



Housing Industry Association Limited

By-laws

16 July 2013

In the interpretation of these By-laws, except where excluded by the context, words and phrases shall have the same meaning ascribed to them as in the Constitution of Housing Industry Association Limited ("the Association").

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**Housing Industry Association Limited
ACN 004 631 752**

By-law 1 - Administration

1 Policy and Procedures Manual

Administration of the Association and its affairs shall be in accordance with the Policy and Procedures Manual as adopted by the National Board of Directors from time to time.

2 Election of first Regional Executive Committee

Subject to clause 3 of this By-law the procedure for the election of the first Regional Executive Committee upon the establishment of a Region shall be as specified in clauses 12.9 and 12.10 of the Constitution save that a reference to “the annual regional meeting of Members ” shall be read as extending to and including the first annual regional meeting of Members of the Region.

2.1 Eligibility of Candidates

In relation to the election of the First Regional Executive Committee of a Region:

- (a) No candidate is eligible for election as Regional President or Vice-President unless the candidate:
 - (i) is a current Member of the Association; and
 - (ii) has previously been a Member of the Association for a continuous period of more than four (4) years.
- (b) No candidate is eligible for election as the Chair or Vice-Chair of a Regional Service Committee or Regional Specialist Committee unless the candidate has been a Member of the Association for more than 2 consecutive years.

3 Change of name or boundaries of Region

If the boundaries of an existing Region be altered and/or the name of an existing Region be changed all persons being a Member of or holding or having held any office or position with the Region prior to such changes shall continue to be a Member and to hold or be deemed to have held such office or position as though elected or appointed pursuant to the Constitution.

4 Election of Chairs and Vice-Chairs of Regional Service and Specialist Committees

- (a) At any meeting of a Region convened to elect the Chair and Vice-Chair of any Regional Service Committee and Regional Specialist Committee the order in which such elections are to proceed shall be determined by lot.
- (b) Following the order determined pursuant to clause 4(a) of this By-law:
 - (i) a Chair for each Regional Service Committee and Regional Specialist Committee shall then be elected; and
 - (ii) following that same order, a Vice-Chair for each Committee shall be elected.

Housing Industry Association Limited
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By-law 2- Membership

1 Administration of By-law

The administration of this By-law and any discretions to be exercised in relation to it and the terms upon which it is to be applied are the responsibility of the National Board of Directors.

2 Membership of Association

Members shall be, and have all rights and responsibilities as Members of the Association as prescribed by the Constitution and these By-laws.

3 Allocation to Regions

Members shall be allocated to a Region or Regions and shall have all rights and responsibilities as prescribed by the Constitution and these By-laws.

3.1 Relevant Matters

In allocating Members to a Region or Regions, regard shall be had to the convenience and choice of the Member, and the Member's place of residence and place or places of business.

4 Corporate Members

- (a) For the purposes of clause 8.5(b) of the Constitution, the term "Corporate Member" may at the discretion of the National Board of Directors extend to and include a corporation and any subsidiary of the corporation within the meaning of the Corporations Act.
- (b) In the case of Corporate Members bona fide carrying on business in several Regions, the National Board of Directors shall have power to determine and prescribe special rates, and terms and conditions of payment for all membership dues and subscriptions relating to such Members.

5 Change of Residence

- (a) If a Member of the Association changes residence so as to be outside a Region in which the Member is allocated, application may be made in writing to the Regional Director of the Region in which the Member is registered to transfer the Member's membership from that Region to the Region which comprises the Member's new place of residence or any other Region.

- (b) The Regional Director where the Member is transferring shall register the Member as a financial Member of that Region for the unexpired portion of the Member's original subscription payment and shall notify the Member within seven days of registration.
- (c) If within six months after a Member of the Association changes residence the Member has not made application to transfer membership in accordance with the last preceding By-law, the Company Secretary shall as soon as he or she becomes aware of the change, proceed to transfer the membership to an appropriate Region. The Regional Director shall notify the Member within 7 days of the registration of the change.

6 Life Membership

6.1 Nominations

Nominations for Life Membership:

- (a) may be made by any member of the National Policy Congress; and
- (b) shall be notified to the Company Secretary; and
- (c) shall be considered by the National Policy Congress.

6.2 Voting Majority

A resolution of the National Policy Congress with respect to the election of a Life Member shall require a three-fourths majority.

6.3 Rights

Life Members shall have all the rights and privileges of Ordinary Members and without any payment of fees shall be deemed to be financial Members.

6.4 Historical Category

All persons who as at the time of registration of the Association were Life Members of the incorporated body known as Builders and Allied Trades' Association shall upon their agreeing in writing to do so become Life Members of the Association.

7 Applications for Membership

7.1 Procedure

In all cases:

- (a) Each application for membership shall be considered by the Managing Director or his or her delegate as soon as practicable after receipt of the application. Subject to clause 7.1(b), the Managing Director shall approve, reject or refer an application for membership to the applicable Regional Executive Committee.

- (b) The Managing Director must reject the application of any candidate that he or she considers is not a 'fit and proper' person or refer that application to the applicable Regional Executive Committee for further consideration. The Regional Executive Committee may reject that application if a majority of 75 per cent of Members of that Regional Executive Committee present and voting at the meeting resolve that the candidate is not a 'fit and proper' person.
- (c) The Regional Executive Committee may revoke the membership of any Member during the first year of membership without recourse to the Complaints Procedures and Rules for Member Discipline, if a majority of 75 per cent of Members of that Regional Executive Committee present and voting at the meeting resolve that the candidate is not a 'fit and proper' person. The National Board of Directors from time to time shall establish criteria for determining who is a 'fit and proper' person to become a Member of the Association.
- (d) In no case shall the Managing Director or a Regional Executive Committee be required to give any reason for refusal to admit an applicant as a Member or for the revocation of membership under this clause 7. In all cases the decision of the Managing Director or a Regional Executive Committee (as the case may be) shall be final.
- (e) If the applicant is accepted to membership, the Managing Director shall within 7 days of that approval forward to the applicant written notice of approval.

7.2 Approval

Upon approval of membership, the applicant shall:

- (a) be entered in the Register of Members; and
- (b) continue to be a Member until the Member resigns or ceases to be a Member as provided in the Constitution.

7.3 Address

Each Member or Member's Representative shall notify the Association of that person's address. No meeting or proceeding shall be invalidated by reason of a Member who has failed to comply with this regulation not having received a notice of that meeting or proceeding.

8 Membership Certificates

- (a) A certificate or certificates in the prescribed form shall be issued to each Member affirming membership of the Association.
- (b) The certificate shall be signed in such manner as the National Board of Directors may prescribe from time to time. A record of all certificates shall be made in a book kept for that purpose.

- (c) The certificate of membership remains the property of the Association and the Association may at any time call for and compel its production and delivery to the appropriate Regional Director.
- (d) Any person who ceases to be a Member of the Association shall within 7 days of ceasing to be a Member return the Member's certificate of membership to the Regional Director who shall cancel it.
- (e) If a Member neglects or refuses to deliver up the Member's certificate the Association may institute legal or other proceedings for its recovery and for the purpose of those legal proceedings and without prejudice to any other remedy the Association may have it is declared that the value of each certificate shall be \$20.
- (f) No Member shall make or permit to be made any photograph or other imitation of the certificate of membership except with the consent of the Member's Regional Executive Committee.

9 Membership Dues

9.1 Payment

Where persons or companies apply to become Members of the Association any subscription together with any application fee (if any) ("dues") shall be payable at the time of lodgement of the application.

9.2 Collection

All dues shall be collected by the National Board of Directors or as it may determine.

9.3 Membership Lists

On or before the thirty-first day of January of each year the Managing Director shall give to each Regional Director a list of the Members on the Region's Register of Members as at the preceding 31st December. Each Region shall then report once each month, each Member added to or deleted from the register and any alterations made to the register and the appropriate entries shall be made on the records of the Association.

10 Notices and Registered Office

- (a) Each Member of the Association whose registered place of address is not in Australia may advise the Association in writing of an address in Australia which shall be deemed that Member's registered place of address for the purposes of the Constitution and these By-laws.
- (b) Where a Member has no registered address in Australia a notice posted up in the registered office of the Association shall be deemed to be served on that Member at the expiration of 24 hours after it is posted up.

- (c) Any notice sent by post shall be deemed to have been served on the day following that on which it is posted and in proving service it shall be sufficient to prove that the notice was properly addressed and placed with Australia Post. A certificate in writing signed by the Secretary or other officer of the Association that the notice was properly addressed and posted shall be conclusive evidence of the fact.
- (d) A Member may elect to receive notices via e-mail in lieu of post. In such cases, any notice sent to the last e-mail address supplied by the Member shall be deemed to have been served on the day it was sent. Production of a certified copy of the e-mail shall be evidence of the matters stated on its face.

11 Period of Membership

In calculating the period of membership of any Member of the Association, any period during which the Member was a Member's Representative within the meaning of clause 9.1 of the Constitution shall be counted.

12 Failure to meet debts to the Association as they Fall Due

A Member who fails to conduct their financial transactions with the Association in accordance with the Association's terms of trading may be deemed to be insolvent within the meaning of clause 10.1(a) of the Constitution unless alternative payment arrangements have been agreed in writing with the Managing Director.

13 Retirees, Students and Teachers

Candidates for Ordinary Membership who are retired or who are:

- (a) teachers of;
- (b) persons enrolled in; or
- (c) persons acquiring recognition for having completed
a course of study related to the residential building industry

are taken to be engaged in a trade, industry or professional related to the residential building industry and do not need to hold an Australian Business Number (ABN) or a business or occupational licence.

**Housing Industry Association Limited
ACN 004 631 752**

By-law 3- Complaints Procedures

1 Resolution of Complaints

The HIA Complaints Procedures and Rules for Member Discipline which are Attachment 1 to the Member Code of Ethics shall apply.

**Housing Industry Association Limited
ACN 004 631 752**

By-law 4- Procedures for General Meetings

1 Adjournments

- (a) The Chair may with the consent of any General Meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) When a General Meeting is adjourned for 10 days or more, notice of the adjourned Meeting shall be given as in the case of the original meeting.
- (c) It shall not otherwise be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

2 Chairs of National Service Committees

National Policy Congress may invite the Chairs of all National Service Committees referred to in clause 23.1(b) of the Constitution to attend, speak, move and second motions, but not vote, at General Meetings of the Association.

**Housing Industry Association Limited
ACN 004 631 752**

By-law 5- Member Code of Ethics

- 1 The Member Code of Ethics is designed to provide guidelines to Members of good practice for the marketing and costing of building services to the public.
- 2 The Association is committed to promoting the highest standards of workmanship and conduct of its Members within the community as a whole and within the home-building environment in particular. Adherence to this Member Code of Ethics is essential for the good reputation of the industry.
- 3 It is intended that this Member Code of Ethics shall be the benchmark of any complaints brought against a Member of the the Association.
- 4 This Member Code of Ethics complements any code which may be drawn by any other semi-government or government authority, but such other codes will not be considered as being relevant to any breach of conduct under this Code.
- 5 The provisions of this Member Code of Ethics may be varied from time to time to reflect the current standards of business conduct which Members of the Association expect of each other Member.
- 6 In these By-laws, Member Code of Ethics means the *HIA National Code of Ethics* and *HIA Complaints Procedures and Rules for Member Discipline*, adopted by National Policy Congress on 20th May 1998 (which are Attachment A to this By-law) and any subsequent code adopted by National Policy Congress which amends or replaces that Code from time to time.

**Housing Industry Association Limited
ACN 004 631 752**

Attachment A to By-law 5 – Member Code of Ethics

HIA National Code of Ethics - Preamble

1 Introduction

Housing Industry Association Limited is an association of approximately 40,000 members working in the housing industry. It is the peak national industry association for the residential construction and home building, renovation and development industry in Australia.

The Association and its Members are committed to promoting the highest standards of customer service, workmanship and business conduct, and full compliance with all applicable laws, regulations, codes and standards. In order to do that, the Association has for many years had various Codes of Conduct applying in particular States and Territories.

This National Code of Ethics has been developed by the Association, in consultation with the Australian Competition and Consumer Commission, to apply throughout Australia, to ensure that the same high standards of commercial conduct shall be observed by all its Members in their dealings with each other, suppliers, customers and with the public.

This Code has been designed to comply with Australian Standard AS4269-1995 on Complaints Handling and Australian Standard AS 3806-1998 on Compliance Programs.

2 To whom does this Code apply?

This National Code of Ethics applies to Members of the Housing Industry Association. It is the duty of every Member to comply with this Code, and to take all reasonable steps to ensure that their associates and employees do not commit any act or make any omission which would be a breach of this Code if committed by the Member.

3 The Aims and Objectives of this Code

This Code applies to all commercial dealings by Members with fellow Members, suppliers, customers and with the public generally. It also applies to the obligations of Members under the Constitution of the Association.

This Code aims to:

- (a) promote the highest standards of customer service, competence, workmanship and conduct by Members in the housing industry;
- (b) provide guidelines to Members on best practice for the marketing, costing and supply of building services to the public;

- (c) establish a simple and effective complaints handling and disputes resolution procedure, with appropriate sanctions for breaches of this Code;
- (d) through responsible self-regulation, complement and enhance existing laws and codes governing Members; and
- (e) strengthen the competitive edge of Members of the Association by assuring customers and suppliers that they have the right to expect the highest standards at all times.

4 Fairness

All Members of the Association have agreed to be bound by this HIA National Code of Ethics, under which they shall at all times conduct their business so as to:

- (a) provide products and services with competence, fairness, value, honesty and integrity;
- (b) ensure that all products and services they provide are delivered as advertised, and that all claims made are genuine;
- (c) ensure that standards of workmanship are provided as promised to the customer, in accordance with appropriate industry practice for the class of work concerned, and in a manner which shall enhance the reputation of the industry;
- (d) use their best endeavours to ensure compliance with the Code by all partners, associates, employees and contractors, to the extent that the Code applies to them; and
- (e) avoid any action which might bring the Association and its Members into disrepute.

5 Relations Between Members

Members believe that the individual success of other Members benefits the Association as an industry body and, in turn, aids each Member through their association with the Association. Therefore, Members shall:

- (a) seek to promote the goals of the Association by adhering to the principles in this Code and providing mutual support and assistance to other Members bound by this Code; and
- (b) at all times conduct their business in free and fair competition, and refrain from making any misleading or untrue statements about other Members.

6 Best Practice

The Association shall on a regular basis publish for the guidance of its Members details of what it considers to be appropriate standards of conduct, service, workmanship, best practice and ethical dealing in particular areas.

7 Complaints

- (a) Any consumer, Member or other person who believes they have a complaint against a Member in connection with their commercial conduct or obligations under the Constitution of the Association may ask the Association to deal with the complaint under this Code of Ethics.
- (b) Unless satisfied that the complaint is not a genuine one, or is trivial or vexatious, the Association shall attempt to resolve the complaint informally, including by reference to independent mediation if appropriate.
- (c) If the Association is unable to resolve such a complaint, it shall refer the complaint to an independent Complaints Committee for decision.
- (d) The Complaints Committee shall consider the complaint in a fair and proper manner in accordance with detailed complaints procedures adopted by the Association under this Code [Attachment 1].
- (e) The Complaints Committee, if it finds that a Member is in breach of this Code, may take disciplinary action against the Member, including cautioning, reprimanding, suspending, obtaining undertakings in relation to future conduct or recommending that the National Board of Directors of the Association terminate the membership of the Member.

8 Code Administration

This Code is administered by the National Board of Directors of the Association, subject to the Constitution of the Association and By-laws made under that Constitution from time to time. The National Board of Directors shall:

- (a) keep this Code under review to ensure that it is achieving its stated objectives;
- (b) if necessary, and after due consultation with interested bodies, implement any changes to this Code which appear desirable;
- (c) report annually on the performance of this Code, as measured by appropriate indicators developed by the National Board;
- (d) provide guidance and assistance to Members in developing appropriate internal mechanisms to facilitate the Member's continuous compliance with this Code; and
- (e) may convene a Codes Administration Sub-committee for this purpose.

9 Consultation

The Association shall make every effort to ensure that the benefits and obligations of this Code are known as widely as possible, both among its Members and their staff, and with the public generally. The Association shall cooperate with other bodies, including the ACCC and Departments of Fair Trading, in dealing with matters arising under this Code.

The Association welcomes comment on this Code and its operation. The Association is committed to ongoing improvement of and consultation about this Code with interested public and private bodies, including individual customers, consumer groups, ACCC, Fair Trading and Consumer Protection Departments, Trade Associations, Suppliers, Public Utilities and Local Governments. Any correspondence should be sent by Mail to the Housing Industry Association, 79 Constitution Avenue, Canberra ACT 2612, or by E-Mail to compliance@hia.com.au.

HIA National Code of Ethics – The Principles

All Members of the Housing Industry Association have agreed to be bound by the HIA National Code of Ethics, under which they shall at all times conduct their business so as to:

- 1 Provide products and services with competence, fairness, value, honesty and integrity.
- 2 Ensure that all products and services they provide are delivered as advertised, and that all claims made are genuine.
- 3 Ensure that standards of workmanship are provided as promised to the customer, in accordance with the appropriate industry practice for the class of work concerned, and in a manner which shall enhance the reputation of the industry.
- 4 At all times conduct their business in free and fair competition, and refrain from making any misleading or untrue statements about other Members.
- 5 Avoid any action which might bring the Association and its Members into disrepute.

Housing Industry Association Limited, ACN 004 631 752, May 1998

HIA Complaints Procedures and Rules for Member Discipline – Attachment 1 to HIA National Code of Ethics

- 1 This Complaints Procedure applies to complaints which are made in writing, which are not anonymous, and which in the opinion of the relevant Regional Executive Director are genuine and not trivial or vexatious.
- 2 The Association shall request from the Member, within a specified time, a written response to the matters contained in the complaint, in which case the Member must provide the response as requested.
- 3 The relevant Regional Executive Director shall, if they consider it appropriate, attempt to resolve the complaint informally, including by reference to independent mediation.

- 4 Where a complaint relates to a matter which is subject to current or pending proceedings involving the Member before a court or tribunal, or a licensing or other regulatory or disciplinary authority, the Association will await the decision of that court, tribunal or authority before taking any further action to resolve the complaint. The Association is not a court and must respect the decisions of such bodies, nor will it attempt to anticipate what might be decided.
- 5 If the matter has not been resolved by the decision of the court, tribunal or authority (or by the Association informally), the Association shall refer the complaint to an independent Complaints Committee for decision.
- 6 The Managing Director shall convene a Complaints Committee as required in that Region, and shall provide any necessary administrative support for it in its deliberations. The Managing Director may delegate this function to the General Counsel, where appointed.
- 7 The Complaints Committee shall be constituted as follows:
 - (a) where the complaint is from a consumer affected by the commercial conduct of the Member, a Complaints Committee consists of:
 - (i) a solicitor (not being the Association's solicitor);
 - (ii) two Members of the Association; and
 - (iii) any other person of good character and repute nominated by the relevant Department of Fair Trading / Consumer Affairs.
 - (b) where the complaint is from another Member, a consumer not affected by the commercial conduct of a Member or is a complaint from a regulatory or disciplinary authority, a Complaints Committee consists of:
 - (i) the Regional President;
 - (ii) the Regional Vice-President;
 - (iii) or where a conflict of interest arises in relation to any of the foregoing office bearers, their delegate; and
 - (iv) if so requested by the respondent Member, a member of the National Board of Directors.
- 8 The Complaints Committee shall inquire into the substance of any complaint referred to it. The Member must comply with the directions of the Committee in the course of its investigation of the complaint.
- 9 The Complaints Committee shall from among the members of that Committee elect a person to Chair the Committee, who shall appoint a person to be Secretary. The General Counsel shall assist Complaints Committees as necessary.

- 10 The Complaints Committee shall decide all matters referred to it in accordance with the principles of equity and good conscience, but is not bound by the rules of evidence. The Committee shall conduct its proceedings in a fair and proper manner and in accordance with the principles of natural justice.
- 11 The Managing Director may from time-to-time develop guidelines and procedures to assist Complaints Committees and complaint handling protocols for HIA staff to support and facilitate the work of Complaints Committees. The Managing Director may delegate this function to the General Counsel, where so appointed.
- 12 Except to the extent otherwise determined by the Managing Director under clause 11 of this Code, the National Board of Directors or the National Policy Congress from time to time, the Complaints Committee shall proceed as follows:
 - (a) The Committee shall obtain a written undertaking from the complainant that, in consideration of the Committee inquiring into the complaint, the complainant will not commence or prosecute any action or legal proceedings for defamation or like action, or seek to recover any loss or damage arising out of the conduct of an inquiry by a Complaints Committee, against any person who gives evidence (orally or in writing) or exercises any power or performs any duty as a Member of the Association, member of the National Board of Directors, a Regional Director or other Officer or Employee of the Association, or a member of the Regional Executive Committee or any committee or sub-committee of the Region, including a Complaints Committee.
 - (b) The Member and complainant shall both be notified in writing of the date, time and location that the Complaints Committee is scheduled to meet. The Member shall also be provided in advance with a copy of the allegations to be considered by the Committee.
 - (c) The Committee may request from the Member, within a specified time, a written response to the matters contained in the complaint, in which case the Member will provide the response as requested. The Member and complainant shall be given sufficient time to prepare their cases and may call witnesses to support their case.
 - (d) When the Complaints Committee meets, the person Chairing the Committee shall explain to the parties the process which the Committee intends to follow. Neither party is entitled to legal representation but may have other persons present to assist them in presenting their case.
 - (e) The Chair will require the complainant to outline the allegations against the Member. Members of the Committee are encouraged to ask questions of clarification. The Chair will then require the Member to provide an answer or explanation in response to the complaint. The complainant and Member will be given ample opportunity to answer any allegations and clarify any matters.

- (f) The parties may provide oral and documentary statements and other material, and are entitled to call witnesses and to tender documents. Subject to law, the Committee may require the Member to produce any documents relevant to the proceedings which are in the Member's custody and control. A party giving an oral statement may give sworn evidence if they wish, but in any case may be asked questions by the Committee and by the other party. The Committee shall give all evidence (sworn or unsworn) such weight as is appropriate, and shall take such evidence into account in making its decision to the extent appropriate.
 - (g) The Committee may, if it sees fit:
 - (i) inspect and copy any relevant documents of the parties;
 - (ii) take any sample or make any test;
 - (iii) obtain advice from any specialist consultant or other expert;
 - (iv) inspect any work which is relevant to the subject of the complaint;
 - (v) adjourn proceedings from time to time;
 - (vi) suspend proceedings pending the determination, by arbitration, expert determination litigation or otherwise, of contractual issues in dispute between the parties;
 - (vii) make recommendations to the parties aimed at resolving the complaint.
- 13 The Committee may decide the matter at the conclusion of the hearing or may adjourn the proceedings to consider its decision. If the Committee decides to consider its decision, it shall make that decision within 10 working days if possible. Both parties shall be advised that they will be notified in writing as soon as possible of the outcome.
- 14 The Chair of the Complaints Committee shall prepare a written report on the Committee's inquiry stating the issues in dispute and the decision(s) on them, and shall forward a copy of this to the Member, to the Managing Director, to the relevant Regional Director and to the General Counsel.
- 15 The Complaints Committee, if it finds that a Member has acted contrary to the HIA Code of Ethics, may do any of the following:
- (a) caution the Member;
 - (b) reprimand the Member;
 - (c) seek and obtain undertakings from the Member in relation to future conduct;
 - (d) suspend the membership of the Member for up to 12 months;
 - (e) ask the National Board of Directors to terminate the membership of the Member.

- 16 Where the Complaints Committee makes a recommendation on termination of the Member, the recommendation must be referred to the National Board of Directors, who will make the final decision. The decision of the National Board of Directors will be made as soon as possible and shall be notified to the Member in writing.
- 17 Where the Complaints Committee suspends a Member, the Association will give effect to that suspension in accordance with its terms.
- 18 The Complainant will be advised in writing of the outcome of his or her complaint when a decision has been made on it.
- 19 It is the duty of all Members, Officers and Employees of the Association to assist an inquiry by a Complaints Committee. No Member shall, in connection with a complaint, be entitled to commence or prosecute any action or legal proceedings for defamation or like action, or to recover any loss or damage arising out of the conduct of an inquiry by a Complaints Committee, against any person who gives evidence (orally or in writing) or exercises any power or performs any duty as a Member of the Association, member of the National Board of Directors, a Regional Executive Director or other Officer or Employee of the Association, or a member of the Complaints Committee.
- 20 Any question arising out of or in connection with the administration of complaints not determined elsewhere in this By-law or under the HIA Member Code of Ethics shall be determined by the Managing Director or the General Counsel where so appointed.

July 2013

Housing Industry Association Limited
ACN 004 631 752

By-law 6 – The Industry Fund

1 Interpretation

In the interpretation of this By-law, except where excluded by the context, words and phrases shall have the same meaning ascribed to them as in the Constitution of Housing Industry Association Limited ("the Association").

2 Establishment of Fund

Pursuant to the objects of the Association as set forth in its Constitution and to its powers, there shall be established a fund of moneys to be known as the "HIA Industry Fund" ("the Fund").

3 Objects of the Fund

- (a) The Fund is established for the purpose of furthering the objects of the Association, and in particular representing the interests of and organising support for home builders and the home building industry of Australia.
- (b) The Fund shall be a public fund and the Australian public shall be actively encouraged to make donations and gifts thereto.
- (c) The Fund shall be applied for the purposes of:
 - (i) preserving and fostering the right and ability of independent contractors to operate and carry on business in the home building industry in Australia;
 - (ii) promoting, protecting and fostering the development of manufacturing and/or industrial resources in Australia;
 - (iii) encouraging joint action by persons engaged in developing those resources in Australia and in matters affecting those resources and promoting discussion and co-operation thereto and taking action to protect and generally watch over the interests of those persons in Australia.
- (d) Giving the Government whether of the Commonwealth of Australia or of any State or Territory or any committee or member of a legislative or other public body or authority, opportunities and facilities for conferring with and ascertaining the views of those persons as regards matters affecting those resources either directly or indirectly.
- (e) Diffusing among the citizens of Australia information on all matters affecting the home building industry of Australia from the point of view of those persons and printing, publishing, issuing and circulating such papers, periodicals, books, circulars and other literary undertakings as may seem conducive thereto.

- (f) Promoting any other objects of economic importance to the resources of the home building industry in Australia.
- (g) Doing such matters and things as the Association may think necessary or conducive to the attainment of the foregoing objects and powers.

4 Donations to the Fund

The Committee shall seek to raise moneys for the Fund by gifts, donations and bequests from such sources as it may consider appropriate and in particular the Australian public.

5 Administration of the Fund

- (a) The Fund shall be administered on behalf of the National Board of Directors of the Association by a Committee ("the Committee") comprising four people appointed by the National Board of Directors. The National Board of Directors may, without being required to assign any reason for doing so, remove or replace members or, where necessary, fill casual vacancies of the Committee.
- (b) The Committee shall be responsible for the administration of the Fund and the application of all moneys comprising the Fund in accordance with the objects expressed in clause 3 of this By-law and in accordance with any direction consistent with such objects which may be lawfully given to it by the National Board of Directors from time to time.
- (c) Notwithstanding clause 5(b), in no case shall the Fund or any proceeds thereof be applied by the Committee in any manner inconsistent with the objects and powers of the Association referred to in clause 3.
- (d) The day to day management of the Fund shall be vested in the Managing Director who shall have such powers and authorities with regard to the Fund as the National Board of Directors may from time to time determine and the Managing Director shall exercise all such powers and authorities subject at all times to the direction and control of the National Board of Directors and, subject thereto, the direction and control of the Committee.
- (e) The Managing Director or any employee of the Association nominated by the Managing Director shall attend all meetings of the Committee and may be heard on any matter but shall not be entitled to vote. There shall be a Secretary of the Fund who shall be appointed by the Committee.

6 The Committee

- (a) The Committee shall elect its Chair from amongst its members.
- (b) The Committee shall meet at least once in every year and subject thereto at such times as the Committee shall from time to time determine. The provisions of the Constitution of the Association governing the operation of Committees of the Association shall apply to meetings of the Committee.

- (c) The quorum for a meeting of the Committee shall be one-half in number of the members thereof for the time being or the closest whole number above that fraction.
- (d) Any determination of the Committee in respect of the Fund made in accordance with this By-law shall be valid and effective as if made by the National Board of Directors in accordance with the Constitution of the Association.

7 Accounts

- (a) All moneys belonging to the Fund and all accretions thereto and all gifts, donations and other bequests to the Fund shall be kept in a bank account separate from any other bank account of the Association under the designation "HIA Industry Fund" but shall otherwise be maintained in accordance with the requirements of the Constitution of the Association.
- (b) Subject to and in accordance with the requirements of and principles set forth in the Constitution of the Association, the Committee shall keep proper accounts with respect to the Fund and all moneys received by and for the purposes of the Fund and expended from the Fund.
- (c) Moneys of the Fund not immediately required may be invested in the name of the Fund in either:
 - (i) investments authorised from time to time under the Trustee Act of the Australian Capital Territory in its application to the Australian Capital Territory by virtue of the Trustee Act of the said Territory; or
 - (ii) the purchase of a Bill of Exchange accepted by a Bank in Australia for which that Bank accepts liability for payment on the maturity of that Bill.

8 Winding up of the Fund

In the event that the Fund is wound up or dissolved by the National Board of Directors or for any other reason or cause whatsoever and there remains after satisfaction of all debts and liabilities associated with the Fund, any property or moneys whatsoever, the same shall not be paid into or form part of the general account of or funds of the Association but shall, at the discretion of the National Board of Directors be paid, distributed, resettled or otherwise dealt with as follows:

- (a) the pre-payment or distribution to Regional Executive Committees of part or all of any unexpended portion of their contributions to the fund; and/or
- (b) in accordance with the Association's powers expressed in its Constitution it shall be given, transferred or donated to another fund established by the Association or to some other fund or institution determined by the National Board of Directors as satisfying the criteria stated in clause 7.4(a) of the Constitution.

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By-law 7– Land Development

1 Policy

The Association or related entity shall not be involved in land development save for as a facilitator, provided that such role shall not involve any financial liability (direct or indirect) for the Association, subsidiary companies or related entities.

2 Approval Process

The sponsoring Region of a land proposal shall obtain the prior approval of the relevant Regional Executive Committee, following which a submission shall be forwarded to the Managing Director for presentation to and approval by the National Board of Directors.

3 Contents of Submission

The submission referred to in clause 2 of this By-law shall, inter alia, address the following guidelines:

- (a) no financial liability (direct or indirect) for the Association or related entities;
- (b) the frequency and size of HIA land projects;
- (c) an assessment of the potential for the project to benefit and/or conflict with Members;
- (d) the particular functions to be undertaken by the Association. For example, marketing agent, display villages;
- (e) scope for private sector involvement in land supply; and
- (f) the proposed use of sale proceeds/fees, such as debt reduction, new services.

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By-law 8– Regional Branches

1 Application of By-law

This By-law shall apply to all Branches established by Regions pursuant to the Constitution of Housing Industry Association Limited.

2 Purpose of Branches

The primary purpose of a Regional Branch is to pursue the objectives of the Association at a State, Territory or regional level by:

- (a) providing a State, Territory or regional focus for Association activities in which Members may choose to participate;
- (b) identifying and examining issues and problems relevant to the housing industry;
- (c) initiating research to seek solutions to those issues and problems;
- (d) taking action on problems and issues of significance to the housing industry;
- (e) acting as a resource at local level by fulfilling an advisory role and providing a consultative service;
- (f) disseminating information to Members on issues of significance to them;
- (g) promoting and facilitating relevant administration, education and research;
- (h) promoting growth in the Association; and
- (i) encouraging membership of the Association.

3 Administration of Branches

Branches shall be subject to and comply with the Policy and Procedures Manual adopted by the National Board of Directors.

4 Meetings

The meetings and proceedings of every Branch and every committee of a Branch shall be convened and conducted in accordance with the provisions for convening and regulating the meetings and proceedings of the Association so far as those provisions are applicable.

5 Branch Committees

- (a) Branches will elect a Branch Committee.
- (b) The Branch Committee shall consist of:
 - (i) the Branch Office Bearers;
 - (ii) not less than three (3) and not more than eight (8) Other Committee Members.

6 Vacation of office of Regional Branch Committee Members

The office of any Branch Committee member shall be vacated if:

- (a) he or she resigns from the Committee;
- (b) he or she becomes bankrupt or insolvent or executes an assignment of property for the benefit of creditors and is unable to satisfy the Managing Director that no discreditable conduct by the Member has occurred;
- (c) he or she becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) he or she be ineligible or ceases for any reason to be a Member of the Association.

7 Term of Office

- (a) Subject to clause 7(b) of this By-law, the term for which a Branch Committee member is elected shall be two (2) years.
- (b) A Branch Committee member shall hold office until their successors are elected or appointed or until the Branch be wound up as the case may be.
- (c) No Branch Office Bearer shall be elected to or hold the same office for more than six (6) years.

8 Casual Vacancies

Any casual vacancy occurring on a Branch Committee including a casual vacancy among Branch Office Bearers shall be filled by resolution of the Branch Committee.

9 Branch Office Bearers

The Office Bearers of a Branch shall be:

- (a) the following who shall be elected:

- (i) the Branch Chair;
- (ii) the Branch Vice-Chair;
- (b) the Branch Executive Officer (if any); and
- (c) the Immediate Past Branch Chair (if any).

10 Election of Branch Office Bearers and Other Committee Members

10.1 Eligibility for Election

- (a) No candidate is eligible for election as a Branch Chair or Branch Vice-Chair unless the candidate:
 - (i) is a current Member of the Association; and
 - (ii) has previously been a Member of the Association for a continuous period of more than four (4) years.
- (b) All other candidates for election must, at the time of nomination, be current Members of the Association, and must have been Members of the Association for a continuous period of more than two (2) years.

10.2 Election Procedure

- (a) Subject to clause 10 of this By-law the procedure for the election of Other Committee Members and Office Bearers of a Branch shall be as specified in clauses 12.9 and 12.10 of the Constitution save that a reference to “the annual regional meeting of Members” shall be read as extending to and including the first Branch meeting of Members.
- (b) The order of election of Branch Office Bearers and Other Committee Members shall be Branch Chair, then Branch Vice-Chair, and then Other Committee Members.

10.3 No remuneration without approval

Except with prior approval of the National Board of Directors no Member of a Branch Committee or any sub-committee shall be entitled to any remuneration for acting in that office.

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By-law 9– Regional Branches Forum

1 Application of By-law

This By-law shall apply to all Regional Branches Forums established by Regions pursuant to the Constitution of Housing Industry Association Limited.

2 Purpose of Regional Branches Forum

The primary purpose of a Regional Branches Forum is to provide a framework for Regional Branches. The Forum allows Regional Branch Chairs to discuss membership issues in depth and where appropriate these issues can then be taken to the Regional Executive Committee.

3 Election of Representatives to the Regional Executive Committee

The procedure for the election of two (2) Regional Branch Chairs (representatives) to the Regional Executive Committee under clause 12.4(c) of the Constitution, shall be as follows:

- (a) At the first Regional Branches Forum convened after the annual regional meeting of Members, the Regional President shall call for nominations from Regional Branch Chairs for the election of the two representatives to the Regional Executive Committee.
- (b) When more than two (2) nominations are made, voting shall be by preference and the candidates receiving the 2 highest number of votes shall be declared elected.
- (c) The Regional President and Regional Vice President are not entitled to vote in the election of the two (2) representatives to the Regional Executive Committee.
- (d) The process of preferential voting shall be in accordance with clause 18.2 of the Constitution.

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By-law 10– Regional Service and Specialist Committees

- 1 Subject to clause 4 of this By-law, a Regional Service Committee and Regional Specialist Committee shall be convened by the Chair of the Regional Service Committee or Regional Specialist Committee (or in his or her absence the Vice-Chair) elected in accordance with the Constitution.
- 2 A Regional Executive Committee may by resolution determine that two or more Regional Service Committees and/or Regional Specialist Committees be amalgamated.
- 3 Where an amalgamation determination under clause 2 of this By-law applies:
 - (a) for the balance of his or her term, the Chair of a Committee that is amalgamated shall:
 - (i) continue to be a Regional Office Bearer; and
 - (ii) continue to represent the Region on the corresponding National Service Committee; and
 - (iii) no longer convene their Regional Service Committee or Regional Specialist Committee.
 - (b) the Regional President shall appoint one person from the ranks of Chairs of the Committees that are amalgamated, to convene and chair the amalgamated Committee until the next election of Regional Office Bearers; and
 - (c) the Regional President may similarly appoint one person from the ranks of the Chairs and Vice-Chairs of the Committees that are amalgamated, to be the Vice-Chair of the amalgamated Committee until the next election of Regional Office Bearers; and
 - (d) the amalgamated Committee shall be comprised of the members of the Committees that are amalgamated and those members subsequently appointed under the Constitution.
4. At the next election of Regional Office Bearers following an amalgamation determination under clause 2 of this By-law, the Region shall:
 - (a) elect in accordance with the Constitution, one person to chair an amalgamated or combined Committee and one person to be the Vice-Chair; and
 - (b) no longer elect a Chair and Vice-Chair of the Service Committees or Specialist Committees that were amalgamated.
- 5 Where Regional Service and or Regional Specialist Committees have been amalgamated and clause 3(a)(ii) of this By-law no longer applies:
 - (a) the duly elected Chair shall represent the Region on one of the corresponding National Service Committees;

- (b) the duly elected Vice-Chair shall represent the Region on the other corresponding National Service Committee; and
- (c) if more than two Regional Services Committee and or Regional Specialist Committees have been amalgamated the Regional President shall appoint other required representatives to National Service Committees with such appointments being ratified by a majority of the Regional Executive Committee.

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By-law 11 – Co-branded Membership Privileges

1 Application of By-law

- (a) This By-law applies to all new Members joining the Association after 25 May 2005.
- (b) This By-law applies to all categories of membership under the Constitution.
- (c) This By-law is enacted pursuant to clauses 6.3(b) and 6.3(g) of the Constitution.

2 Purpose of By-law

The primary purpose of this By-law is to limit the benefits and privileges of certain Members concerning access to services, voting rights and the extent to which they can promote themselves to the consumers as Members of the Association.

3 Operation of By-law

- (a) A 'co-branded' Member who has their annual subscription paid by another organisation or association is not entitled to:
 - (i) use of the Association's logo and other promotional material;
 - (ii) vote in elections; and
 - (iii) be listed on any professional services directory operated by or for the Association,until such time as the Member pays a full annual membership subscription applicable to their category of membership.
- (b) At the first annual renewal of a membership to which clause 3(a) of this By-law applies, a full membership subscription shall be due and payable by that Member.

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By-law 12 – Guidelines for Election of National Office Bearers

1 Filling of Casual Vacancies

1.1 Relevant Matters

- (a) Clause 18.15 of the Association's Constitution states, "any casual vacancy occurring on the National Board of Directors must be filled by resolution of the National Policy Congress".
- (b) When a casual vacancy occurs, the Constitution does not contemplate the calling of nominations and the holding of a fresh election or a count-back of the last election. They adopt the relatively quick process of a resolution of National Policy Congress to accept a single recommendation from the National Board of Directors.
- (c) In formulating a recommendation, the National Board of Directors must select a person who firstly satisfies the eligibility requirements for an elected National Office Bearer and secondly is the best possible candidate. This approach is adopted because it is the legal duty of directors to act in the best interests of the company as a whole.
- (d) This By-law aims to provide some guidance as to how the Board and ultimately National Policy Congress should assess who is the best possible candidate.

1.2 Filling a casual vacancy on the National Board of Directors

- (a) A casual vacancy is filled by the best possible candidate who must satisfy the eligibility requirements for elected National Office Bearers.
- (b) When a casual vacancy occurs, the Managing Director must notify all members of National Policy Congress as soon possible so they have the opportunity to suggest potential candidates for the National Board of Directors' consideration.
- (c) The National Board of Directors, after due enquiry and consideration of potential candidates, make a single recommendation to National Policy Congress. The National Board of Directors in formulating its recommendation to National Policy Congress may have regard to the following factors:
 - (i) the need for a range of policy, industry and commercial skills and expertise to ensure the successful conduct of the broad range of responsibilities of the National Board of Directors;
 - (ii) the particular skills and experience of potential candidates and the extent to which these complement the skills and experience already present on the National Board of Directors;

- (iii) balancing the aspirations and needs of small, medium and large Regions;
 - (iv) balancing the aspirations and needs of different membership interests, including for example, those of builders, contractors, suppliers and manufacturers; and
 - (v) may consult with Regions and the Chairs of the National Manufacturers Council, and National Service and Specialist Committees.
- (d) If National Policy Congress does not adopt the National Board of Directors' recommendation, the Board must continue to recommend appropriate candidates in turn until a recommended candidate is accepted by National Policy Congress.

2 Elections

2.1 Election of National Office Bearers

- (a) National Policy Congress must select a person who firstly satisfies the eligibility requirements for an elected National Office Bearer and secondly is the best possible candidate. This approach is adopted because it is the legal duty of Officers of the Association to act in the best interests of the company as a whole.
- (b) Members of National Policy Congress, in considering the competing merits of candidates for election to the National Board of Directors should have regard to the following factors:
 - (i) the need for a range of policy, industry and commercial skills and expertise to ensure the successful conduct of the broad range of responsibilities of the National Board of Directors;
 - (ii) the particular skills and experience of potential candidates and the extent to which these complement the skills and experience already present on the National Board of Directors;
 - (iii) balancing the aspirations and needs of small, medium and large Regions;
 - (iv) balancing the aspirations and needs of different membership interests, including for example, those of builders, contractors, suppliers and manufacturers.
- (c) To assist National Policy Congress assess the merits of candidates for election to the National Board of Directors, commencing from the 2010 election cycle, nominees for election to the position of National Director will be invited to attend a gathering immediately prior to National Policy Congress to meet and mingle with their electors.