by the Board from time to time under the Association's By-Laws;

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Special resolution means a resolution that requires not less than three-quarters of the Members present and voting at a general meeting, in person or by proxy, to vote in favour of the resolution;

Term means the term of office of each Director, committee member or Regional officers.

PART 2—POWERS OF ASSOCIATION

6 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub-rule (1), the Association may—
 - (a) Acquire, hold and dispose of real estate or other business assets;
 - (b) Open and operate accounts with financial institutions;
 - (c) Invest its money in any security in which trust monies may lawfully be invested;
 - (d) Invest its money in the research and development of security products for the exclusive use of members;
 - (e) Raise and borrow money on any terms and in any manner as it thinks fit;
 - (f) Secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (g) Appoint agents to transact business on its behalf;
 - (h) Seek and enter into arrangements with product and/or service providers with the aim of generating additional revenue streams for the Association and/or benefits for Members.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

7 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its Members.
- (2) Sub-rule (1) does not prevent the Association from—
 - (a) Reimbursing a Member for expenses properly incurred by the Member on behalf of the Association;
or
 - (b) Paying a Member for goods or services provided to the Association.

PART 3—MEMBERS, CODE OF ETHICS AND DISCIPLINE

Division 1—Membership

8 Minimum number of Members

The Association must have at least 50 Members.

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9 Who is eligible to be a Member?

Any person who supports the purposes of the Association and satisfies the membership criteria specified in the Association's By-Laws is eligible for membership.

10 Membership categories

Membership categories and the criteria relating thereto are set out in the By-Laws of the Association.

11 Application for membership

- (1) Applicants for membership of the Association must complete and submit a written or online application form to the Association.
- (2) The application—
 - (a) Must be signed by the applicant;
 - (b) May be accompanied by the joining fee and/or subscription determined by the Board from time to time under the Association's By-Laws; and
 - (c) Must be supported by the required documents as prescribed from time to time in the Association's By-Laws and on the Association's website.

12 Consideration of application

- (1) As soon as practicable after an application for membership is received, it will be processed by the National Office.
- (2) If the National Office is satisfied that the membership criteria have been met, the application will be forwarded to the relevant Regional Director who will consider whether the application should be accepted or rejected.
- (3) If the National Office cannot verify the information contained in the application, or if the application does not meet the criteria for membership; the National Office can either reject the application outright; or forward it to the relevant Regional Director who may approve Provisional membership for up to 6 months; or reject the application.
- (4) While every application will be given due consideration, no reason needs be given for the rejection of an application.

13 Membership approval

A person becomes a member of the Association and, subject to Rule 15(2), is entitled to exercise his or her rights of Membership from the date, whichever is the later, on which—

- (a) The membership application was approved; or
- (b) The person's joining fee was received and processed by the Association.

14 Annual subscription

- (1) The Board may determine from time to time—
 - (a) The amount of the annual subscription for the following financial year; and
 - (b) The date for payment of the annual subscription.
- (2) The Association may determine that any new Member who joins after the start of a financial year must, for that financial year, pay a fee equal to—

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- (a) The full annual subscription; or
 - (b) A pro rata annual subscription based on the remaining part of the financial year; or
 - (c) A fixed amount determined from time to time by the Association.
- (3) The rights of a Member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.
- (4) The membership of a Member whose annual subscription is more than 3 months in arrears shall be deemed to have resigned under Rule 18 (2). However, the Board may extend the period for payment on compassionate grounds.

15 General rights of Members

The following general rights of membership apply to all Members of the Association. However, certain specific rights attach to each category of membership and these are specified in Clause 2 of the Association's By-Laws.

- (1) A Member of the Association who is entitled to vote has the right—
- (a) To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed Rule 25;
 - (b) To submit items of business for consideration at a General Meeting;
 - (c) To attend and be heard at General Meetings;
 - (d) To vote at a General Meeting;
 - (e) To have access to the minutes of General Meetings and other documents of the Association as provided under Rule 64; and
 - (f) To inspect the register of Members.
- (2) A Member is entitled to vote if—
- (a) The Member is a financial Business Member or Life Member; and
 - (b) More than 10 business days have passed since he or she became a Member of the Association; and
 - (c) The Member's membership rights are not suspended for any reason.

16 Rights not transferable

The rights of a Member are not transferable and end when membership ceases.

17 Ceasing membership

- (1) The membership of an Individual Member ceases on resignation, expulsion or death.
- (2) The membership of a Business Member or Trade Member ceases upon the sale or closure of the business.
- (3) If a Member ceases to be a Member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the register of Members.
- (4) A Member who ceases to be a Member pursuant to this Clause must, within a reasonable time, remove the Association's logo and name from all premises; vehicles; stationery; business cards; websites and advertising materials.
- (5) A Member who ceases to be a Member pursuant to this Clause must refrain from using any Association products in their possession.

18 Resigning as a Member

- (1) A Member may resign by giving notice in writing given to the Association as prescribed under Rule 63 (2).
- (2) A Member is taken to have resigned if the Member's annual subscription is more than 3 months in arrears.

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- (3) A Member who resigns pursuant to Clause 18 (1) may be entitled to a full or pro-rata refund of the annual subscription paid.

19 Register of Members

- (1) The Secretary must keep and maintain a register of Members that includes—
 - (a) For each current Member—
 - (i) The Member's name;
 - (ii) The Member's contact details including address, telephone and email address;
 - (iii) The date of becoming a Member;
 - (iv) The Member's membership category; and
 - (v) Any other information determined by the Board.
 - (b) For each former Member, the date of ceasing to be a Member.
- (2) Any Business, Life or Trade Member may, at a reasonable time and free of charge, request a Membership list showing the information prescribed in Rule 1 (a) (i) to 1 (a) (iv) inclusive.

Division 2—Code of Ethics and Discipline

20 Code of Ethics

- (1) The Association shall adopt, maintain and enforce a Code of Ethics to guide and influence Members in their dealings with clients, other Members and the wider community.
- (2) The Board shall have the power, from time to time, to amend the Code and By-Laws governing the proper conduct of Members and disciplinary processes.
- (3) The Code shall be binding on all Business, Life and Individual Members.
- (4) The Code will be administered by an Ethics Committee appointed by the Board to deal with all charges of misconduct or infringement of the Code as specified in the Association's By-Laws.
- (5) The Code will be published and communicated to Members by such means as determined by the Board.
- (6) The Code, the process for dealing with complaints against Members and for taking disciplinary action is governed by the Association's By-Laws.

21 Members' obligations and grounds for taking disciplinary action

Members shall at all times:

- (a) comply with the provisions of the Constitution and the By-Laws and any direction or policy or guide issued by the MLA;
- (b) support the purposes of the Association;
- (c) act legally;
- (d) act professionally and protect the reputation of MLA;
- (e) refrain from any act or conduct which would be detrimental to the MLA or its reputation, and
- (f) pay any money owing to the MLA promptly.

The Association may take disciplinary action against a Member in accordance with this Division if it is determined that the Member—

- (1) Has failed to comply with the Code of Ethics; or
- (2) Refuses to support the purposes of the Association;

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- (3) Has engaged in conduct prejudicial or injurious to the Association, or
- (4) Has engaged in criminal activity or is convicted for a criminal offence.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

22 Annual General Meetings

- (1) The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Board may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
 - (a) To confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) To receive and consider—
 - (i) The annual report of the Board on the activities of the Association during the preceding financial year; and
 - (ii) The financial statements of the Association and auditor’s report for the preceding financial year;
 - (c) To appoint or re-appoint the auditor of the Association;
 - (d) To declare the results of Regional elections of Directors.
- (4) The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

23 Special General Meetings

- (1) Any General Meeting of the Association, other than an Annual General Meeting is a Special General Meeting.
- (2) The Board may convene a special general meeting whenever deemed necessary.
- (3) No business other than that set out in the notice under Rule 25 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under Rule 25 and the majority of Members at the meeting agree.

24 Special General Meeting held at request of Members

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with Sub-rule (2) by at least 25 Business and/or Life Members entitled to vote at general meetings.
- (2) A request for a Special General Meeting must—
 - (a) Be in writing;
 - (b) State the business to be considered at the meeting and any resolutions to be proposed;
 - (c) Include the names and signatures of the Members requesting the meeting; and
 - (d) Be given to the Secretary.

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- (3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the special general meeting.
- (4) A Special General Meeting convened by Members under sub-rule (3)—
 - (a) Must be held within 3 months after the date on which the original request was made; and
 - (b) May only consider the business stated in that request.

25 Notice of General Meetings

- (1) The Secretary (or, in the case of a Special General Meeting convened under Rule 24(3), the Members convening the meeting) must give to each Member of the Association—
 - (a) At least 21 days' notice of a General Meeting if a special resolution is to be proposed at the meeting; or
 - (b) At least 14 days' notice of a General Meeting in any other case.
- (2) The notice must—
 - (a) Specify the date, time and place of the meeting;
 - (b) Indicate the general nature of each item of business to be considered at the meeting; and
 - (c) If a special resolution is to be proposed—
 - (i) State in full the proposed resolution; and
 - (ii) State the intention to propose the resolution as a special resolution; and
 - (d) Comply with Rule 26 (5).

26 Proxies

- (1) A Business or Life Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (3) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.
- (4) If the Committee has not approved a form for the appointment of a proxy, the Member may use any other form that clearly identifies the person appointed as the Member's proxy and that has been signed by the Member.
- (5) Notice of a General Meeting given to a Member under Rule 25 must—
 - (a) State that the Member may appoint another Member as a proxy for the meeting; and
 - (b) Include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 48 hours before the commencement of the meeting.

27 Use of technology

- (1) A Member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.

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- (2) For the purposes of this Part, a Member participating in a general meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.
- (3) A Member using technology pursuant to this Clause shall be responsible for arranging such technology and bearing the cost thereof and must give the Chief Executive Officer at least ten (10) working days' notice of his/her intention.

28 Quorum at General Meetings

- (1) No business may be conducted at a general meeting unless a quorum of Members is present.
- (2) The quorum for a general meeting is the presence, physically, by proxy or as allowed under Rule 26 of at least 25 Members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) In the case of a meeting convened by, or at the request of, Members under Rule 24—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, Members is dissolved under this sub-rule, the business that was to have been considered at the meeting is taken to have been dealt with. If Members wish to have the business reconsidered at another special meeting, the Members must make a new request under Rule 24.

- (b) In any other case—
 - (i) The meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule (3)(b), the Members present at the meeting (if not fewer than 25) may proceed with the business of the meeting as if a quorum were present. If there are fewer than 25 members present then the meeting shall be adjourned to a date not more than 21 days after the adjournment.
- (5) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule 28(4) above, the Members present at the meeting shall constitute the quorum for the purpose of that meeting and may proceed with the business of the meeting.

29 Adjournment of General Meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-rule (1), a meeting may be adjourned—
 - (a) If there is insufficient time to deal with the business at hand; or
 - (b) To give the Members more time to consider an item of business.

Example

The Members may wish to have more time to examine the financial statements submitted by the Committee at an Annual General Meeting.

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- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 25.

30 Voting at General Meeting

- (1) On any question arising at a General Meeting—
 - (a) Subject to sub-rule (3), each Member who is entitled to vote has one vote;
 - (b) Members may vote personally or by proxy; and
 - (c) Except in the case of a special resolution, the question must be decided by a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present at that meeting may vote.

31 Special resolutions

A special resolution is passed if not less than three quarters of the Members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) To remove a Board member from office;
- (b) To alter these Rules, including changing the name or any of the purposes of the Association.

32 Determining whether resolution carried

- (1) Subject to sub-rule (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) Carried; or
 - (b) Carried unanimously; or
 - (c) Carried by a particular majority; or
 - (d) Lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by 5 or more Members on any question—
 - (a) The poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) The Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

33 Minutes of General Meeting

- (1) The Board must ensure that minutes are taken and kept of each general meeting.

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- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) The names of the Members attending the meeting; and
 - (b) Proxy forms given to the Chairperson of the meeting under Rule 26(6); and
 - (c) The financial statements submitted to the Members in accordance with Rule 22 (3) (b) (ii); and
 - (d) Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—BOARD OF DIRECTORS

Division 1—Role and Powers of the Board

34 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Board of Directors.
- (2) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the Members of the Association.
- (3) The Board is responsible for—
 - (a) Appointing of office bearers including National President and Secretary;
 - (b) Establishing committees and sub-committees consisting of Members with terms of reference the Board considers appropriate;
 - (c) Appointing and removing the Chief Executive Officer;
 - (d) Ensuring that the Association complies with all aspects of corporate governance;
 - (e) Ensuring that appropriate goals, policies and strategies are put in place; and
 - (f) Monitoring the overall performance of the Association, its office bearers and staff.

35 Delegation

- (1) The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than—
 - (a) This power of delegation; or
 - (b) A duty imposed on Directors by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Board and duties of Directors

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36 Composition of the Board

The Board shall have not less than 6 or more than 9 Directors and shall from time to time comprise—

- (a) The National President of the Association; and
- (b) Not more than 6 Directors elected by Members of their respective Regions; and
- (c) Not more than 2 other persons with particular skills who have been appointed to the Board and who need not necessarily be Members.

37 General Duties and responsibilities

- (1) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with these Rules, the Association's By-laws, Code of Ethics, Code of Conduct and the Act and declare any conflict of interest as specified in Rule 54.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Board members must keep confidential all matters dealt with by the Board.
- (4) Board members must exercise their powers and discharge their duties—
 - (a) With reasonable care and diligence;
 - (b) In good faith in the best interests of the Association; and
 - (c) For a proper purpose.
- (5) Board members and former Directors must not make improper use of—
 - (a) Their position; or
 - (b) Information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.
- (7) If the number of Directors falls below the minimum fixed under Rule 36, the Directors must not act except for appointing one or more casual Directors or to call, and hold, a meeting of Members.

38 National President

- (1) Subject to sub-rule (2), the National President is the Chairperson for any general meetings and for any Board meetings.
- (2) If the National President is absent, or unable to preside, the Chairperson of the meeting must be—
 - (a) In the case of a general meeting, another Director or a Member elected by the other Members present; or
 - (b) In the case of a Board meeting—a Director elected by the other Board members present.

39 Secretary

- (1) The Secretary, generally the Chief Executive Officer of the Association, must perform any duty or function required under the Act to be performed by the secretary of an incorporated association. However, the Board may appoint any other person to act as Secretary.

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Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
 - (a) Maintain the register of Members in accordance with Rule 19;
 - (b) Keep custody of the common seal (if any) of the Association and, except for the financial records referred to in Rule 60 (3), all books, documents and securities of the Association in accordance with Rules 62 and 65;
 - (c) Subject to the Act and these Rules, provide Members with access to the register of Members, the minutes of general meetings and other books and documents; and
 - (d) Perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

Division 3—Election of Directors and tenure of office

40 Who is eligible to be a Director?

A Member is eligible to be elected or appointed as a Director if the Member—

- (1) Is a financial Business or Life Member; or
- (2) Is a person, not necessarily a Member, with special skills as provided in Rule 36 (c).

41 Nominations

- (1) To provide for a level of Board continuity, three (3) Regional Directors will be elected on a rotational basis each year for two-year terms.
- (2) Each year, and prior to the Association's Annual General Meeting, the National Office must call for nominations to fill the positions of Regional Directors whose terms of office will expire at the AGM.
- (3) Directors whose terms of office will expire at the AGM are eligible to re-nominated.
- (4) An eligible Member of the Association may—
 - (a) Nominate himself or herself; or
 - (b) With the Member's consent, be nominated by another Member.
- (5) Nominations must be in writing, be seconded by two Business or Life Members and bear the written consent of the nominee.
- (6) A Member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

42 Election of National President

- (1) At a meeting of the Board, Directors may nominate candidates for the position of National President from amongst their numbers.

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- (2) If only one Director is nominated for the position, that Director will be deemed to have been elected to the position.
- (3) If more than one Member is nominated, a secret ballot must be held.
- (4) The Chair of the meeting shall appoint a Director who has not been nominated to act as returning officer to conduct the ballot.
- (5) Before the ballot is taken, each candidate may make a short speech in support of his or her nomination.
- (6) The returning officer appointed under Rule 42 (4) shall give a blank piece of paper to each Director present in person and each proxy appointed by a Director.
- (7) The returning officer appointed under Rule 42 (4) is entitled to vote for the election of National President.
- (8) The voters must each write on the ballot paper the name of the candidate for whom they wish to vote.
- (9) The returning officer must declare elected the candidate who received the most votes.
- (10) In the event of two or more candidates receiving the same number of votes, the returning officer must:
 - (a) Conduct a further ballot to decide which of the candidates is to be elected; or
 - (b) With the agreement of those candidates, decide by lot which of them is to be elected.
- (11) On his or her election, the new National President may take over as Chairperson of the meeting.
- (12) A Regional Director who has been elected National President under Rule 42 shall immediately relinquish his/her position as Regional Director;
- (13) The Board may, under Rule 42, appoint another Regional Business or Life Member to fill the vacancy caused under sub-rule (11).

43 Election of Directors

- (1) If there is only one nomination for each Regional Director's position, the Member nominated shall be deemed to have been elected to the position.
- (2) If the number of Members nominated exceeds the number to be elected, a postal ballot must be held in accordance with Rule 44.

44 Ballot

- (1) If a ballot is required for the election for a position, the Chief Executive Officer must appoint a Member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a Member nominated for the position.
- (3) Only Business and Life Members of each Region shall be entitled to participate in a postal ballot for the election of Regional Director.
- (4) A ballot paper showing the names of all candidates shall be sent to all Regional Members entitled to vote at general meetings.
- (5) Regional Members entitled to vote may vote by marking their preferences on the ballot paper in the manner prescribed thereon.
- (6) Completed ballot papers must be returned to the returning officer within the time specified on the ballot paper.

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- (7) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (8) The returning officer must declare elected the candidate who received the most votes.
- (9) If the returning officer is unable to declare the result of an election under sub-rule (10) because 2 or more candidates received the same number of votes, the returning officer must conduct a further election for the position in accordance with sub-rules (4) to (10) to decide which of those candidates is to be elected.

45 Terms of office

- (1) Directors, including the National President, will hold office for a term of two years commencing from the date of the Annual General Meeting at which their election was confirmed.
- (2) Directors, including the National President, may stand for re-election at the completion of their terms but may serve not more than three (3) consecutive terms of two years.
- (3) A general meeting of the Association may—
 - (a) By special resolution remove a Director from office; and
 - (b) Elect an eligible Member of the Association to fill the vacant position in accordance with this Division.
- (4) A Member who is the subject of a proposed special resolution under sub-rule (3)(a) may make representations in writing to the Secretary or National President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.
- (5) The Secretary or the National President may give a copy of the representations to each Member of the Association or, if they are not so given, the Member may require that they be read out at the meeting at which the special resolution is to be proposed.

46 Vacation of office

- (1) A Director may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Director if he or she—
 - (a) Ceases to be a Member of the Association; or
 - (b) Fails to attend 3 consecutive Board meetings (other than special or urgent committee meetings) without leave of absence under Rule 56.

47 Filling casual vacancies

- (1) The Board may appoint an eligible Member of the Association to fill a position on the Board that—
 - (a) Has become vacant under Rules 42 or 46; or,
 - (b) Was not filled by election at the last annual general meeting.
- (2) Rule 45 applies to any Director appointed by the Board under sub-rule (1) or (2).
- (3) The Board may, subject to Rule 36 (b), continue to act despite any vacancy in its membership.

Division 4—Meetings of the Board

48 Meetings of the Board

- (1) The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.

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- (2) Special Board meetings may be convened by the National President or by any 4 members of the Board.

49 Notice of meetings

- (1) Notice of each Board meeting must be given to each Director no later than 30 days before the date of the meeting.
- (2) Notice may be given of more than one Board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.
- (6) In cases of urgency, a meeting can be held without notice being given in accordance with Rule 49 provided that as much notice as practicable is given to each committee member by the quickest means practicable.

50 Procedure and order of business

- (1) The procedure to be followed at a meeting of the Board must be determined from time to time by the Board.
- (2) The order of business may be determined by the members present at the meeting.

51 Use of technology

- (1) A Director who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Director and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Board member participating in a Board meeting as permitted under Sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (3) A Director wishing to participate in a Board meeting in pursuant of Rule 51 (1) must give at least ten (10) working days' notice to the Chief Executive Officer.

52 Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence in person, or as allowed under Rule 51, of a majority of the Board members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—
 - (a) In the case of a special meeting—the meeting lapses.
 - (b) In any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 49.
 - (c) If a quorum is not present within 30 minutes after the time to which a Board meeting has been adjourned under sub-rule 52(b) above, the Board members present at the meeting shall constitute the quorum for that meeting and may proceed with the business of the meeting.

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53 Voting

- (1) On any question arising at a Board meeting, each Director present at the meeting has one vote.
- (2) A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- (3) Sub-rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.
- (6) An Alternate Director appointed under Rule 56 (3) and present at the meeting has one vote.

54 Conflict of interest

- (1) A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (2) A Director who declares a conflict of interest under Sub-rule (1)—
 - (a) Must not be present while the matter is being considered at the meeting; and
 - (b) Must not vote on the matter.

Note

If there are insufficient Board members to form a quorum because a Director who has a material personal interest is disqualified from voting on a matter, the matter shall be deferred to another meeting,

- (3) A Director who declares a material conflict of interest and who stands to make a significant financial gain from a matter approved or accepted by the Board must resign from the Board.
- (4) This rule does not apply to a material personal interest—
 - (a) That exists only because the Director concerned belongs to a class of persons for whose benefit the Association is established; or
 - (b) That the Director concerned has in common with all, or a substantial proportion of, the Members of the Association.

55 Minutes of meeting

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following—
 - (a) The names of the Members in attendance at the meeting;
 - (b) The business considered at the meeting;
 - (c) Any resolution on which a vote is taken and the result of the vote;
 - (d) Any material personal interest disclosed under Rule 54; and
- (3) The Secretary shall circulate a draft of the minutes of each meeting to all Directors within 5 working days following the meeting.

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- (4) The Secretary shall circulate a final copy of the minutes of each meeting within 10 working days following the meeting.

56 Leave of absence

- (1) The Board may grant a Director leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Director to seek the leave in advance.
- (3) The board may appoint a Member to act as Alternate Director during a Director's leave of absence granted under Rule 56 (1) with the same rights as the Director being represented.

PART 6—FINANCIAL MATTERS

57 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

58 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the Chief Executive Officer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

59 Financial records

- (1) The Association must keep financial records that—
 - (a) Correctly record and explain its transactions, financial position and performance; and
 - (b) Enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Chief Executive Officer must keep in his or her custody, or under his or her control—
 - (a) The financial records for the current financial year; and
 - (b) Any other financial records as authorised by the Board.

60 Financial statements

- (1) For each financial year, the Board ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting sub-rule (1), those requirements include—

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- (a) the preparation of the financial statements;
- (b) the review and auditing of the financial statements;
- (c) the certification of the financial statements by the Board;
- (d) the submission of the financial statements to the annual general meeting of the Association;
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

61 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
 - (a) The name of the Association must appear in legible characters on the common seal;
 - (b) A document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Directors;
 - (c) The common seal must be kept in the custody of the Secretary.

62 Registered address

The registered address of the Association is—

- (a) The address determined from time to time by resolution of the Board; or
- (b) If the Board has not determined an address to be the registered address—the postal address of the Secretary.

63 Notice requirements

- (1) Any notice required to be given to a Member or a Board member under these Rules may be given—
 - (a) By handing the notice to the Member personally; or
 - (b) By sending it by post to the Member at the address recorded for the Member on the register of Members; or
 - (c) by email or other form of electronic transmission.
- (2) Any notice required to be given to the Association or the Board may be given—
 - (a) By handing the notice to a member of the Board; or
 - (b) By sending the notice by post to the registered address; or
 - (c) By leaving the notice at the registered address; or
 - (d) If the Board determines that it is appropriate in the circumstances; by email to the email address of the Association or by any other form of electronic transmission.

64 Custody and inspection of books and records

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- (1) Members may, under Rule 19 (2) and upon request, inspect free of charge—
 - (a) The register of Members;
 - (b) The Minutes of General Meetings;
- (2) The Board may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Board may, upon request and in accordance with Clause 19, make available to Business, Life and Trade Members, a list of Members;
- (4) The Board must, upon request, make copies of these Rules available to Members and applicants for membership free of charge.

65 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Members or former Members of the Association.
- (3) Subject to the Act and any court order made thereunder, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual Members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

66 Alteration of Rules

- (1) Subject to the Act, these Rules may be added to, repealed or amended from time to time by special resolution from the Board put to any general meeting of the Association.
- (2) A special resolution proposing such or additions to these Rules shall be deemed to be passed if, of Members entitled to vote and voting in person or by proxy at that meeting, not less than three quarters vote in favour of the resolution.
- (3) Notice of such meeting must be given in accordance with Rule 25 (1).
- (4) The Board shall have the power from time to time to make alterations and additions to the Rules to:
 - (a) Reflect legislative changes;
 - (b) Correct errors;
 - (c) Amend misleading or conflicting Rules, and/or
 - (d) Facilitate the management and efficient operation of the Association.

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