

RULES

OF

THE BAKING INDUSTRY ASSOCIATION OF QUEENSLAND - UNION OF EMPLOYERS

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1. NAME

- (a) The name of the association shall be The Baking Industry Association of Queensland - Union of Employers. (In these Rules called "the Association").
- (b) The registered office of the Association shall be Unit 5, 54 Riverside Place, Morningside or such other address as notified to the Industrial Registrar.

2. DEFINITIONS

"**Annual General Meeting**" means the annual General Meeting of members.

"**Association**" means **The Baking Industry Association of Queensland – Union of Employers.**

"**Division**" means any area constituted as a Division.

"**Financial year**" means a calendar year commencing on the 1st day of January in any one year and concluding on the 31st day of December of the same year.

"**General Manager**" shall mean that person who is employed by the State Management Committee.

"**General Meeting**" means a General Meeting of the members of the Association and includes the Annual General Meeting and any Special General Meetings.

"**Industrial Registrar**" means the Industrial Registrar appointed under the relevant industrial legislation.

"**Industry Group**" means either the Plant Operators Industry Group or Independent Operators Industry Group.

"**Officers**" means the President, Vice President - Plant Operators, Vice President - Independent Operators and Treasurer.

"**Quorum**" shall be that number of members who are required to be present at any General Meeting.

"**Special General Meeting**" means any special General Meeting of members.

"**State Management Committee**" means that committee elected in accordance with these rules.

3. OBJECTS

The objects for which the Association is established are:–

- (a) To foster and assist the development of the Baking (Bread Manufacturing and Pastrycooking) Industry.
- (b) To promote, advise and protect the business and assets of members; to represent and express their views and opinions; to consider all questions connected with the Baking Industry; to promote or oppose legislative or other measures affecting such business, and to do all such other lawful things as are incidental and are conducive to the attainment of the above objects.
- (c) To cultivate and obtain reciprocal relations with kindred bodies or institutions in other places.

- (d) To foster a high standard of quality, service and ethics throughout the industry and to enforce by whatever means within its power, proper conduct within the Trade for the mutual benefit of members.
- (e) To protect, indemnify or assist any officer or General Manager of the Association who is or may be involved in proceedings by reason of complying with or carrying out any rule or article or direction of the Association.
- (f) To represent the industry and employers therein and deal on their behalf with trade disputes and industrial matters in the industry and any other matters as come within the provisions of any Act or subordinate legislation affecting the industry or persons concerned therein.
- (g) To promote and/or undertake research of any nature for the benefit of or in the interests of the industry or the members.
- (h) To represent the industry and employers therein and deal on their behalf with industry training matters and implement as, when and if required any training requirements or any other matters as come within the provisions of any Act or subordinate legislation affecting the industry or persons.

4. POWERS

The powers of the Association are:–

- (a) To subscribe to, become a member of and co-operate with any other association, club or organization, whose objects are altogether or in part similar to the Association provided that the Association shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of these rules.
- (b) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises
- (c) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects and benefit of the Association; provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (d) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think are desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (e) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons to or from the association's staff as may be necessary or convenient for the purposes of the Association.

- (f) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Association, or in or about the Association or promotion of the Association or in the furtherance of its objects.
- (g) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (h) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- (i) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- (j) In furtherance of the objects of the association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and other wise to assist any person or body corporate.
- (k) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise or by mortgage, charge, lien or other security upon the whole or any part of the Association's property or assets present or future and to purchase, redeem or pay-off any such securities.
- (l) To draw, make, accept, endorse, execute and issue notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (m) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to, account or otherwise deal with all or any part of the property and rights of the Association.
- (n) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- (o) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association.
- (p) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- (q) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.

- (r) In furtherance of the objects of the Association to amalgamate with any one or more Associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of these rules.
- (s) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the Associations with which the Association is authorised to amalgamate.
- (t) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the associations with which the Association is authorised to amalgamate.
- (u) To make donations for patriotic, charitable or community purposes.
- (v) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (w) To do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

5. CLASSES AND INDUSTRY GROUPS OF MEMBERS

(1) Classes of members

- (a) The Association shall have the following classes of members:–
 - i) ordinary members;
 - ii) commercial members;
 - iii) life members;
 - iv) honorary members; and
 - v) associate members.
- (b) Ordinary membership of the Association is open to any person (including non-natural persons) who:
 - i) owns or operates a bakery or pastry shop; or
 - ii) employs persons in or in connection with the bread manufacturing or pastrycooking industries.
- (c) Commercial membership may be extended to any person who is in the opinion of the State Management Committee sufficiently identified with any business or operation associated with the baking industry. This category of membership shall not convey the right to vote or hold appointment as an Officer or member of the State Management Committee.
- (d) Life membership, for outstanding services rendered to the Association, may be conferred upon any person, by the recommendation of the State Management Committee and ratified by the Annual General Meeting. This category of membership shall not convey the right to vote or hold appointment as an Officer or member of the State Management Committee.

- (e) Honorary membership may be conferred by the State Management Committee upon any person or organisation who may be of special assistance to the Association. This category of membership shall not convey the right to vote or to hold appointment as an Officer or member of the State Management Committee.
- (f) Associate membership may be extended to any member of the Association who retires permanently from the industry and if they so desire and give notice as hereinafter mentioned to the Association seeking to become a member (Associate). This category of Membership shall not convey the right to vote or hold appointment as an Officer or member of the State Management Committee.
- (g) The number of all classes of membership shall be unlimited.

(2) Industry Groups

- (a) Ordinary members of the Association shall belong to one of the following Industry Groups:
 - i) Plant operator; or
 - ii) Independent operator.
- (b) Any ordinary member processing in excess of 10 tonnes of flour on average per week and principally involved in the manufacturing and wholesaling of bread and pastry products shall belong to the Plant operator Industry Group.
- (c) All other ordinary members shall belong to the Independent operator Industry Group.
- (d) Notwithstanding clauses (5)(2)(a)(b) and (c) the State Management Committee may by unanimous vote approve the ordinary member as a member of either Industry Group upon the request of the individual member concerned.

6. MEMBERSHIP

- (a) Every application for any class of membership of the Association shall be made in writing, signed by the applicant and shall be in such form as the State Management Committee from time to time prescribes.
- (b) The application for membership shall be accompanied by the necessary membership fee, and in the case of organisations, designation of a person as their representative in accordance with sub rule 6(d). Where an applicant owns or controls two or more baking establishments, a separate application and subscription must be furnished for each establishment for which membership is sought.
- (c) Applications for membership shall be forwarded to the General Manager who will submit same to the State Management Committee for approval in accordance with rule 8.
- (d) Every ordinary member of the Association who is not a natural person shall appoint a nominee who is an employee of the member who shall on behalf of the member be entitled to exercise all rights privileges advantages and incidents of membership of the Association and the Association shall not be concerned to enquire as to the instructions, directions or other communications between a member and its nominee and any admission made by the nominee on behalf of the member shall be binding on the member and every member agrees that its nominee shall be

entitled and empowered on its behalf to make admissions or agreements in relation to matters relevant to the conduct of the Association.

- (e) Written notice of a nomination made in accordance with clause 6(d) shall be provided to the General Manager with the application for membership by the proposed ordinary member.
- (f) Membership shall not be capable of being transferred.
- (g) Any member whose membership fee shall remain wholly or partially unpaid for a period of 90 days after the same shall become payable shall by the expiry of such period be automatically suspended from all benefits of membership, including the right to receive notices, to attend, to speak and to vote at meetings to hold office and to introduce business for consideration at any meeting, but shall nevertheless be subject to the continuing and accruing financial obligations of membership.

7. MEMBERSHIP FEES

- (a) The membership fees for each class of membership shall be such sum as the State Management Committee shall from time to time so determine and based on any formula which the State Management Committee may from time to time so determine.
- (b) The membership fees for each class of membership shall be payable in advance to the General Manager.
- (c) A proportionate fee for part of a year may be determined by the State Management Committee.
- (d) A joining fee may be determined by the State Management Committee.
- (e) Levies may be made by resolution of any meeting of the State Management Committee of the Association for all or any of the purposes and objects of the Association.

8. ADMISSION AND REJECTION OF MEMBERS

- (a) At the next meeting of the State Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the State Management Committee.
- (b) The State Management Committee shall not disapprove an application for Membership provided the application is accompanied by the necessary membership fee and complies in all respects with the Rules of the Association and the relevant industrial legislation.
- (c) The applicant being considered shall be accepted as a member to the class of membership applied for with membership being effective from the date of receipt of the application.
- (d) The General Manager shall forthwith give the applicant notice in writing of the State Management Committee's decision.
- (e) All applicants for membership shall be informed in writing of their financial obligations arising from membership and the circumstances and manner in which they may resign.

9. TERMINATION OF MEMBERSHIP

- (a) A member may resign from the Association at any time by giving notice in writing to the Association.
- (b) Where the member ceases to be eligible to become a member of the Association, such resignation shall take effect at the time such notice is received by the Association unless a later date is specified in the notice when it shall take effect on that later date.
- (c) In all other cases, such resignation shall take effect at the end of 2 weeks after the notice is received by the Association unless a later date is specified in the notice when it shall take effect on that later date.
- (d) If a member –
 - i) is convicted of an indictable offence; or
 - ii) fails to comply with any of the provisions of these Rules; or
 - iii) has membership fees in arrears for a period of three months or more;the State Management Committee shall consider whether their membership shall be terminated.
- (e) The member concerned shall be given a full and fair opportunity of presenting their case and if the State Management Committee resolves to terminate their membership it shall instruct the General Manager to advise the member in writing accordingly.

10. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- (a) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the General Manager written notice of their intention to appeal against the decision of the State Management Committee.
- (b) Upon receipt of a notification of intention to appeal against rejection or termination of membership the General Manager shall convene, within three months of the date of receipt of such notice, a General Meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present their case and the State Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The Appeal shall be determined by the vote of the members present at such meeting.
- (c) Where a person whose application is rejected, does not appeal against the decision of the State Management Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the General Manager shall forthwith refund the amount of any fee paid.

11. REGISTER OF MEMBERS

- (a) The State Management Committee shall cause a Register of members, arranged according to Industry Group, to be kept in which shall be entered the names and residential and business addresses of all Members by Industry Group admitted to membership of the Association and the dates of their admission. In the case of a

corporation that is a member, the corporation's registered address shall also be entered.

- (b) Particulars shall also be entered into the Register of deaths, resignations, terminations and re-instatements of membership and any further particulars as the State Management Committee or the members at any General Meeting may require from time to time.
- (c) The Register shall be open for inspection at all reasonable times by any member who previously applies to the General Manager for such inspection.

12. THE STATE MANAGEMENT COMMITTEE

- (a) The State Management Committee shall consist of a President, Vice President-Plant Operators' Industry Group, Vice President-Independent Operators' Industry Group, Treasurer plus an equal number of ordinary members of up to four from each Industry Group who shall be elected as per Rule 15 hereof.
- (b) At the Annual General Meeting of the Association, all the members of the State Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.

13. OFFICERS OF THE STATE MANAGEMENT COMMITTEE

The officers of the State Management Committee shall be the President, Vice President - Plant Operators Industry Group, Vice President - Independent Operators Industry Group and Treasurer and they shall decide and act on all matters delegated to them by the State Management Committee.

14. DUTIES OF OFFICERS OF THE STATE MANAGEMENT COMMITTEE

(a) PRESIDENT

The President shall:

- i) be Chairperson of all meetings of the Association and the State Management Committee at which he/she is present and exercise all the powers and duties of that position;
- ii) sign the minutes of the proceedings of meetings when adopted by subsequent meetings; and
- iii) possess a deliberative vote as well as a casting vote in the event of an equality of votes.

provided that if the President shall be absent the powers and duties of the President at a meeting of the Association or State Management Committee shall be executed and performed by a Vice-President or a member of the State Management Committee chosen by those present at such meeting.

(b) VICE-PRESIDENTS

The Vice-Presidents shall:

- i) call meetings of their respective Industry Groups as required by these Rules;

- ii) act as Chairperson of their Industry Group meetings;
- iii) assist the President as and when required or directed by the State Management Committee;
- iv) jointly take over the duties of the President in the temporary absence of the President.

(c) **THE TREASURER**

The Treasurer shall be responsible for:

- i) establishing that official receipts are issued for all moneys received by the Association;
- ii) checking and confirming that all moneys so received are banked to the credit of the Association's banking account;
- iii) the keeping of separate and distinct accounts of all moneys received or disbursed by or on account of the Association;
- iv) the keeping of such books of account as may from time to time be required by the State Management Committee or the Auditor;
- v) the presentation of regular statement of receipts and expenditure to each ordinary meeting of the State Management Committee;
- vi) the preparation and presentation to each annual General Meeting and at such other times as the State Management Committee may direct of a correct balance sheet and statement of income and expenditure of the Association. The balance sheet and statement of income and expenditure of the Association duly presented to each annual General Meeting will cover the Financial Year of the Association – 1st January to the 31st December of the same year; and
- vii) furnishing to the Auditor as required by him and at such other times as directed by the State Management Committee, all books of account, bank deposit books, vouchers, receipts and cheque books and the counterfoils thereof.

15. ELECTION OF STATE MANAGEMENT COMMITTEE

- (a) The State Management Committee shall be elected by the members of the Association **by secret postal ballot** subject to the following:
 - i) all ordinary members of the Association will be eligible to nominate and vote for the offices of President and Treasurer;
 - ii) only ordinary members belonging to the Plant Operators' Industry Group will be eligible to nominate and vote for the position of Vice President Plant Operators' Industry Group and State Management Committee Member – Plant Operators' Industry Group;
 - iii) only ordinary members belonging to the Independent Operators' Industry Group will be eligible to nominate and vote for the positions of Vice President Independent Operators' Industry Group and State Management Committee Member – Independent Operators' Industry Group.

- (b) The members of the State Management Committee shall be elected and shall hold office from the declaration of their election to the next succeeding Annual General Meeting.
- (c) At a meeting of the State Management Committee held not less than **three (3) calendar months** before the Annual General Meeting they shall appoint a date for the Annual General Meeting.
- The Association must file the information prescribed by the Act in the Industrial Registry no later than two (2) months before the first date on which a person may become a candidate in the election.**
- (d) **Before calling nominations for the election, the State Management Committee must:**
- i) appoint **a returning officer** to conduct the election; and
 - ii) give the Industrial Registrar:
 - (1) **notice** of the returning officer's name; and
 - (2) **a statutory declaration** sworn by the returning officer stating the returning officer is not an employee, member or officer of the Association; and
 - (3) obtain the **Industrial Registrar's written approval of the returning officer's appointment.**
- (e) An employee, member or officer of the Association must not be appointed as the returning officer.
- (f) Nominations as candidates in the election of the State Management Committee may only be received from current financial ordinary members as defined in clause 5(a) of the Rules of the Association.
- (g) **At least 42 days (6 weeks) prior to the Annual General Meeting** the Returning Officer shall publish in The Queensland Baking Industry Gazette or in a publication which for the time being shall be published by the Association in lieu, notice of the date fixed for the Annual General Meeting and details of the elections required to be held and calling for nominations for each of the positions for which the election is required to be held and shall publish in the issue thereof in which such notice appears a copy of the nomination form as set out herein.
- (h) Nominations of members for election to the State Management Committee shall be in writing in the form prescribed herein and shall be signed by two members entitled to vote at the election to office for which the person therein named is nominated and shall bear the consent of the candidate to their nomination endorsed thereon in writing and may contain the name and residential address of one person who need not be a member of the Association and who the candidate thereby appoints as their scrutineer in connection with the ballot.
- (i) **Such nominations shall be lodged with the Returning Officer and must be received at least 28 days prior to the Annual General Meeting.** Immediately upon receipt thereof the Returning Officer shall endorse on the nomination form the date of the receipt thereof.
- (j) If the Returning Officer detects a nomination that does not conform to the Rules of the Association they shall notify the person concerned of such defect in writing and

shall allow such person seven (7) days from the date of notification to rectify the defect. If the defect is not rectified within this time, the nomination shall be rejected.

(k) A candidate may at any time by notice in writing delivered to the Returning Officer substitute a scrutineer in place of the one whom already appointed.

(l) The following shall be the form for nomination of a candidate:

*To the Returning Officer,
The Baking Industry Association of Queensland -
Union of Employers,
(insert address)*

*I/We being ordinary members of the Baking Industry Association of Queensland -
Union of Employers hereby nominate (here insert full name and address of the
candidate) for the office of (insert nominated office) , The Baking Industry
Association of Queensland - Union of Employers for the election to be held prior to
the Annual General Meeting on/...../*

Dated this day of 20.....

Signature

Signature

*I, (here insert full name of candidate) hereby consent to the above nomination and
agree to become a Director of Bread House Pty. Ltd. if necessary and I appoint
(here insert full name and residential address and occupation of the scrutineer) as
scrutineer to represent me at the ballot.*

Dated this day of 20.....

Signature (of candidate)

(m) **On the twenty-first day prior to the Annual General Meeting the Returning Officer shall determine which of the nominations** so received is in order and shall endorse on the nomination form a certificate that such nomination is in order or is not in order and the reason why such nomination is not in order.

(n) **If the number of candidates whose nominations are in order is more than the number of vacancies to be filled at the ensuing election for the position for which they have been nominated, an election must be held by secret postal ballot.**

(o) The Returning Officer shall cause the ballot paper to be prepared setting forth the full names of the candidates whose nominations are in order and the office or position for which they have been nominated.

(p) At the top of the ballot paper shall appear the number of candidates to be elected. The position of the candidates' names on the ballot shall be decided by lot to be conducted by the Returning Officer and if any scrutineer appointed by a candidate shall give notice in writing to the Returning Officer before the said twenty-first day prior to the Annual General Meeting of their intention to be present when the order of the candidates on the ballot paper is to be decided by lot the Returning Officer shall give at least one day's notice to the said scrutineer, the time and place at which the lot is to be held and such scrutineer shall be entitled to be present thereat.

- (q) The Returning Officer shall deliver or cause to be delivered by post a ballot paper bearing their signature in respect of each election to each member entitled to vote at such election at least fourteen (14) days prior to the date fixed at the Annual General Meeting.
- (r) A person may vote in the ballot only if the person was a financial member of the Association thirty (30) days before the day on which nominations for the election open and the roll of voters closes on that day.
- (s) Each ballot paper shall be completed by the Member striking out all but the name of the candidate or candidates for whom the Member desires to vote and by placing the ballot paper in a sealed envelope and posting same to the Returning Officer.
- (t) All ballot papers shall be returned by post to the Returning Officer and any ballot paper delivered otherwise than by post shall be declared invalid and shall not be counted by the Returning Officer.
- (u) No ballot paper shall be counted on which the number of candidates' names not struck out is greater than the number of vacancies to be filled in that election for which the ballot is returned.
- (v) No ballot paper shall be counted which bears on the envelope enclosing it a post-mark later than the third day prior to the day fixed for the Annual General Meeting.
- (w) A ballot paper posted to the registered address of any member shall be deemed to have been received by the member.
- (x) If a member advises the Returning Officer that they will be absent at the time voting is to occur, then the Returning Officer may make such other appropriate arrangements as are warranted and as agreed with such member to allow the member to lodge an absentee vote.
- (y) On the day of the Annual General Meeting the Returning Officer shall in the presence only of the duly appointed scrutineers open the envelopes containing the ballot papers and proceed to the counting of the votes therein and upon completion thereof shall certify in writing to the Chairperson of the Annual General Meeting the result of such ballot and the number of votes cast for each candidate and the number of informal votes and all scrutineers present at such counting shall countersign such certificate.
- (z) The method of voting and deciding the result of the ballot shall be a first-past-the-post system.
- (aa) At the Annual General Meeting the Returning Officer shall declare the result of the ballot certified as aforesaid and shall produce to the Chairperson of the Meeting the said certificate and thereupon the Chairperson shall declare the candidates to have been elected to the position or positions vacant in descending order according to the number of votes cast for each candidate and thereupon the candidate so declared to have been elected shall assume office.
- (bb) No candidate may be nominated for more than one office or position and in the event of only one nomination being received for any office or position then the Returning Officer shall declare that candidate elected to that particular office or position.
- (cc) Any question as to the validity or formality of any nomination or vote or as to the due receipt thereof or on any other matter shall be decided by the Returning Officer and their decision thereon shall be final. In the case of an equality of votes for and

against any matter for such decision the Returning Officer shall have a second or casting vote.

- (dd) Any candidate or a member of the Association has the right, up to thirty (30) days after the declaration of the result of the election, free of charge:
 - i) to inspect the list or roll of persons who may vote in the ballot at the Association's registered office when it is open for business; and
 - ii) to be given a copy of the whole or a requested part of the list or roll.

16. RESIGNATION FROM STATE MANAGEMENT COMMITTEE

- (a) Any member of the State Management Committee may resign from membership of the State Management Committee at any time by giving notice in writing to the General Manager but such resignation shall take effect at the time such notice is received by the General Manager unless a later date is specified in the notice when it shall take effect on that later date.

17. REMOVAL FROM STATE MANAGEMENT COMMITTEE

- (a) A member of the State Management Committee may be removed from office only on the ground that the member has ceased to be eligible to hold the office or has been found guilty under the Rules of:
 - i) misappropriation of the Association's property; or
 - ii) a substantial contravention of the Rules; or
 - iii) gross misbehaviour or gross neglect of duty in the office.
- (b) Any or all members of the State Management Committee may be removed by a majority of members present at a General Meeting where that member shall be given the opportunity to fully present their case.

18. VACANCIES ON STATE MANAGEMENT COMMITTEE

- (a) Any casual vacancy occurring on the State Management Committee may be filled by appointment by the State Management Committee provided that:
 - i) the unexpired part of the term does not exceed the greater of 12 months or three quarters of the term of the office;
 - ii) the casual vacancy is filled by a member representing the same class of membership as the vacating member.
- (b) Where the unexpired part of the term of the office exceeds the greater of 12 months or three quarters of the term of the office, the State Management Committee must advise the returning officer to fill the vacancy by ordinary election.
- (c) The continuing members of the State Management Committee may act notwithstanding any casual vacancy in the State Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the State Management committee, the continuing member or members may act for the purpose of increasing the number of members of the State Management Committee to that number or for summoning a General Meeting of the Association, but for no other purpose.

19. FUNCTIONS OF STATE MANAGEMENT COMMITTEE

- (a) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any General Meeting the State Management Committee:–
- i) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - ii) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent
- (b) The State Management Committee may exercise all the powers of the Association:–
- i) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
 - ii) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability, or obligation of the association, and to provide and pay off any such securities; and
 - iii) to invest in such manner as the members of the Association may from time to time determine.
- (c) Elected office holders of the State Management Committee are hereby authorised on behalf of and in the name of the Association to:
- i) bring or defend or cause to be brought or defended any action, prosecution or complaint in any court of law or arbitration or any industrial court, commission or tribunal concerning any property or claim to property of the Association or any matter within the objects of the Association;
 - ii) sue for or institute proceedings in respect of arrears of contributions, subscriptions, levies or any other money payable by members of the Association.
- (d) The President of the Association, or in the President's absence either of the Vice Presidents, is hereby authorised on behalf of and in the name of the Association to notify the relevant industrial tribunal of the existence of an industrial dispute or the likelihood of same.
- (e) A General Manager shall be appointed by the State Management Committee for such period at such salary and on such conditions as may from time to time be agreed upon. The General Manager shall act under the direction of the President or in the President's absence, the Vice-Presidents or in the absence of both, the State Management Committee. The General Manager will at all times be subject to the control of the State Management Committee.

- (f) Subject to the preceding clause, the General Manager shall have full charge and management of the offices and staff of the Association.
- (g) The General Manager shall keep a record of attendances of members at all meetings and generally carry out the duties assigned or delegated by the Association through the President.
- (h) The General Manager shall have custody of all the books, records and other property of the Association as provided for in these Rules and shall, unless otherwise directed by the State Management Committee, keep all records and minutes of all meetings and shall act generally in accordance with the directions of the Association, and the State Management Committee.

20. MEETINGS OF STATE MANAGEMENT COMMITTEE

- (a) The State Management Committee shall meet at least once in every two calendar months to exercise its functions. Additional meetings may be called by the President.
- (b) A special meeting of the State Management Committee shall be convened by the General Manager on the requisition in writing signed by not less than two of the members of the State Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (c) At every meeting of the State Management Committee the number of persons required to constitute a quorum shall be four.
- (d) Subject as previously provided in this rule, the State Management Committee may meet together and regulate its proceedings as it thinks fit; provided that questions arising at any meeting of the State Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (e) A member of the State Management Committee shall not vote in respect of any contract or proposed contract with the Association in which they are interested, or any matter arising thereout, and if they do so vote their vote shall not be counted.
- (f) Not less than 48 hours notice shall be given by the General Manager to members of the State Management Committee of any special meeting of the State Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- (g) The President shall preside as Chairperson at every meeting of the State Management Committee, or if there is no President, or if the President is not present with fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members may choose one of their number to be Chairperson of the meeting.
- (h) If within half an hour from the time appointed for the commencement of a State Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the State Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the State Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

21. SUB-COMMITTEES

- (a) The State Management Committee may appoint sub-committees for such purposes as the State Management Committee thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the State Management Committee. The State Management Committee will not delegate any of its powers to a sub-committee.
- (b) A sub-committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.
- (c) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

22. RESOLUTIONS IN WRITING OF STATE MANAGEMENT COMMITTEE VALID

- (a) A resolution in writing signed by all the members of the State Management Committee for the time being entitled to receive notice of a meeting of the State Management Committee shall be as valid and effectual as if it had been passed at a meeting of the State Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the State Management Committee.

23. ANNUAL GENERAL OR GENERAL MEETINGS

- (a) The Annual General Meeting shall be held within five (5) months of the close of the financial year;
- (b) The business to be transacted at every meeting shall be:–
 - i) the receiving of the State Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year
 - ii) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - iii) the declaration of the State Management Committee; and
 - iv) the appointment of an auditor who shall audit the Association's accounts at the end of each financial year or as directed by the State Management Committee.

24. SPECIAL GENERAL MEETINGS

- (a) The General Manager shall convene a Special General Meeting:–
 - i) when directed to do so by the State Management Committee; or
 - ii) on the requisition in writing signed by not less than four of the members presently on the State Management Committee of the Association. Such requisition shall clearly state the reasons why such Special General

Meeting is being convened and the nature of the business to be transacted thereat; or

- iii) on being given a notice in writing of an intention to appeal against the decision of the State Management Committee to reject an application for membership or to terminate the membership of any person; or
- iv) on the requisition in writing signed by not less than (10) ordinary Members of the Association. Such requisition shall clearly state the reasons why such Special General Meeting is being convened and the nature of the business to be transacted thereat.

25. QUORUM GENERAL MEETINGS

- (a) At any General Meeting the number of members required to constitute a quorum shall be eight (8).
- (b) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy or representing a corporation which is a member.
- (c) If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the State Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the State Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (d) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of such an adjournment or of the business to be transacted at an adjourned meeting.

26. NOTICE OF MEETING

- (a) The General Manager shall convene all General Meetings of the Association by giving not less than seven (7) days notice of any such meeting to members of the Association.
- (b) The manner by which such notice shall be given shall be determined by the State Management Committee; provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of their membership by the State Management Committee, shall be given in writing. Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat.
- (c) All notices shall be deemed to have been given upon the sending of such notice to the last known address of the member.

27. CHAIRPERSON AND VOTING PROCEDURES

- (a) Unless otherwise provided by these Rules, at every General Meeting:–

- i) the President shall preside as Chairperson, or if there is no President, or if the President is not present with fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, a Vice-President shall be the Chairperson or if a Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairperson of the meeting;
- ii) the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
- iii) every question, matter or resolution shall be decided by a majority of votes of the members present;
- iv) every member present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote: provided that no member shall be entitled to vote at any General Meeting if their annual subscription is more than 30 days in arrears at the date of the Meeting;
- v) voting shall be by show of hands or a division of members, unless not less than half of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as the Chairperson shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- vi) a member may vote in person, or by proxy and on show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy ;
- vii) the instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointer or, if the appointer is a corporation, either under seal or under the hand of an officer duly authorised. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- viii) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:—

QUEENSLAND BAKING INDUSTRY ASSOCIATION - UNION OF EMPLOYERS

I, of, being a member of the abovenamed Association, hereby appoint of as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Association, to be held on the day of, 20..., and at any adjournment thereof.

Signed this day of, 20...

Signature:

This form is to be used

**in favour of*

**against*

the resolution.

**Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as they think fit);*

- ix) the instrument appointing a proxy shall be deposited with the General Manager prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- x) the General Manager shall cause full and accurate minutes of all questions, matters, resolutions, and other proceedings of every State Management Committee Meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the General Manager for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every State Management Committee Meeting shall be signed by the Chairperson of that Meeting or the Chairperson of the next succeeding State Management Committee Meeting verifying their accuracy. Similarly, the minutes of every General Meeting shall be signed by the Chairperson of that Meeting or the Chairperson of the next succeeding General Meeting; provided that the minutes of any Annual General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting or Annual General Meeting.

28. BY-LAWS

- (a) The State Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a General Meeting of Members.

29. FUNDS AND ACCOUNTS

- (a) The funds of the Association shall be banked in the name of the Association in such bank as the State Management Committee may from time to time direct.
- (b) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (c) All moneys shall be banked as soon as practicable after receipt thereof.
- (d) All amounts of one hundred dollars or over shall be authorised by any two of the President, Vice-President – Plant Operators Industry Group, Vice-President – Independent Operators Industry Group, Treasurer, General Manager or such other member authorised from time to time by the State Management Committee.

- (e) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recouplements which may be open.
- (f) The State Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (g) All expenditure shall be approved or ratified at a State Management Committee Meeting provided that all expenditure by way of loan, grant or donation to any recipient of an amount exceeding, or in the aggregate exceeding, \$1000 shall not be approved unless the State Management Committee has satisfied itself –
 - i) that the making of the loan, grant or donation would be in accordance with the other Rules of the Association; and
 - ii) in the case of a loan, that the security proposed to be given for the repayment of the loan is adequate and the proposed arrangements for repayment of the loan are satisfactory;
- (h) As soon as practicable after the end of each financial year the General Manager or such other appointee or paid employee as designated shall cause to be prepared a statement containing particulars of –
 - i) the income and expenditure for the financial year just ended; and
 - ii) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (i) All such statements shall be examined by the auditor who shall present their report upon such audit to the General Manager prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- (j) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by them to the Association or otherwise owing by the Association to them or of remuneration to any officers or servants of the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

30. EXECUTION OF DOCUMENTS

- (a) The President or the Treasurer or in their absence such other officer/s authorised by the State Management Committee shall execute all documents required by law. This power may be delegated to the General Manager to the extent permissible under the law.
- (b) All such documents shall be executed under the Seal of the Association.

31. INDUSTRY GROUPS

- (a) The State Management Committee shall constitute such Industry Groups throughout the State as may be necessary and as may in the opinion of the State Management Committee give representation to all members.
- (b) With the commencement of these Rules there shall be two Industry Groups of the Association, namely, Plant Operators' Industry Group and Independent Operators' Industry Group.
- (c) One member from each division elected in terms of clause 32(2) shall be a member of the relevant State Industry Group Committee.
- (d) The relevant Industry Group Vice-President shall call meetings of their Industry Group when necessary or when directed by the State Management Committee or when required by these Rules.

32. DIVISIONS

- (a) Divisions of the Association may be formed for either or both Industry Groups in any town or district where there are located baking establishments (bakeries and/or pastry shops) at the discretion of the State Management Committee, provided that no such town or district shall have more than one Division per Industry Group.
- (b) Each Division of each Industry Group may elect annually from their number one member who shall be a member of the relevant State Industry Group Committee.

33. POWERS OF INDUSTRY GROUPS AND DIVISIONS

- (a) Industry Groups and Divisions of the Association shall not be autonomous but shall be completely dependent upon the Association in all matters with regard to their rules, assets, administration and finance.
- (b) Industry Groups and Divisions shall have power to administer the Rules of the Association in their town or district where they are established under the direction of the State Management Committee. They shall have power to adopt resolutions to meet local requirements provided such resolutions are in conformity with the Rules of the Association. Constitutional issues shall be submitted to the State Management Committee of the Association for consideration. They shall have the power to do each and every act and execute any function which may be delegated to them by the State Management Committee of the Association.
- (c) Industry Group Committees shall decide when and where they shall hold Industry Group Meetings.

34. ENFORCEMENT OF RULES

- (a) The power to enforce these Rules by action at law or in equity shall be vested in the President on behalf of the Association or in the event that the President for the time being of the Association shall fail to take action in accordance with the resolution of the State Management Committee as hereinafter provided then such power shall vest in such person as is nominated by the State Management Committee.
- (b) The President shall be entitled to take action to enforce these Rules of the President's own motion and will take action to enforce these Rules upon the

passing of a resolution directing the President so to do, being duly passed by the State Management Committee.

- (c) A copy of these Rules and/or a copy of the resolution provided for in these Rules duly signed by the person in whom the power to enforce these Rules is vested shall be prima facie evidence in any action to enforce these Rules that:–
- i) the copy of these Rules so signed is a true and correct copy of these Rules;
 - ii) the copy of the resolution so signed is a true and correct copy of the resolution;
 - iii) the resolution a copy whereof has been so signed has been duly passed.

35. ALTERATION OF RULES

- (a) Subject to the provisions of the relevant industrial legislation, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting; provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Industrial Registrar.

36. COMMON SEAL

- (a) The State Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the State Management Committee and every instrument to which the seal is affixed shall be signed by a member of the State Management Committee and shall be countersigned by the General Manager or by a second member of the State Management Committee or by some other person appointed by the State Management Committee for the purpose.

37. DOCUMENTS

- (a) The State Management Committee shall provide for the safe custody of books, documents, instruments of titles and securities of the Association.

38. FINANCIAL YEAR

- (a) The financial year of the Association shall close on 31 December in each year.

39. DISTRIBUTION OF SURPLUS ASSETS

If the Association shall be wound up in accordance with the provisions of the relevant industrial legislation, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions within Queensland having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rules 29(j), such institution or institutions to be determined by the members of the Association.