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Housing Industry Association Limited

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# Constitution

23 May 2019



1	Name of Corporation	1
2	Status of the Constitution	1
2.1	Constitution of the Company	1
2.2	Replaceable Rules	1
3	Interpretation & Meanings	1
3.1	Meanings	1
3.2	Interpretation	4
4	Purpose and Objects	4
4.1	Purpose	4
4.2	Objects	5
4.3	Pursuing the Objectives	5
4.4	Limitation of Powers	6
5	Income and Property of Company	6
5.1	Income and Property	6
5.2	No Payments to Members	7
6	By-laws and Modification, Repeal & Interpretation of this Constitution	7
6.1	Modifying or repealing Constitution	7
6.2	Date of Effect	7
6.3	Making of By-laws	7
6.4	Meaning of Constitution and By-laws	8
7	Rights and Liabilities of Members'	8
7.1	Membership Not Transferable	8
7.2	Liability of Members	8
7.3	Liability to Contribute on Winding Up	8
7.4	Distribution of Surplus	9
8	Members, Associates & Affiliations	9
8.1	Number of Members	9
8.2	Categories of Membership	9
8.3	Rights and Privileges of Membership	10
8.4	Pre-condition to Membership	10

8.5	Associates	11
8.6	Affiliation with Like Organisations	11
8.7	Becoming a Member or an Associate	11
8.8	Application to Join	12
8.9	Annual Subscription	12
9	Member's Representative	12
9.1	Rights of Representatives	12
9.2	Notice of Appointment	13
10	Cessation of Membership	13
10.1	Cessation of Membership	13
10.2	Suspension of Membership Benefits	13
10.3	Resignation of Member	14
11	Maintenance of Register	14
11.1	Register of Members	14
11.2	Inspection of Register of Members	14
12	Regions	14
12.1	Association to be Organised into Regions	14
12.2	Composition of a Region	14
12.3	Regional Executive Committees	14
12.4	Composition of Regional Executive Committees	15
12.5	Status of Vice Chairs and election of additional Regional Executive Committee Members	15
12.6	Regional Office Bearers	16
12.7	First Regional Executive Committee	16
12.8	Election of Regional Presidents and Vice-Presidents	16
12.9	Election of Others	17
12.10	Provisions Relating to the Conduct of Regional Elections generally	18
12.11	Vacation of Office by a Regional Officeholder	19
12.12	Term of Appointment as a Regional Officeholder	19
12.13	Casual Vacancies relating to Regional Officeholders	20
12.14	Regional Service and Specialist Committees	20
12.15	Meeting Procedures	20

13	Branches	20
13.1	Establishment of Branches and Regional Branches Forum	20
13.2	Powers of Branches	21
14	National Policy Congress	21
14.1	Meetings	21
14.2	Circular resolutions	21
14.3	Agenda	21
14.4	Eligibility to Attend and Vote	21
15	Meetings	22
15.1	General meetings of the Association	22
15.2	Annual General Meeting	22
15.3	General meetings of the Regions	23
15.4	Annual meetings of the Regions	23
15.5	Meetings Generally	24
15.6	Postponement or Cancellation of Meeting	24
15.7	Notice of Change, postponement or Cancellation of Meeting	24
15.8	Omission to give Notice Relating to general Meeting	25
16	Proceedings at meetings	25
16.1	Procedures	25
16.2	Quorum at general Meetings	25
16.3	Lack of quorum	25
16.4	Chairing General Meetings	26
17	Voting at General Meetings & Regional Meetings	26
17.1	Entitlement to Vote	26
17.2	Voting Procedure	26
17.3	Casting Vote	27
17.4	Poll	27
17.5	Proxy	27
17.6	No Liability	28
18	National Board of Directors	28
18.1	Powers and Duties of Board	28
18.2	Composition of National Board of Directors	29

18.3	Remuneration of National Directors	29
18.4	Term of office	29
18.5	National Office Bearers	30
18.6	Elections of National Directors	30
18.7	Limits on election to the National Board of Directors	30
18.8	Returning Officer	30
18.9	Procedure for elections of Elected National Directors	31
18.10	Procedure for elections by Postal Ballot	32
18.11	Provisions relating to the conduct of Elections of National Directors	32
18.12	Preferential Voting Procedure	32
18.13	Removal of National Director	34
18.14	Vacation of office of National Director	34
18.15	Casual Vacancies in relation to the National Board of Directors	35
19	Board Meetings	35
19.1	Frequency of Meetings	35
19.2	Convening Meetings	35
19.3	Notice of Meetings	35
19.4	Omission to give Notice	36
19.5	Use of Technology	36
19.6	Quorum at Meetings	36
19.7	Chairing of Meetings	36
19.8	Passing Resolutions at Meetings	36
19.9	Casting Vote	37
19.10	Written Resolutions	37
19.11	Committee Meetings	37
19.12	Validity of Actions	37
20	National Director's Interests	37
20.1	Declaration of Interest	37
20.2	Voting by Interested National Directors	38
21	Directors access to Financial Records	38
21.1	Current National Directors	38
21.2	Past National Directors	38
22	Appointment of Company Secretary	38

23	National Committees	38
23.1	National Service Committees	38
23.2	Other National Committees	39
23.3	Meeting Procedures for National Committees	39
24	Minutes of Meetings	39
25	Engagement and Duties of Executive Officers	40
26	Appointment, removal and remuneration of Auditor	40
26.1	Removal of Auditor	40
26.2	Auditor's Attendance at General Meetings	41
27	Accounts and Financial Records	41
27.1	Receipt of Moneys	41
27.2	Accounting Records	41
27.3	Audited Balance Sheets	42
28	Common Seal	42
29	Indemnity and Insurance	42
29.1	Indemnity of Officers, Auditors and Agents	42
29.2	Insurance Premiums	43
29.3	Interpretation	43
30	Transition	43

## 1 Name of Corporation

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The name of the Company is Housing Industry Association Limited (ABN 99 004 631 752) (the "Association").

## 2 Status of the Constitution

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### 2.1 Constitution of the Company

This is the Constitution of the Association.

### 2.2 Replaceable Rules

This Constitution displaces the Replaceable Rules and consequently, none of the Replaceable Rules apply.

## 3 Interpretation & Meanings

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### 3.1 Meanings

In this Constitution, except where the context otherwise requires:

**Additional National Director** means a National Director appointed pursuant to clause 18.2(b);

**Additional REC Member** means a person elected to a Regional Executive Committee pursuant to clause 12.4(d) or clause 12.4(e);

**Affiliated Member** has the meaning stated in clause 8.2(g);

**Affiliated Organisation** has the meaning stated in clause 8.6;

**Associate** has the meaning stated in clause 8.5;

**Association** means Housing Industry Association Limited;

**Auditor** means the person appointed for the time being as the auditor of the Association;

**Board** means the National Directors present at a meeting, duly convened as a meeting of the National Board of Directors, at which a quorum is present;

**Branch** means any branch of a Region established pursuant to 13.1;

**By-law** has the meaning stated in clause 6.3;

**Company** means Housing Industry Association Limited (ABN 99 004 631 752) also called the Association;



**Constitution** means the constitution for the time being of the Company as constituted by this document and any changes affected by any resolutions of the Company modifying this document;

**Corporate Members** has the meaning stated in clause 8.2(a);

**Corporations Act or the Law** means the *Corporations Act 2001* (Cth);

**Director** and **National Director** means a person, however described, who is a member of the National Board of Directors;

**Elected National Director** means a National Director elected pursuant to clause 18.5(a);

**Financial Member** means a Member who has paid all amounts due by way of application fees and subscription to the Association;

**General Counsel** means a person appointed for the time being as, or to perform the functions of, general counsel of the Association;

**General Meeting** means a general meeting as defined by the Corporations Act and includes a meeting of the National Policy Congress;

**HIA Kitchens & Bathrooms** has the meaning stated in clause 23.2(b)

**Honorary Members** has the meaning stated in clause 8.2(e);

**Insolvent** means:

- in the case of a Corporate Member entering an arrangement for the benefit of creditors, any form of voluntary administration other than for the purposes of a reconstruction or being placed under or entering into any form of insolvency administration or a meeting being convened for that purpose,
- in the case of any other category of membership or for an Associate, committing an act of bankruptcy or becoming bankrupt;

**License** means a license, accreditation, permit, approval, certificate, exemption or other authority required under a legislative registration scheme and is necessary to carry on business with the public;

**Life Members** has the meaning stated in clause 8.2(d);

**Managing Director** means a person appointed for the time being as or to perform the functions of a Managing Director of the Association and where appropriate includes an acting Managing Director;

**Member** means a person who is registered as a member of the Association;

**Membership** means being a Member of the Association;

**Member's Representative** has the meaning stated in clause 9.1(a);

**National Board of Directors** has the meaning stated in clause 18.1(a);

**National Manufacturers Council** has the meaning stated in clause 23.2(a);

**National Office Bearer** has the meaning stated in clause 18.5;

**National Policy Congress** means the meeting constituted under clause 14, and the **members of National Policy Congress** means those persons entitled to attend and to vote pursuant to clauses 14.4(a), 14.4(b) or 14.4(c);

**National President** means the person elected under clause 18.5(a) and is the President of the Association and the Chair of the Company;

**Office** means the registered office of the Association as defined under the Corporations Act;

**Officer** means a Director, Secretary or an officer as defined by the Corporations Act and the Chief Executive Officer;

**Ordinary Members** has the meaning stated in clause 8.2(c);

**Partnership Members** has the meaning stated in clause 8.2(b);

**Prejudicial Conduct** includes conduct reasonably likely to bring the Association, its Members or the residential building industry into disrepute, including without limitation, a conviction for a criminal offence, conduct that is in breach of the Association's Code of Ethics or failure to co-operate in the determination of a complaint against the Member;

**Regional Directors** or **Regional Executive Directors** means those salaried officers of the Association who are the senior executives of each Region respectively;

**Region** means a region of the Association established pursuant to clause 12.1;

**Regional Executive Committee** means a committee constituted under clause 12.3;

**Regional Office Bearer** has the meaning stated in clause 12.6;

**Regional Officeholder** means a Regional Office Bearer, another member of a Regional Executive Committee and a Vice-Chair in a Region where a Vice-chair is not a Regional Office Bearer;

**Regional Specialist Committee** means any committee established pursuant to clause 12.14(c);

**Regional meeting of Members** has the meaning stated in clause 15.3;

**Register of Members** means the register of Members maintained pursuant to the Corporations Act;

**Registered office** means the registered office of the Company as defined under the Corporations Act;

**Replaceable Rules** means the replaceable rules applicable to a public company limited by guarantee, stated in the Corporations Act;

**Secretary** and **Company Secretary** means any person appointed for the time being as, or to perform the functions of, secretary of the Company and includes an acting secretary;

**Senior Manager and Executive Officer** means a senior manager as defined in the Corporations Act and includes the Managing Director, the Regional Directors and senior national Executive Officers referred to in this Constitution;

**Special Members** has the meaning stated in clause 8.2(f);

**Special resolution** means a resolution that has been passed by at least 75 per cent of the votes cast by Members entitled to vote on the resolution;

**Subscription** includes subscriptions, levies, interest, costs, dues, fees or other charges levied upon Members as a condition of membership;

### 3.2 Interpretation

In this Constitution, except where the context otherwise requires:

- (a) the words “including”, “include” and “includes” are to be construed without limitation;
- (b) words importing the singular include the plural and vice versa;
- (c) a reference to legislation is to be construed as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being;
- (d) ‘person’ includes a government agency, body corporate or trust;
- (e) ‘organisation’ includes an unincorporated association, federation or like group;
- (f) headings and marginal notes in this Constitution are inserted only as a matter of convenience and in no way define the scope or intent of this Constitution;
- (g) ‘in writing’ and ‘written’ include printing, lithography, typewriting and other modes of reproducing or representing words in a visible form;
- (h) ‘month’ means a calendar month;
- (i) ‘year’ means a calendar year.

## 4 Purpose and Objects

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### 4.1 Purpose

The Association is established for the purpose of promoting the development of the industrial resources of Australia in the building industry.

## 4.2 Objects

The Association in pursuing its purpose must have regard to the following objectives:

- (a) the association of members of the residential building, renovation, land supply, building material manufacture and supply sectors (the residential building industry) for the purposes of mutual advantage and cooperation;
- (b) the highest standards of professional and commercial conduct in the residential building industry including, inter alia, the development, maintenance and promotion of codes of ethics and responsibilities;
- (c) a favourable legislative environment for the development of Australia's industrial resources by private enterprise;
- (d) the continual improvement of techniques and practices of the residential building industry;
- (e) excellence in construction;
- (f) an adequate supply of industry skills;
- (g) improved efficiency including, inter alia, through the standardisation of technical codes and regulations;
- (h) cooperation with manufacturers and suppliers of building materials to improve the range and quality of building products;
- (i) efficient and equitable employment and contracting arrangements;
- (j) appropriate and sufficient industrial resources available to the residential building industry for the provision of appropriate housing to all people in Australia;
- (k) the use of building products, systems and methods that efficiently utilise or ensure the long term viability and sustainability of Australia's industrial resources;
- (l) high quality and innovative building products, systems and services.

## 4.3 Pursuing the Objectives

The Association in pursuing its objectives may without limitation do any of the following, either singularly or with others:

- (a) engage in activities that promote home ownership and home affordability for all people in Australia;
- (b) represent the views and interests of Members of the Association including, inter alia, issuing media statements, making representations and providing advocacy;
- (c) undertake research and information gathering activities;

- (d) provide membership services;
- (e) co-operate with Governments, their agencies or representatives to develop appropriate policies;
- (f) disseminate information by way of any media to the residential building industry, Government and public including, inter alia, publications, magazines, media releases, forecasts, handbooks, instructions and guides;
- (g) conduct industry events, exhibitions and conferences;
- (h) confer awards and similar recognition for workmanship, innovation and improved building methods;
- (i) develop and publish technical codes, standards and guides;
- (j) develop and promote adherence to a code of ethics;
- (k) develop and conduct appropriate training programs and skills centres;
- (l) establish and operate employment and training arrangements including, inter alia, for regulatory compliance, up-skilling, vocational educational training and group apprenticeship schemes;
- (m) establish and operate research, training and skills facilities;
- (n) establish and operate display centres for building products, systems and services;
- (o) encourage Members of the Association to play a leadership role in the residential building industry.

#### **4.4 Limitation of Powers**

- (a) The Association:
  - (i) is prohibited from making distributions or loans to Members;
  - (ii) must exercise the powers conferred on it under section 124(1) of the Corporations Act in a manner which is consistent with the purpose and objectives of the Association;
  - (iii) must not be or become affiliated with any political party and must at all times remain apolitical.
- (b) Officers, Directors and employees, while engaging in any personal political activities, must not compromise the apolitical status of the Association.

## **5 Income and Property of Company**

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### **5.1 Income and Property**

The income, property and profits of the Association will only be applied towards the promotion of the purpose and objectives of the Association.

## **5.2 No Payments to Members**

No income or property may be paid or transferred directly or indirectly to any Member while the Association is operating and on winding up, except for:

- (a) payments to a Member in return for any services rendered or goods supplied in the ordinary and usual course of business;
- (b) repayment of loans and interest at prevailing commercial rates from a Member;
- (c) payment of rent at commercial rates for premises leased from a Member;
- (d) reimbursement of expenses properly incurred by Members, officers and employees of the Association;
- (e) remuneration of National Directors as determined from time to time by National Policy Congress;
- (f) remuneration of Executive Officers and employees of the Association.

## **6 By-laws and Modification, Repeal & Interpretation of this Constitution**

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### **6.1 Modifying or repealing Constitution**

This Constitution may be modified or repealed only by a special resolution of the Association in general meeting.

### **6.2 Date of Effect**

Any modification or repeal of this Constitution takes effect on the date the special resolution is passed or any later date stated, or provided for, in the resolution.

### **6.3 Making of By-laws**

National Policy Congress may make By-laws for the proper conduct, control and management of the Association including, without limiting the foregoing, By-laws for:

- (a) the management and good governance of the affairs of the Association and any Region or Committee or Branch thereof;
- (b) the provision of services to or on behalf of the Association and its Members;
- (c) the use by or supply to Members of any of the property of the Association;
- (d) the commercial conduct of Members of the Association and to the conduct of the Association's employees;

- (e) the setting apart of any part or parts of the Association's premises for particular purposes;
- (f) the procedure at meetings of the Association and its Boards, Regions, Councils, Branches and Committees;
- (g) the admission of persons to and their rights consequent upon membership of the Association;
- (h) the ethical conduct and the disciplining of Members;
- (i) the formation of any committees including the composition, terms of reference and other relevant matters;
- (j) the guidance of the National Board of Directors and National Policy Congress concerning the consideration of candidates for election and the filling of a casual vacancy;
- (k) generally, all such matters as are commonly the subject matter of regulations for the proper conduct of associations, societies and like bodies similar to the Association and are not expressly dealt with in this Constitution.

#### **6.4 Meaning of Constitution and By-laws**

If any doubt arises as to the proper meaning of this Constitution or By-laws, the decision of the National Board of Directors will be final and conclusive and the Board's decision must be recorded in the Board minutes.

## **7 Rights and Liabilities of Members'**

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### **7.1 Membership Not Transferable**

The rights and obligations of a Member are personal and not transferable. A Member is bound to comply with this Constitution, By-laws and the law.

### **7.2 Liability of Members**

The liability of Members is limited.

### **7.3 Liability to Contribute on Winding Up**

Each Member and each former Member who was a Member during the year ending on the day of the commencement of the winding up of the Association, undertakes to contribute to the property of the Association for:

- (a) payment of debts and liabilities of the Association;
- (b) payment of the costs, charges and expenses of winding up; and

- (c) any adjustment of the rights of the contributories among Members.

The amount that each Member or past Member is liable to contribute is twenty dollars.

#### 7.4 Distribution of Surplus

If any surplus remains following the winding-up of the Association, the surplus must not be paid to or distributed amongst Members, but must be given or transferred to:

- (a) another body corporate which, by its Constitution, is:
  - (i) required to pursue a purpose and objectives similar to those of the Association;
  - (ii) required to apply its profits, (if any) or other income to promoting its purpose and objectives; and
  - (iii) prohibited from making any distribution of its income or property to its Members; or
- (b) a university or technical school to be applied to the advancement of technical training in any branch of the residential building industry; and
- (c) such corporation, university or technical school to be determined by the National Board of Directors at or before the winding up, and in default, by application to the Supreme Court of the Australian Capital Territory for determination.

## 8 Members, Associates & Affiliations

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### 8.1 Number of Members

The Association must have at least one Member and may have an unlimited number of Members.

### 8.2 Categories of Membership

Membership of the Association is divided into the following categories:

- (a) **Corporate Members** – companies and trusts which qualify for and which have been admitted to membership;
- (b) **Partnership Members** – partnerships which qualify for and have been admitted to membership;
- (c) **Ordinary Members** – individual persons (other than employed persons) who qualify for and who have been admitted to membership;
- (d) **Life Members** – any individual person who satisfies the criteria for life membership and has been nominated and elected by National Policy Congress in accordance with the By-laws;



- (e) **Honorary Members** – no more than 10 individual persons in any one Region who satisfy the criteria for honorary membership and have been nominated and elected by a Regional Executive Committee in accordance with the By-laws;

An Honorary Member shall consent in writing to becoming a Member, shall not hold any office nor vote at any meeting on any subject whatsoever and, other than by invitation of the Chair, shall not take part in any discussion at any meeting.

- (f) **Special Members** – any individual persons or representatives of :
- (i) organisations not otherwise qualified to be Members; or
  - (ii) an association, federation or similar organisation which is eligible to be an Affiliated Organisation

who have been nominated and elected by the National Board of Directors or a Regional Executive Committee with the approval of the National Board of Directors;

- (g) **Affiliated Members** – members of any other organisation established in Australia or in any other country who would otherwise qualify for Corporate, Partnership or Ordinary membership and who have been admitted to membership by National Policy Congress.

### 8.3 Rights and Privileges of Membership

Each category of membership has the rights and privileges stated in this Constitution and conferred by National Policy Congress.

### 8.4 Pre-condition to Membership

- (a) A person is eligible to apply to become a Member if that person:
- (i) consents in writing;
  - (ii) is engaged in a trade, industry or profession related to the residential building industry;
  - (iii) holds an Australian Business Number (ABN);
  - (iv) holds a business or occupational license, if a State or Territory in which the applicant carries on business so requires; and
  - (v) satisfies any other eligibility criteria determined by National Policy Congress or the National Board of Directors for the applicable category of membership.
- (b) A person is eligible to be elected as a Life Member if that person has rendered outstanding service to the Association for a continuous period of not less than 15 years.

- (c) A person is eligible to be elected as an Honorary Member if that person is of substantial reputation and standing and significance to the residential building industry.
- (d) Candidates for membership other than for Corporate, Partnership or Ordinary Membership do not need to hold an Australian Business Number (ABN) or a business or occupational license.

## **8.5 Associates**

- (a) Only an individual person may be admitted as an Associate.
- (b) An Associate must be a verified member, officer or employee of a Corporate, Partnership or Ordinary Member other than the Member's Representative.
- (c) An Associate:
  - (i) cannot vote or hold office; and
  - (ii) has the rights and obligations determined by National Policy Congress.

## **8.6 Affiliation with Like Organisations**

- (a) Only an organisation which has similar aims and objectives to the Association and whose constitution contains nothing contrary in meaning or intent with this Constitution is eligible to be affiliated with the Association.
- (b) An Affiliated Organisation:
  - (i) cannot vote or hold office; and
  - (ii) has the rights and obligations determined by National Policy Congress.
- (c) No member of an Affiliated Organisation is entitled to any membership privileges, benefits or services of the Association except by indirect benefit through the Affiliated Organisation.
- (d) National Policy Congress determines the other terms and conditions under which an affiliation will be granted.

## **8.7 Becoming a Member or an Associate**

- (a) Subject to the Corporations Act, an applicant for Membership becomes a Member on the entry of that applicant's name in the Register of Members.
- (b) A person becomes an Associate on the entry of that person's name in the Register of Associates.

## 8.8 Application to Join

- (a) An application:
- (i) for Corporate, Partnership, Ordinary or Affiliated Membership;
  - (ii) to become an Associate; or
  - (iii) to be an Affiliated Organisation

must be made in the prescribed manner and be accompanied by the application fee and applicable annual subscription.

- (b) The National Board of Directors:
- (i) prescribes the form and the manner of the application;
  - (ii) determines any application fee; and
  - (iii) sets the annual subscription or fee

for each category of Membership, for Associates and for Affiliated Organisations.

## 8.9 Annual Subscription

- (a) Each Member (other than a Life Member and an Honorary Member), Associate and Affiliated Organisation must pay an annual subscription, the amount of which is determined by the National Board of Directors.
- (b) Annual subscriptions are due in each year at the expiration of the first full month following the anniversary of the Member's admission to membership or becoming an Associate or Affiliated Organisation.

# 9 Member's Representative

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## 9.1 Rights of Representatives

- (a) A Corporate Member and a Partnership Member may appoint for each Region in which it carries on business, an individual to exercise the Member's rights. Whilst so appointed a Member's Representative may:
- (i) speak and vote at meetings;
  - (ii) hold any office on any committee;
  - (iii) be elected to the National Board of Directors.
- (b) At any one time only one of the Member's Representatives is eligible to serve on the National Board of Directors, the National Policy Congress or any one Regional Executive Committee.

## 9.2 Notice of Appointment

- (a) A Member must give the Association written notice of respectively the:
  - (i) appointment, including the name of the Member's Representative;
  - (ii) termination of each appointment; and
  - (iii) name of the replacement.
- (b) A Member's Representative ceases to hold any office with the Association upon the termination of their appointment unless that individual has been appointed as another Member's Representative or has been admitted to membership in their own right. A replacement representative does not succeed to any office held by a representative whose appointment has been terminated.

## 10 Cessation of Membership

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### 10.1 Cessation of Membership

- (a) A person ceases to be a Member if:
  - (i) the Member becomes Insolvent;
  - (ii) the National Board of Directors cancels their membership for Prejudicial Conduct;
  - (iii) the Member fails to pay their annual subscription or any other amount due and payable to the Association, within 15 weeks of the amount being due.
- (b) The National Board of Directors may re-instate a membership on terms and conditions the Board considers are appropriate.
- (c) The National Board of Directors may establish a complaints committee and other processes to assist in determining if a Member has engaged in Prejudicial Conduct. A Member must participate co-operatively in the determination of a complaint against the Member.

### 10.2 Suspension of Membership Benefits

- (a) If a Member fails to pay their annual subscription or any other amount due and payable to the Association within 4 weeks of becoming due, the Member's entitlement to membership rights, benefits and services are suspended until the amount is paid.
- (b) The National Board of Directors may vary the Association's trading terms and when suspension will occur.

- (c) If a Member ceases to fulfil the requirements of eligibility for membership, the National Board of Directors or a Regional Executive Committee may suspend membership until the Board or that Regional Executive Committee (as the case may be) determines that the Member once again satisfies the eligibility requirements.

### **10.3 Resignation of Member**

A Member may resign from the Association by giving the Association written notice. A resignation takes effect upon:

- (a) the date for resignation stated in the notice; or
- (b) if no date is so stated, the date of receipt of the notice by the Association.

## **11 Maintenance of Register**

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### **11.1 Register of Members**

The Association must maintain a Register of Members setting out:

- (a) the name and address of each Member;
- (b) the date on which each person became a Member; and
- (c) in respect of each person who has ceased to be a Member, the date on which that person ceased to be a Member.

### **11.2 Inspection of Register of Members**

The Register of Members must be kept at the Association's registered office. A Member may inspect the Register of Members between the hours of 9.00am and 5.00pm on any business day. No amount may be charged for inspection.

## **12 Regions**

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### **12.1 Association to be Organised into Regions**

National Policy Congress must establish geographical Regions of the Association. National Policy Congress may establish a new Region or dissolve a Region.

### **12.2 Composition of a Region**

A Region is comprised of those Members whose principal place of business is within the geographical area of that Region.

### **12.3 Regional Executive Committees**

- (a) Each Region must have a Regional Executive Committee constituted under this Constitution.

- (b) A Regional Executive Committee has the responsibilities and exercises the powers stated in this Constitution and conferred on it by National Policy Congress.
- (c) All powers and discretions of a Regional Executive Committee are subject to the ultimate control of National Policy Congress and the National Board of Directors.

#### **12.4 Composition of Regional Executive Committees**

A Regional Executive Committee is comprised of:

- (a) the Regional Office Bearers;
- (b) the two most recent past presidents of the Region who are not currently Regional Office Bearers;
- (c) in Regions that have Regional Branches, no more than two Branch Chairs elected by and from the ranks of the Chairs of the Regional Branches and in accordance with any applicable By-laws;
- (d) in Regions with a combined total of two or less Service and Specialist Committees, two persons elected at an annual regional meeting of Members in accordance with this Constitution; and
- (e) up to 5 other persons (who must be either elected at the annual regional meeting of Members or by the Regional Executive Committee, in accordance with this Constitution) as follows:
  - (i) in Regions where Regional Vice Chairs of Service Committees and Specialist Committees are also Regional Office Bearers, no more than two other persons; or
  - (ii) in Regions where Regional Vice Chairs of Service Committees and Specialist Committees are not Regional Office Bearers, no more than five persons.

#### **12.5 Status of Vice Chairs and election of additional Regional Executive Committee Members**

- (a) For each electoral cycle, the Regional Executive Committee decides the status of Vice Chairs of the Region's Service Committees and Specialist Committees and the method by which the Additional REC members referred to clause 12.4(e) are to be elected.
- (b) At least 7 days before the call for nominations for regional elections, the Regional Executive Committee must resolve in writing or at a meeting:
  - (i) whether or not the Vice Chairs of Service Committees and Specialist Committees who are to be elected at the next annual regional meeting of Members will be Regional Office Bearers; and

- (ii) that either the Additional REC members referred to in clause 12.4(e) will be elected at the next annual regional meeting of Members or elected after that meeting by the Regional Executive Committee.

## **12.6 Regional Office Bearers**

The Regional Office Bearers are:

- (a) the following who must be elected in accordance with this Constitution:
  - (i) Regional President;
  - (ii) Regional Vice-President;
  - (iii) Chairs of each Regional Service Committee and Regional Specialist Committee;
- (b) the Regional Director who is entitled to attend, speak and vote on all matters except for the election or appointment of members of the Regional Executive Committee;
- (c) if so determined by a resolution of the outgoing Regional Executive Committee, the Vice Chairs of each Regional Service Committee and Regional Specialist Committee elected at the next annual regional meeting of Members.

## **12.7 First Regional Executive Committee**

The provisions of clauses 12.8 and 12.9 have no application to the first Regional Executive Committee of a newly established Region which must be elected or appointed in accordance with any applicable By-laws.

## **12.8 Election of Regional Presidents and Vice-Presidents**

- (a) If clause 12.7 does not apply, the Regional President and Regional Vice-President must be elected by the outgoing Regional Executive Committee at a meeting of that Committee held at least seven (7) days prior to the annual regional meeting of Members.
- (b) Eligibility and nomination procedures for the election of the Regional President and Regional Vice-President are as follows:
  - (i) After the Regional Executive Committee makes a resolution under clause 12.5(b) and at least 60 days prior to the annual regional meeting of Members, the Regional Director must give notice of the date of the annual regional meeting of Members to each voting Member of the Region and call for the nomination of candidates for election.
  - (ii) Candidates must be financial Members of the Association and must be proposed and seconded in writing by other financial Members, and all nominations shall be signed by the candidate.

- (iii) No candidate is eligible for election as a Regional President or Vice-President unless the candidate has served at least two years as a member of a Regional Executive Committee.
- (iv) No candidate is eligible for election unless the nomination is lodged with the Regional Director at least thirty (30) days prior to the meeting of the Regional Executive Committee.
- (v) Notice and a personal profile of each candidate for Regional President and Vice-President must be given to all members of the Regional Executive Committee at least 14 days prior to the meeting of the Regional Executive Committee.
- (vi) When only one nomination for an elective office is made, the candidate is declared elected and will take office at the conclusion of the annual regional meeting of Members.
- (vii) When more than one nomination for an elective office is made, voting must be by simple majority of those present in person or by proxy and shall be by secret ballot. Each member of the Regional Executive Committee who is eligible to vote in the election is entitled to one vote.
- (viii) The Regional President and Vice-President take office at the conclusion of the annual regional meeting of Members.

## 12.9 Election of Others

- (a) Eligibility and nomination procedures for the election of the Chair and Vice-Chair of each Regional Service Committee and Regional Specialist Committee and of the Additional REC members (where applicable) required to be elected at an annual regional meeting of Members is as follows:
  - (i) As part of the notice of the annual regional meeting of Members, the Regional Director must call for nominations of candidates for election.
  - (ii) Candidates must be financial Members of the Association and must be proposed and seconded in writing by other financial Members, and all nominations shall be signed by the candidate.
  - (iii) Unless a lesser period is determined by a resolution of the Regional Executive Committee no candidate is eligible for election unless the candidate has been a Member of the Association for at least two consecutive years.
  - (iv) No candidate is eligible for re-election as a Chair of a Regional Service Committee or of a Regional Specialist Committee after serving three terms (6 years) as Chair of any Regional Service Committee or of any Regional Specialist Committee and remains ineligible for 6 years.



- (v) No candidate is eligible for re-election as a Vice Chair of a Regional Service Committee or of a Regional Specialist Committee after serving three terms (6 years) as Vice Chair of any Regional Service Committee or of any Regional Specialist Committee and remains ineligible for 6 years.
  - (vi) No candidate is eligible for election unless the nomination is lodged with the Regional Director at least 14 days prior to the annual regional meeting of Members.
  - (vii) When only one nomination for an elective office is made, the candidate is declared elected and will take office at the conclusion of the annual regional meeting of Members.
- (b) Eligibility and nomination procedures for the election of the Additional REC members (where applicable) by the Regional Executive Committee is as follows:
- (i) Candidates must be financial Members of the Association nominated by the Regional President and all nominations must be signed by the candidate.
  - (ii) When nominating a candidate the Regional President may have regard to the representation of specific geographical areas within a Region.
  - (iii) Unless a lesser period is determined by a resolution of the Regional Executive Committee no candidate is eligible for election unless the candidate has been a Member of the Association for at least two consecutive years.
  - (iv) The nominated candidate is elected if the nomination is ratified by simple majority at a meeting of the Regional Executive Committee. Each member of the Regional Executive Committee who is eligible to vote in the election is entitled to one vote. If not so ratified the Regional President may nominate another candidate for ratification.
  - (v) Voting must be by secret ballot and only those eligible to vote and who are present in person at the meeting are entitled to vote.
  - (vi) The election of a candidate under this clause must not occur before the election of the Regional Office Bearers and where applicable the election of Additional REC members under clause 12.4(d).

#### **12.10 Provisions Relating to the Conduct of Regional Elections generally**

- (a) Regional elections (other than for Branch Chairs) shall be conducted progressively, according to the order in clause 12.6(a) followed by the Vice Chairs of Regional Service Committees and Regional Specialist Committees and then by Members under clause 12.4(d) and clause 12.4(e), and in respect of elections of Chair and Vice-Chair of Service Committees and Regional Specialist Committees in such order as may be determined by By-law.

- (b) Candidates are entitled to nominate for more than one office but, once elected, will cease to be eligible for election to any further Regional office.
- (c) Subject to clause 12.8(b)(vii), when more nominations are received than the required number to be elected voting will be by simple majority of the votes cast by secret ballot by those eligible to vote and who are present in person at the meeting.
- (d) The counting of the ballot must be conducted by the Regional Director and one other person elected by the meeting.
- (e) If the number of nominations for election at the close of nominations is fewer than the number to be elected at the annual regional meeting of Members, the Chair of the meeting has the discretionary power to call for nominations of eligible persons from those Members present in person at the meeting. When the number of persons so nominated is sufficient to fill the relevant offices, those nominated are declared elected.

### **12.11 Vacation of Office by a Regional Officeholder**

The office of a Regional Officeholder is vacated:

- (a) upon resignation; or
- (b) if the person:
  - (i) becomes insolvent and is unable to satisfy the Regional Executive Committee that no discreditable conduct by the Regional Officeholder has occurred;
  - (ii) 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;
  - (iii) dies;
  - (iv) becomes ineligible or ceases for any reason to be a Member;
  - (v) ceases to be a Member's Representative and clause 9.2(b) does not apply; or
  - (vi) is disqualified from acting as a director under the Corporations Act.

### **12.12 Term of Appointment as a Regional Officeholder**

- (a) A Regional Officeholder holds office until their successor is elected or appointed as the case may be.
- (b) The nominal term for which a Regional Officeholder holds office is two years, which for the purpose of this Constitution will be the period represented by two consecutive annual regional meetings of Members.
- (c) In the case of a Regional President and Vice-President no individual may be elected to or hold the same office for more than one term within six years of last holding that office.

- (d) In the case of all other Regional Officeholders, no individual may be elected to or hold office for more than three consecutive terms within six years of last holding that or equivalent office.

### **12.13 Casual Vacancies relating to Regional Officeholders**

Any casual vacancy occurring on the Regional Executive Committee or other regional office shall be filled:

- (a) if the casual vacancy be in respect of a person representing a Branch Committee, by the relevant Branch Committee;
- (b) in all other cases, by a resolution of the Regional Executive Committee.

### **12.14 Regional Service and Specialist Committees**

- (a) Such Regional Service Committees as may be prescribed by the National Policy Congress shall be established by the Regional Executive Committee in each Region.
- (b) Each Regional Service Committee must have a Chair and Vice-Chair who must be elected by the annual regional meeting of Members in accordance with this Constitution.
- (c) Such Regional Specialist Committees as may be approved by the National Board of Directors may be established by the Regional Executive Committee in each Region.
- (d) Each Regional Specialist Committee must have a Chair and Vice-Chair who must be elected by the annual regional meeting of Members in accordance with this Constitution.

### **12.15 Meeting Procedures**

Except to the extent stated elsewhere in this Constitution and the By-laws, the provisions for regulating the meetings and procedures of a Regional Executive Committee and its committees are those applicable to the National Board of Directors and its committees.

## **13 Branches**

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### **13.1 Establishment of Branches and Regional Branches Forum**

A Regional Executive Committee may, with the prior approval of the National Board of Directors, establish Branches and a Regional Branches Forum. A Regional Branches Forum comprises the Regional President, Regional Vice-President and the Chair of each Branch.

## **13.2 Powers of Branches**

A Regional Executive Committee may, subject to this Constitution and By-laws and with the prior approval of the National Board of Directors, prescribe the powers and functions which may be exercised by any Branch and the Regional Branches Forum.

## **14 National Policy Congress**

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### **14.1 Meetings**

The National Policy Congress must be convened and proceed as a General Meeting of the Association.

### **14.2 Circular resolutions**

A resolution in writing, a copy of which has been forwarded to every member of the National Policy Congress entitled to receive notice of and to attend and to vote thereat and which has been approved and signed by Members entitled to at least three quarters of the votes of the National Policy Congress, will be as valid as if passed at a meeting of the National Policy Congress.

### **14.3 Agenda**

The business of National Policy Congress is to:

- (a) elect the elected members of the National Board of Directors;
- (b) formulate the objectives and functions of the Association;
- (c) review and formulate recommendations concerning the objectives, policies and performance of the Association;
- (d) consider and comment upon or otherwise make decisions concerning any matter, topic or thing referred to it by the National Board of Directors.

### **14.4 Eligibility to Attend and Vote**

Those entitled to receive notices concerning the National Policy Congress and attend are:

- (a) the following who are entitled to attend, speak and vote thereat on all matters:
  - (i) each Regional President;
  - (ii) each Regional Vice-President;
  - (iii) each National Office Bearer other than the Managing Director;

- (iv) the Chair of HIA Kitchens & Bathrooms; and
- (v) the Chair of the National Manufacturers Council;
- (b) the Additional National Directors (if any) who are entitled to attend, speak and vote on all matters except that an Additional National Director who is also an employee of the Association, is ineligible to vote for the election or appointment of National Directors;
- (c) the following who are entitled to attend, speak and vote on all matters except for the election or appointment of National Directors:
  - (i) the Managing Director;
  - (ii) the General Counsel, (if appointed);
  - (iii) any other Senior Manager as may be determined by the National Policy Congress.

## **15 Meetings**

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### **15.1 General meetings of the Association**

- (a) The Association must hold not less than two General Meetings in each calendar year, one of which must be the Annual General Meeting and one of which must be convened as a National Policy Congress.
- (b) A General Meeting of the Association may be convened by:
  - (i) a majority of National Directors; or
  - (ii) a requisition of one-tenth of the persons entitled to receive notices of and attend General Meetings of the Association,
 and is held at such place and time as the National Board may appoint.
- (c) The only persons entitled to receive notices of and to attend and to vote at General Meetings of the Association are the members of National Policy Congress.

### **15.2 Annual General Meeting**

- (a) The Annual General Meeting of the Association must be held in accordance with the Corporations Act, within 5 months after the end of the financial year of the Association and at the place and time determined by the National Board of Directors.
- (b) The Annual General Meeting may be held in conjunction with a National Policy Congress.
- (c) The business of an Annual General Meeting is to:
  - (i) receive the annual financial report, directors' report and auditor's report;

- (ii) declare the result of the elections of the National Office Bearers;
- (iii) appoint the auditor; and
- (iv) transact any other business of which notice in writing has been given to the Managing Director at least 21 days prior to the meeting.

### **15.3 General meetings of the Regions**

- (a) Each region must hold at least one meeting of Members in that Region in each calendar year which may be an annual regional meeting of Members.
- (b) A regional meeting of Members may be convened by:
  - (i) a majority of the Regional Executive Committee; or
  - (ii) a requisition of one-tenth of the persons entitled to receive notices of and attend meetings of the Region,and is held at the place and time determined by the Regional Executive Committee.
- (c) Each Member in a Region is entitled to receive notice of and attend a regional meeting of Members and has the voting rights attached to their Membership.

### **15.4 Annual meetings of the Regions**

- (a) An annual regional meeting of Members must be held in each of the Regions in each year.
- (b) An annual regional meeting of Members must be held at least 45 days before the Annual General Meeting of the Association and at the place and time determined by the Regional Executive Committee.
- (c) The business of an annual regional meeting of Members is to:
  - (i) receive and consider all or any reports and statements required by law or by this Constitution;
  - (ii) declare the result of the elections of Regional President and Regional Vice- President;
  - (iii) elect members of the Regional Executive Committee required to be elected at an annual regional meeting of Members and Vice Chairs of Regional Service Committees and Regional Specialist Committees; and
  - (iv) transact any other business of which notice in writing has been given to the Regional Executive Director at least 21 days prior to the meeting.

## 15.5 Meetings Generally

- (a) Not less than 21 days notice of a General Meeting of the Association and of a regional meeting of Members must be given to Members entitled to receive notice of and attend the meeting.
- (b) A General Meeting may be held at one or two or more places. A regional meeting of Members must be held at one place.
- (c) A meeting requisitioned by Members must be held no later than 3 months after the requisition is received.
- (d) A notice of meeting is given by the Managing Director for a General Meeting and by a Regional Executive Director for a regional meeting of Members.
- (e) A notice of meeting must:
  - (i) state the date, time and place or places of the meeting and if a General Meeting is to be held in 2 or more places, the technology that will be used to facilitate this;
  - (ii) state the general nature of the business to be conducted at the meeting;
  - (iii) state any proposed resolutions;
  - (iv) if the meeting is requisitioned by Members, state the name of each Member who requested the meeting; and
  - (v) contain a statement informing Members of the right (if any) to appoint a proxy for that meeting.
- (f) A meeting may be conducted using any lawful technology approved by the National Board of Directors. If a General Meeting is held in two or more places the Association must use technology that gives Members a reasonable opportunity to participate at that General Meeting.

## 15.6 Postponement or Cancellation of Meeting

- (a) Subject to this Constitution and the Corporations Act, the National Board or a Regional Executive Committee as the case may be, may change the place or places of, postpone or cancel a meeting.
- (b) If a meeting is requisitioned by Members, the National Board or a Regional Executive Committee as the case may be, may not postpone or cancel the meeting without the consent of the requesting Members.

## 15.7 Notice of Change, postponement or Cancellation of Meeting

- (a) If the place (or places) of a meeting is changed, notice must be given to each Member entitled to receive notice of and attend that meeting of the new place (or places) of that meeting.

- (b) If a meeting is postponed, notice must be given to each Member entitled to receive a notice and attend that meeting of the new date, time and place (or places) of that meeting.
- (c) If a meeting is cancelled, notice of the cancellation must be given to each Member entitled to receive a notice and attend that meeting.

### **15.8 Omission to give Notice Relating to general Meeting**

No resolution passed at or proceedings at any General Meeting of the Association or regional meeting of Members will be invalid because of unintentional omission or error in giving notice of:

- (a) that meeting;
- (b) any change of place or places of that meeting;
- (c) postponement of that meeting, including date, time and place for the resumption of that meeting; or
- (d) the resumption of that meeting.

## **16 Proceedings at meetings**

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### **16.1 Procedures**

- (a) Procedures for meetings may also be prescribed in the By-laws.
- (b) The Chair of each meeting has charge of the conduct of that meeting, including the procedures to be adopted where no By-law applies and the application of those procedures at that meeting.

### **16.2 Quorum at general Meetings**

- (a) Business must not be transacted at a General Meeting of the Association or a regional meeting of Members unless a quorum is present at the time when the meeting proceeds to business.
- (b) A quorum is in the case of a:
  - (i) General Meeting of the Association, 10 persons entitled to receive notice of and attend a General Meeting present personally or by proxy;
  - (ii) regional meeting of Members, 10 persons entitled to receive notice of and attend that meeting present in person.

### **16.3 Lack of quorum**

If a quorum is not present within 15 minutes after the time appointed for the meeting, the meeting:

- (a) if convened on the requisition of Members, is dissolved; or



- (b) in any other case:
  - (i) is adjourned to be resumed on a day, time and place or places as the Chair determines or if the Chair is not present, as the majority of Members in attendance agree; or
  - (ii) if the Chair or Members present do not otherwise determine, the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed, the meeting shall be dissolved.

#### **16.4 Chairing General Meetings**

- (a) At any General Meeting of the Association the National President must act as Chair, but if that person is not present, the National Vice-President of the Association must act as Chair, and if that person is not present or is unwilling or unable to act as Chair the persons present must elect one of their number as Chair for that General Meeting.
- (b) At any regional meeting of Members the President of the Region must act as Chair, but if that person is not present the Vice-President of the Region must act as Chair, and if that person is not present or is unwilling or unable to act as Chair the Members present must elect one of their number as Chair for that meeting.
- (c) If no alternate Chair is elected, the meeting will be adjourned to be resumed on the same day, at the same time and at the same place or places in the following week.

## **17 Voting at General Meetings & Regional Meetings**

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### **17.1 Entitlement to Vote**

Each Member eligible to vote at a General Meeting of the Association may vote in person or by proxy. Each Member eligible to vote at a regional meeting of Members must vote in person. Each eligible Member has one vote, whether on a show of hands or on a poll or on a postal vote.

### **17.2 Voting Procedure**

- (a) At any General Meeting of the Association a resolution put to the vote must be decided on a show of hands unless a poll is demanded in accordance with this Constitution. At any regional meeting of Members a resolution put to the vote must be decided on a show of hands.
- (b) Unless a poll is demanded in accordance with this Constitution, a declaration by the Chair that a resolution has, on a show of hands, been:
  - (i) carried;
  - (ii) carried unanimously;

- (iii) carried by a particular majority; or
- (iv) lost or not carried by a particularly majority,

is conclusive evidence of the fact declared. An entry to that effect made in the minute book of the Association and signed by the Chair is evidence of that fact.

### **17.3 Casting Vote**

In the case of an equality of votes at any General Meeting of the Association or regional meeting of Members, a motion will be declared lost and the Chair of the meeting will not be entitled to a second or casting vote.

### **17.4 Poll**

- (a) The Chair of a General Meeting of the Association may determine that a poll be taken on any resolution.
- (b) A poll may be demanded on any resolution at a General Meeting of the Association other than the election of the Chair of the meeting or the adjournment of the meeting, by any Member entitled to vote on the resolution.
- (c) A proxy may demand or join in a demand for a poll.

### **17.5 Proxy**

- (a) A Member who is entitled to attend and vote at a General Meeting of the Association may appoint an eligible person as proxy to attend, speak and vote for that Member. A person is eligible to act as a proxy if that person is a Member who is otherwise entitled to attend and vote at that General Meeting and does not hold more than five other proxies.
- (b) A proxy has the same rights as the appointing Member to speak at the General Meeting and vote but only to the extent allowed by the appointment.
- (c) A proxy's rights to speak and vote for the appointing Member are suspended while the Member is present at the meeting.
- (d) An instrument appointing a proxy shall be in writing and in a form required by this Constitution.

- (e) An instrument appointing a proxy shall be substantially in the following form:
- “I,  
of  
being a Member of the Housing Industry Association Limited hereby  
appoint  
of  
an eligible Member of the Association as my proxy to vote for me and on  
my behalf at the General Meeting of Housing Industry Association Limited  
to be held on the  
day of and any adjournment thereof.  
Signed this day of  
This form is to be used \*in favour of / against the\* resolutions.  
\* Strike out whichever is not desired (unless otherwise instructed the proxy may vote as  
the proxy thinks fit).”
- (f) For the appointment of a proxy to be effective, the instrument appointing a proxy must be received at the Association’s registered office at least forty eight hours before the scheduled time for the General Meeting (or, in the case of an adjourned General Meeting, before the resumption of the meeting) at which the person named in the instrument proposes to vote.
- (g) A vote cast by a proxy will be valid unless, before the start of the General Meeting (or, in the case of an adjourned General Meeting, before the resumption of the meeting) at which a proxy votes, the Association has received written notice that the appointing Member has ceased to be a Member, has died, is mentally incapacitated or that the proxy’s appointment has been revoked.

## 17.6 No Liability

The Association is not responsible for ensuring that any directions provided in the instrument appointing the proxy or the way in which a proxy is to vote on a particular resolution are complied with, and accordingly, is not liable if those directions are not complied with.

## 18 National Board of Directors

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### 18.1 Powers and Duties of Board

- (a) The members of the National Board of Directors are the directors of the Company for the purposes of the Corporations Act.
- (b) Subject to this Constitution and the Corporations Act, the activities of the Association are to be managed by, or under the direction of, the National Board of Directors.
- (c) Subject to this Constitution and the Corporations Act, the National Board of Directors may exercise all powers of the Association that are not required to be exercised by the Association in a General Meeting.

- (d) The National Board of Directors may delegate any of its powers to:
  - (i) the Managing Director;
  - (ii) any other National Director;
  - (iii) a committee of National Directors;
  - (iv) a Senior Manager of the Association; or
  - (v) a committee comprising National Directors and Senior Managers;other than the power of delegation.

## **18.2 Composition of National Board of Directors**

The National Board of Directors shall consist of:

- (a) the National Office Bearers;
- (b) up to two further additional Directors appointed by the National Policy Congress, who are not required to be Members of the Association; and
- (c) if so determined by a resolution of the National Policy Congress, the General Counsel (if appointed) who is not required to be a Member or an employee of the Association.

## **18.3 Remuneration of National Directors**

The remuneration of non-executive National Directors must be determined by resolution of the National Policy Congress.

## **18.4 Term of office**

- (a) Subject to clause 18.4(b):
  - (i) an Elected National Director is elected for a nominal term of two years which for the purpose of clause 18.4 will be the period represented by two consecutive Annual General Meetings; and
  - (ii) unless a different term of office is determined by National Policy Congress at the time of appointment, an Additional National Director holds office until the expiry of the nominal term being served by the Elected National Directors at the time of the appointment.
- (b) Notwithstanding the expiry of a nominal term, a National Director continues to hold office until a successor takes office.

### **18.5 National Office Bearers**

The National Office Bearers of the Association shall be

- (a) the following who must be elected in accordance with this Constitution:
  - (i) the National President;
  - (ii) the National Vice-President;
  - (iii) the Treasurer;
  - (iv) five other National Directors; and
- (b) the following who shall be members by virtue of their office:
  - (i) the Immediate Past National President;
  - (ii) the Managing Director; and
  - (iii) until the end of the Annual General Meeting for 2017, the most recent Past National President other than the Immediate Past National President.

### **18.6 Elections of National Directors**

Elected members of the National Board of Directors are elected by the National Policy Congress.

### **18.7 Limits on election to the National Board of Directors**

- (a) No elected member of the National Board of Directors is eligible to be elected to or hold the office of National Director for more than four (4) consecutive terms (excluding any term as National President, National Vice-President or National Treasurer) nor be re-elected to the office of National President or National Vice-President for more than one term (consecutive or otherwise) within six (6) years of last holding that office.
- (b) The period served by a National Director appointed to fill a casual vacancy is not counted under this clause as a term of office for determining that person's eligibility for future election or holding office.

### **18.8 Returning Officer**

- (a) The Company Secretary must be the returning officer for an election and ensure that the election is carried out in accordance with this Constitution and good practice.
- (b) The form of ballot paper is to be determined by the returning officer and candidates must be listed on the ballot paper in alphabetical order.

- (c) The returning officer after consultation with any scrutineers appointed for the election by National Policy Congress will determine the validity of ballot papers and his or her decision will be final.

## 18.9 Procedure for elections of Elected National Directors

- (a) **Conduct of elections**  
At least 180 days prior to the expiration of its term, the National Board of Directors must determine whether the next election of the National Board of Directors shall proceed at a meeting of National Policy Congress convened for that purpose or is to be conducted by a postal ballot.
- (b) **Notice of election**  
At least 60 days prior to the National Policy Congress the Company Secretary must give notice of the date of the meeting to members of National Policy Congress and call for nomination of candidates for election as National Directors.
- (c) **Nomination of candidates**  
Candidates must be financial Members of the Association and shall be proposed and seconded in writing by other financial Members, and all nominations shall be signed by the candidate.
- (d) **Eligibility of candidates**  
No candidate is eligible for election to or appointment to fill a casual vacancy on the National Board of Directors unless they have served at least two terms or four years as a member of a Regional Executive Committee and no candidate is eligible for election as National President unless they have served at least one term as a National Office Bearer. This clause does not apply to the appointment of Additional National Directors or a General Counsel.
- (e) **Lodging of nomination**  
No candidate is eligible for election as a National Director unless the nomination (including a signed consent to act as a director) and a personal profile is lodged with the Company Secretary at least 30 days prior to the applicable meeting of National Policy Congress.
- (f) **Details of candidates**  
Notice and a personal profile of each candidate for election must be given to all voting members of the National Policy Congress and all candidates at least 14 days prior to the applicable meeting of National Policy Congress.
- (g) **Single nomination**  
When only one nomination for an elective office is made, the candidate is declared elected and will take office at the conclusion of the Annual General Meeting.
- (h) **Continuing National Directors elected prior to 1 May 2015**  
Subject to being eligible to continue to hold office under clause 18.7(a), when a serving National Director under clause 18.5(a)(iv) re-nominates for their position, the National Director is declared elected.

- (i) **Continuing National Directors elected after 1 May 2015**  
Subject to being eligible to continue to hold office under clause 18.7(a), when a serving National Director under clause 18.5(a)(iv) who was elected by ballot for that term, re-nominates for their position for the next term, the National Director is declared elected.
- (j) The provisions of clauses 18.9(h) and 18.9(i) do not apply to a National Director filling a casual vacancy.

#### **18.10 Procedure for elections by Postal Ballot**

- (a) The procedure for elections conducted by postal ballot is determined by the Company Secretary who must act as returning officer.
- (b) The Company Secretary must appoint a returning date for postal ballots in lieu of the meeting of National Policy Congress and so far as is practicable must adopt the framework and procedures reflected in clause 18.9 in conducting the election.

#### **18.11 Provisions relating to the conduct of Elections of National Directors**

- (a) **Multiple Nominations**  
If an election is necessary, a separate ballot must be held for each of the elective offices referred to in clause 18(5)(a).
- (b) **Voting**  
Voting is by secret ballot and each member of National Policy Congress who is eligible to vote in the election is entitled to one vote consisting of preferences. An eligible voting member may appoint a proxy pursuant to clause 17.5.
- (c) **Numbering Candidates**  
A voter must number all of the candidates on the ballot paper in the order of the voter's preference.
- (d) **Absolute Majority**  
An absolute majority is the next whole number after dividing the aggregate number of the formal ballot papers by two.

#### **18.12 Preferential Voting Procedure**

- (a) **Single Position Voting**  
Where only one person is to be elected to any elective office from among two or more candidates, a candidate who secures an absolute majority of primary votes is elected. If no candidate receives an absolute majority of primary votes, the following shall apply:
  - (i) Counting of votes is to proceed by rounds in order of voting preference and tallied after preferences for the round have been distributed pursuant to paragraph (iii) of this clause.
  - (ii) At the conclusion of counting for any round, the candidate who has received both the highest number and an absolute majority of tallied preferences is elected (unless there is a tie in which case clause 18.12(a)(v) applies).

- (iii) Unless clause 18.12(a)(iv) applies, at the conclusion of counting for each round, if no candidate has an absolute majority, the candidate with the fewest number of tallied preferences is eliminated and the next preferences cast for the eliminated candidate are added to the tallies of the remaining candidates.
- (iv) At the conclusion of counting for any round, if the candidate (or tied candidates) who has received the highest number of tallied preferences does not have an absolute majority and all remaining candidates are tied, no candidate is eliminated on that round and distribution of preferences proceeds to the next round.
- (v) At the conclusion of counting for any round, if two or more candidates are tied with each having the highest number and an absolute majority of preferences, all other candidates are eliminated and their preferences distributed pursuant to clause 18.12(a)(iii). If no candidate is elected after the distribution of those preferences then the remaining tied candidates must immediately contest a fresh ballot.

(b) **Multiple Positions Voting**

Where more than one person is to be elected to any elective office from among three or more candidates, the following shall apply:

- (i) Counting of votes is to proceed by rounds in order of voting preference with each candidate's preferences to be tallied after counting of all preferences for a round.
- (ii) If, at the conclusion of counting for any round, one or more candidates have received an absolute majority of tallied preferences, the vacancies for the elective office are filled in descending order of tallied preferences for those candidates.
- (iii) If, at the conclusion of counting any round, there is an unfilled vacancy for an elective office, distribution of preferences proceeds to the next round pursuant to clause 18.12(b)(i) until the vacancy is filled.
- (iv) If, at the conclusion of counting for any round, two or more candidates are tied and:
  - A. each has both the highest number and an absolute majority of preferences cast; and
  - B. there are less remaining unfilled vacancies than the number of those tied candidates,

all other candidates are eliminated and the next preferences cast for the eliminated candidates are added round by round to the tallies of the remaining candidates until the tie is broken.



### 18.13 Removal of National Director

- (a) The Association may remove a National Director by resolution at a General Meeting.
- (b) At least two months' notice must be given to the Association of the intention to move a resolution to remove a National Director at a General Meeting.
- (c) If notice of intention to move a resolution to remove a National Director at a General Meeting is received by the Association, the National Director must be given a copy of the notice as soon as practicable.
- (d) The National Director must be informed that the National Director may:
  - (i) submit a written statement to the Company for circulation to the Members before the meeting at which the resolution is put to a vote; and
  - (ii) speak to the motion to remove the National Director at the General Meeting at which the resolution is to be put to a vote.
- (e) At least 21 days' notice must be given of a General Meeting at which the resolution for the removal of a National Director is proposed. The notice must set out the proposed resolution.

### 18.14 Vacation of office of National Director

The office of a National Director shall be vacated:

- (a) upon resignation from the National Board of Directors; or
- (b) if the National Director:
  - (i) becomes insolvent and is unable to satisfy the National Board of Directors that no discreditable conduct by the National Director has occurred;
  - (ii) 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;
  - (iii) dies;
  - (iv) becomes ineligible or ceases for any reason to be a National Office Bearer;

- (v) ceases to be a Member's Representative and clause 9.2(b) does not apply; or
- (vi) is removed from office by resolution of National Policy Congress pursuant to clause 18.13(a) or Section 203D of the Corporations Act; or
- (vii) is disqualified from acting as a Director under the Corporations Act.

### **18.15 Casual Vacancies in relation to the National Board of Directors**

Any casual vacancy of an Elected National Director must be filled by resolution of the National Policy Congress in the following manner:

- (a) 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 Director's consideration;
- (b) the National Board of Directors, after due enquiry and consideration of potential candidates, must make a single recommendation to National Policy Congress;
- (c) if National Policy Congress does not adopt the National Board of Director's recommendation, the National Board of Directors must continue to recommend other appropriate candidates in turn until a recommended candidate is accepted by National Policy Congress.

## **19 Board Meetings**

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### **19.1 Frequency of Meetings**

The National Board of Directors may meet and adjourn and otherwise regulate its meetings as it determines provided that it must meet at least four times in each year.

### **19.2 Convening Meetings**

- (a) In the ordinary course, the Chair will convene Board meetings in accordance with the determinations of the Board.
- (b) Three National Directors may at any time convene a Board meeting by giving notice to the other National Directors.

### **19.3 Notice of Meetings**

- (a) Reasonable notice of each Board meeting must be given to the National Directors entitled to receive notice.

- (b) Each notice must state:
  - (i) the date, time and place (or places) of the Board meeting and the technological means by which the meeting is to be conducted if it is not to be an entirely face to face meeting;
  - (ii) the general nature of the business to be conducted at the Board meeting; and
  - (iii) any proposed resolutions.

#### **19.4 Omission to give Notice**

No resolution passed at or proceedings at any Board meeting will be invalid because of unintentional omission or error in giving notice of:

- (a) that meeting;
- (b) any change of place or places of that meeting;
- (c) postponement of that meeting, including date, time and place for the resumption of that meeting; or
- (d) the resumption of that meeting.

#### **19.5 Use of Technology**

A Board meeting may be called or held using any lawful technology consented to by the National Directors. The consent may be a standing one. A National Director may only withdraw their consent within a reasonable period before the meeting.

#### **19.6 Quorum at Meetings**

A majority of National Directors (one of whom must be the National President, National Vice-President or the Treasurer but not including any Additional National Director) and the Managing Director, present in person, shall form a quorum.

A Board meeting is competent to exercise any and all of the authorities powers and discretions vested in it by any means.

#### **19.7 Chairing of Meetings**

At all meetings of the Board, the National President presides or in the absence of that person the National Vice-President shall preside and in the absence of both, the Treasurer shall preside.

#### **19.8 Passing Resolutions at Meetings**

Resolutions and questions arising at any Board meeting must be decided by a majority of votes by a show of hands, and each National Director personally present has one vote.

## **19.9 Casting Vote**

In the case of equality of votes, the Chair has a second or casting vote.

## **19.10 Written Resolutions**

A resolution in writing a copy of which has been forwarded to every member of the National Board of Directors and which has been approved and signed by members entitled to at least 75 per cent of the votes of the National Board of Directors is valid as if passed at a meeting of the Board.

## **19.11 Committee Meetings**

The Board will determine how meetings of any committee of the National Board of Directors are to be conducted, including the procedures to be adopted and the application of those procedures, and to the extent they are not determined, the procedures are those applicable to meetings of the National Board of Directors.

## **19.12 Validity of Actions**

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

# **20 National Director's Interests**

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## **20.1 Declaration of Interest**

- (a) Any National Director who has a material personal interest in a contract or proposed contract of the Association, holds any office or owns any property such that the National Director might have duties or interests which conflict or may conflict either directly or indirectly with the National Director's duties or interests as a director, must as soon as practicable give the National Board of Directors notice of the interest at a Board meeting.
- (b) A notice of a material personal interest must set out the:
  - (i) nature and extent of the interest; and
  - (ii) relation of the interest to the affairs of the Association.
- (c) A notice of material personal interest must be recorded in the minutes of the applicable Board meeting.

## **20.2 Voting by Interested National Directors**

A National Director who has a material personal interest in a matter that is being considered at a Board meeting:

- (a) must not vote on the matter at a meeting; and
- (b) must not be present while the matter is being considered at the meeting, and accordingly will not count for the purposes of determining whether there is a quorum.

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## **21 Directors access to Financial Records**

### **21.1 Current National Directors**

Any National Director may at any time access and inspect any financial and any other record of the Association.

### **21.2 Past National Directors**

The National Board of Directors may determine that any person who is to cease or has ceased to be a National Director may continue to have access to and inspect any financial record and any other record of the Association relating to the time during which the person was a National Director.

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## **22 Appointment of Company Secretary**

- (a) The Association must have at least one Company Secretary. The National Board of Directors has the power to appoint a natural person to act as Company Secretary on the terms and for such period as the National Board of Directors may determine.
- (b) Any Company Secretary appointed may be removed at any time by the National Board of Directors.
- (c) The National Directors may vest in a Company Secretary such powers and duties as they determine from time to time.

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## **23 National Committees**

### **23.1 National Service Committees**

- (a) The National Board of Directors may establish such National Service Committees as it sees fit.
- (b) Each National Service Committee must be convened and chaired by a person appointed by the National Board of Directors who is, or has previously been, a member of the National Policy Congress.

### **23.2 Other National Committees**

- (a) The National Manufacturers Council is established as a committee for Members engaged in the manufacturer or supply of building products.
- (b) HIA Kitchens & Bathrooms is established as a committee for Members engaged in the kitchen, bathroom and associated off site sectors of the industry.
- (c) The National Policy Congress may establish such other committees comprised of its members or such other persons as it sees fit and may prescribe the powers and functions of any committee and whether or not the resolution of that Committee may bind the Association.
- (d) Each committee established under this clause shall be convened and chaired by a person appointed by the National Board of Directors.

### **23.3 Meeting Procedures for National Committees**

Except to the extent stated elsewhere in this Constitution and the By-laws, the provisions for regulating the meetings and procedures of a National Committee are those applicable to the National Board of Directors.

## **24 Minutes of Meetings**

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- (a) The Association must cause minutes of:
  - (i) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated);
  - (ii) the name of National Directors present at each Board meeting or committee meeting;
  - (iii) resolutions passed by National Directors without a meeting;
  - (iv) disclosures and notices of National Directors' interests;
  - (v) proceedings and resolutions of meetings of Regional Executive Committees;
  - (vi) proceedings and resolutions of meetings of the Association's Members (including National Policy Congress);
  - (vii) resolutions passed by National Policy Congress without a meeting; and
  - (viii) proceedings and resolutions of National Service Committees and Specialist Committees;

to be kept in accordance with sections 191, 192 and 251A of the Corporations Act at the registered office of the Association.

- (b) The Association must ensure that the minutes of a meeting are signed within a reasonable time after the meeting by one of the:
  - (i) Chair of the meeting;
  - (ii) Chair of the next meeting.
- (c) A minute recorded and signed in accordance with clause 24(b) is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.
- (d) The National Directors may inspect the minute books between the hours of 9.00am and 5.00pm on any business day. No amount may be charged for inspection.

## **25 Engagement and Duties of Executive Officers**

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- (a) The Association must have a Managing Director. The Managing Director is the chief executive officer and public officer of the Association and must be engaged or dismissed on terms approved by the National Board of Directors.
- (b) The Regional Directors and any other senior national Executive Officers must be engaged or dismissed by the Managing Director on terms approved by the National Board of Directors.
- (c) The functions and duties of the Regional Directors and senior national Executive Officers must be determined by the Managing Director and approved by the National Board of Directors.
- (d) No employee of the Association may be elected as a National Office Bearer or as Regional Officeholder.
- (e) No employee of the Association is eligible to vote in the election of any National Office Bearer or any Regional Officeholder.

## **26 Appointment, removal and remuneration of Auditor**

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Except to the extent stated elsewhere in this Constitution, the appointment, remuneration rights and duties of the auditor or auditors of the Association shall be regulated by the Law.

### **26.1 Removal of Auditor**

- (a) The Association may remove an Auditor by resolution at a General Meeting.
- (b) At least two months' notice must be given to the Association of the intention to move a resolution to remove the Auditor at a General Meeting.

- (c) If notice of an intention to move a resolution to remove the Auditor at a General Meeting is received by the Association, the Auditor must be given a copy of the notice as soon as practicable.
- (d) The notice of an intention must also inform the Auditor that the Auditor:
  - (i) may submit written representations to the Association within seven days after receiving the notice and that the Auditor may request the Association to send a copy of the written representations to the Members before the resolution is put to a vote; and
  - (ii) may speak at the General Meeting or request that the written representations be read at the General Meeting at which the resolution is voted upon.

## **26.2 Auditor's Attendance at General Meetings**

The Auditor must be notified of, and may attend, any General Meeting. The Auditor is entitled to be heard at any General Meeting it attends on any part of the business of the General Meeting which concerns the Auditor.

## **27 Accounts and Financial Records**

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### **27.1 Receipt of Moneys**

- (a) All moneys received on account of the Association must be paid into a Bank account of the Association established by the National Board of Directors for that purpose.
- (b) A Region or Branch may only receive and expend funds in the manner authorised by the National Board of Directors.
- (c) A Region or Branch may only open a bank account with the consent of the National Board of Directors and the bank account must be operated in accordance with any applicable By-laws and the directions of the National Board of Directors.

### **27.2 Accounting Records**

- (a) The National Board of Directors must keep financial and other records to correctly record and explain the transactions and financial position of the Association. These records must:
  - (i) comply with the Australian Accounting Standards and the Law; and
  - (ii) be audited annually.
- (b) Any National Director or member of National Policy Congress may at any reasonable time inspect any financial record of the Association.



- (c) The National Board of Directors may determine in compliance with the Law, whether and if so, the extent to which and at what time and which place and under what conditions any financial or other records of the Association may be inspected by each category of Members.

### **27.3 Audited Balance Sheets**

- (a) The National Board of Directors must provide to the Annual General Meeting in each year audited balance sheets and profit and loss accounts and reports and statements that comply with the provisions of the Australian Accounting Standards and the Law.
- (b) The National Board of Directors shall distribute copies of the balance sheets, profit and loss accounts, reports and statements as required by the Law within 5 months after the end of the financial year of the Association which shall be the 31st of December in each year.

## **28 Common Seal**

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- (a) The National Board of Directors:
  - (i) may decide whether or not the Association has a common seal; and
  - (ii) is responsible for the safe custody of that seal (if any) and any duplicate seal it decides to adopt under section 123(2) of the Act.
- (b) The common seal and duplicate seal (if any) may only be used with the authority of the Board. The National Board of Directors must not authorise the use of a seal that does not comply with section 123 of the Act.
- (c) The fixing of the common seal, or any duplicate seal, to a document must be witnessed by:
  - (i) two National Directors; or
  - (ii) one National Director and one Company Secretary; or
  - (iii) any other signatories or in any other way (including the use of facsimile signatures) authorised by the Board.
- (d) This clause does not limit the ways in which the Association may execute a document (including a deed).

## **29 Indemnity and Insurance**

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### **29.1 Indemnity of Officers, Auditors and Agents**

- (a) A person who is or has been an officer or an auditor of the Association or of a related body corporate of the Association is entitled to be indemnified out of the property of the Association to the relevant extent against a liability for costs and expenses incurred by the person:

- (i) in defending proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted;
  - (ii) in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Corporations Act.
- (b) A person who is or has been an officer of the Association or of a related body corporate of the Association is entitled to be indemnified out of the property of the Association to the relevant extent against a liability incurred by the person to another person (other than the Association or a related body corporate) as such an officer unless the liability arises out of conduct involving a lack of good faith.

## 29.2 Insurance Premiums

The Association may pay a premium in respect of a contract insuring a person who is or has been an officer of the Association or a related body corporate against:

- (a) a liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal and whatever their outcome; and
- (b) a liability incurred by the person as such officer unless the liability arises out of conduct involving:
  - (i) a wilful breach of duty in relation to the Association or a related body corporate; or
  - (ii) without limiting clause 29.2(a), a contravention of Section 184(2) or (3) of the Corporations Act.

## 29.3 Interpretation

In this clause 29:

- (a) "officer" means a director, secretary or Executive Officer; and
- (b) "to the relevant extent" means to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is actually indemnified.

## 30 Transition

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- (a) All persons being a Member or holding or having held any office or position with the Association prior to the adoption of this Constitution will, subject to this Constitution and the continued existence of that office or position or an equivalent office or position, continue to be a Member and to hold or be deemed to have held such office or position as though elected or appointed according to this Constitution.

- (b) All By-laws in force at the time this Constitution is adopted continue to apply except to the extent they are revoked or amended by this Constitution.
- (c) All processes, elections, inquiries, determinations and other actions of the Association and its officers which are in train prior to the adoption of this Constitution will, subject to this Constitution and the Law, be taken to have been validly done under and in conformity with the applicable provision of this Constitution.
- (d) Any question, issue, or dispute arising in connection with the transition to this Constitution must be promptly determined by resolution of the National Board of Directors.