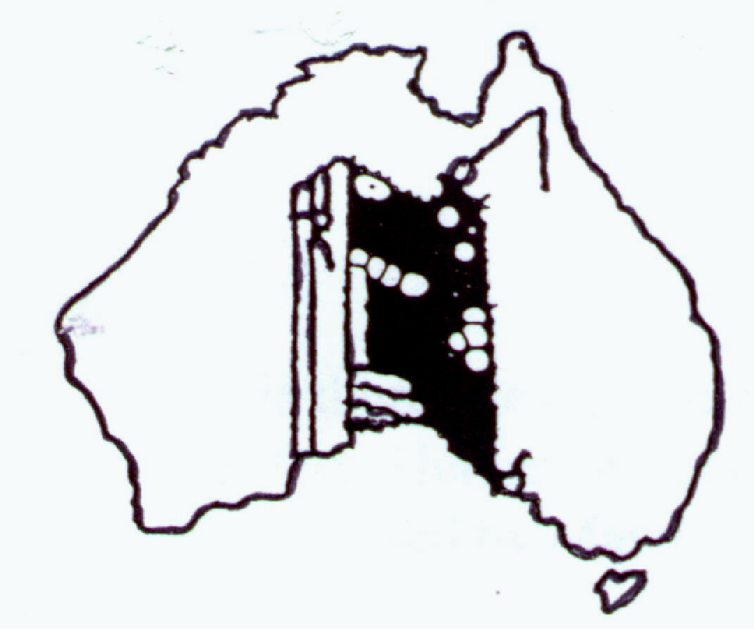


Brian Miller Construction Safety Forum Rules

CONTENTS

Part 1 - Preliminary
1. Definitions

Part 2 - Membership
2. Membership qualifications
3. Nomination for membership
4. Cessation of membership
5. Membership entitlements not transferable
6. Resignation of membership
7. Register of members
8. Fees and subscriptions
9. Members' liabilities
10. Resolution of internal disputes
11. Disciplining of members
12. Right of appeal of disciplined member

Part 3 - The committee
13. Powers of the committee
14. Constitution and membership
15. Election of members
16. Secretary
17. Treasurer
18. Casual vacancies
19. Removal of member
20. Meetings and quorum
21. Delegation by committee to subcommittee
22. Voting and decisions

Part 4 - General meetings

23. Annual General Meetings - holding of
24. Annual General Meetings - calling of and business at
25. Special General Meetings - calling of
26. Notice
27. Procedure
28. Presiding member
29. Adjournment
30. Making of decisions
31. Special resolution
32. Voting
33. Appointment of proxies

Part 5 - Miscellaneous

34. Insurance
35. Funds - source
36. Funds - management
37. Alteration of objects and rules
38. Common seal
39. Custody of books
40. Inspection of books
41. Service of notices

Part 1 - Preliminary

These rules have been formulated for the running of the Brian Miller Construction Safety Forum, which was formally known as Safety Field Day

Safety Field Day was incorporated in New South Wales on 27th May 1994 under the Associations Incorporations Act, 1984. The Association Name was SAFETY FIELD DAY OCCUPATIONAL HEALTH SEMINARS INC. The Incorporation Number was Y1963600

Safety Field Day became the Brian Miller Construction Safety Forum following a decision to un-incorporate. This became effective on 6th January 2006

These rules are adapted from the Model rules for incorporated associations as produced by the NSW Office of Fair Trading. Should any dispute arise as to the meaning or interpretation of the rules herein, then the committee and members of the Brian Miller Construction Safety Forum shall refer to the Model rules for guidance.

1. Definitions

(1) In these rules:

Commissioner means the Commissioner of the Office of Fair Trading.

forum means the Brian Miller Construction Safety Forum

ordinary member means a member of the committee who is not an office-bearer of the forum, as referred to in rule 14(2).

secretary means:

(a) the person holding office under these rules as secretary of the forum, or

(b) if no such person holds that office – the public officer of the forum.

special general meeting means a general meeting of the forum other than an annual general meeting.

the Act means the Associations Incorporation Act 1984.

the Regulation means the Associations Incorporation Regulation 1999.

(2) In these rules:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the *Act*.

Part 2 – Membership

2. Membership qualifications

A person is qualified to be a member of the forum if, but only if:

(a) the person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of the forum at any time after incorporation of the association under the Act,

or

(b) the person is a natural person:

(i) who has been nominated for membership of the forum as provided by rule 3, and

(ii) who has been approved for membership of the forum by the committee of the forum.

3. Nomination for membership

(1) A nomination of a person for membership of the forum:

(a) must be made by a member of the forum in writing in the form set out in Appendix 1 to these rules, and

(b)must be lodged with the secretary of the forum.

(2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.

(3) As soon as practicable after the committee makes that determination, the secretary must notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and

(4) The secretary must enter the nominee’s name in the register of members and, on the name being so entered, the nominee becomes a member of the forum.

4. Cessation of membership

A person ceases to be a member of the forum if the person:

(a) dies, or

(b) resigns membership, or

(c) is expelled from the forum.

5. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the forum:

(a) is not capable of being transferred or transmitted to another person, and

(b) terminates on cessation of the person's membership.

6. Resignation of membership

(1) A member of the forum is not entitled to resign that membership except in accordance with this rule.

(2) A member of the forum may resign from membership of the forum by:

(a) giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

(b) giving verbal notice of resignation at a general meeting. In such case the resignation becomes effective immediately

(3) If a member of the forum ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of members

(1) The secretary / public officer of the forum must establish and maintain a register of members of the forum specifying the name and address of each person who is a member of the forum together with the date on which the person became a member.

(2) The register of members must be kept at the principal place of administration of the forum and must be open for inspection, free of charge, by any member of the forum at any reasonable hour.

(3) A member of the forum may obtain a copy of any part of the register on payment of a fee of $1 for each page copied or, if some other amount is determined by the committee, that other amount.

8. Fees and subscriptions

(1) A member of the forum must, on admission to membership, pay to the forum a fee of $10.00 or, if some other amount is determined by the committee, that other amount.
(2) In addition to any amount payable by the member under clause (1), a member of the forum must pay to the forum an annual membership fee of $10.00 or, if some other amount is determined by the committee, that other amount:

(a) except as provided by paragraph (b), before 1 July in each calendar year, or
(b) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

9. Members' liabilities

The liability of a member of the forum to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the forum is limited to the amount, if any, unpaid by the member in respect of membership of the forum as required by rule 8.

10. Resolution of internal disputes

(1) Disputes between members (in their capacity as members) of the forum, and disputes between members and the forum, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

(2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

11. Disciplining of members

(1) A complaint may be made to the committee by any person that a member of the forum:

(a) has persistently refused or neglected to comply with a provision or provisions of these rules, or

(b) has persistently and wilfully acted in a manner prejudicial to the interests of the forum.

(2) On receiving such a complaint, the committee:

(a) must cause notice of the complaint to be served on the member concerned; and

(b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and

(c) must take into consideration any submissions made by the member in connection with the complaint.

(3) The committee may, by resolution, expel the member from the forum or suspend the member from membership of the forum if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

(4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 12.

(5) The expulsion or suspension does not take effect:

(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

(b) if within that period the member exercises the right of appeal, unless and until the forum confirms the resolution under rule 12(5), whichever is the later.

12. Right of appeal of disciplined member

(1) A member may appeal to the forum in general meeting against a resolution of the committee under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

(3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the forum to be held within 28 days after the date on which the secretary received the notice.

(4) At a general meeting of the forum convened under clause (3):

(a) no business other than the question of the appeal is to be transacted, and

(b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and

(c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(5) If at the general meeting the forum passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 - The committee

13. Powers of the committee

The committee is to be called the committee of management of the forum and, subject to the *Act*, the Regulation and these rules and to any resolution passed by the forum in general meeting:

(a) is to control and manage the affairs of the forum, and

(b) may exercise all such functions as may be exercised by the forum, other than those functions that are required by these rules to be exercised by a general meeting of members of the forum, and

(c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the forum.

14. Constitution and membership

(1) The committee is to consist of:

(a) the office-bearers of the forum, and

(b) 3 ordinary members, each of whom is to be elected at the annual general meeting of the forum under rule 15.

(2) The office-bearers of the forum are to be:

(a) the president

(b) the vice-president

(c) the treasurer, and

(d) the secretary

(3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

(4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the forum to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

15. Election of members

(1) Nominations of candidates for election as office-bearers of the forum or as ordinary members of the committee:

(a) must be made in writing, signed by 2 members of the forum and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

(b)must be delivered to the secretary of the forum at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

(2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

(3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

(4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

(6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

16. Secretary

(1) The Secretary of the forum must, as soon as practicable after being appointed as secretary, lodge notice with the forum of his or her address.

(2) It is the duty of the secretary to keep minutes of:

(a) all appointments of office bearers and members of the committee,

(b) the names of members of the committee present at a committee meeting or a general meeting, and

(c) all proceedings at committee meetings and general meetings.

(3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17. Treasurer

It is the duty of the treasurer of the forum to ensure:

(a) that all money due to the forum is collected and received and that all payments authorised by the forum are made, and

(b) that correct books and accounts are kept showing the financial affairs of the forum, including full details of all receipts and expenditure connected with the activities of the forum.

18. Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

(a) dies, or

(b) ceases to be a member of the forum, or

(c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or

(d) resigns office by notice in writing given to the secretary, or

(e) is removed from office under rule 19, or

(f) becomes a mentally incapacitated person, or

(g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

19. Removal of member

(1) The forum in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the forum, the secretary or the president may send a copy of the representations to each member of the forum or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Meetings and quorum

(1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.

(2) Additional meetings of the committee may be convened by the president or by any member of the committee.

(3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

(5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

(6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

(7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

(8) At a meeting of the committee:

(a) the president or, in the president's absence, the vice-president is to preside, or

(b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

21. Delegation by committee to sub-committee

(1) The committee may, by instrument in writing, delegate to one or more subcommittees (consisting of such member or members of the forum as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

(a) this power of delegation, and

(b) a function which is a duty imposed on the committee by the *Act* or by any other law.

(2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

(4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.

(6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

(7) A sub-committee may meet and adjourn, as it thinks proper.

22. Voting and decisions

(1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

(2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(3) Subject to rule 20(5), the committee may act despite any vacancy on the committee.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a subcommittee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 - General meeting

23. Annual general meetings – holding of

(1) With the exception of the first annual general meeting of the forum, the forum must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the forum, convene an annual general meeting of its members.

(2) The forum must hold its first annual general meeting:

(a) within the period of 18 months after its incorporation under the *Act*, and

(b) within the period of 6 months after the expiration of the first financial year of the association.

(3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

24. Annual general meetings – calling of and business at

(1) The annual general meeting of the forum is, subject to rule 23, to be convened on such date and at such place and time as the committee thinks fit.

(2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

(a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,

(b) to receive from the committee reports on the activities of the forum during the last preceding financial year,

(c) to elect office-bearers of the forum and ordinary members of the committee,

(d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the *Act*.

(3) An annual general meeting must be specified as such in the notice convening it.

25. Special general meetings – calling of

(1) The committee may, whenever it thinks fit, convene a special general meeting of the forum.

(2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the forum.

(3) A requisition of members for a special general meeting:

(a) must state the purpose or purposes of the meeting, and

(b)must be signed by the members making the requisition, and

(c) must be lodged with the secretary, and

(d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

(5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the forum for any expense so incurred.

26. Notice

(1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the forum, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the forum, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 24(2).

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27. Procedure

(1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

(a) if convened on the requisition of members, is to be dissolved,and

(b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

28. Presiding member

(1) The president or, in the president’s absence, the vice-president, is to preside as chairperson at each general meeting of the forum.

(2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

29. Adjournment

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the forum stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30. Making of decisions

(1) A question arising at a general meeting of the forum is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the forum, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) At a general meeting of the forum, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.

(3) If a poll is demanded at a general meeting, the poll must be taken;

(a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or

(b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

31. Special resolution

A resolution of the forum is a special resolution:

(a) if it is passed by a majority which comprises at least three-quarters of such members of the forum as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or

(b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

32. Voting

(1) On any question arising at a general meeting of the forum a member has one vote only.

(2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.

(3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

(4) A member or proxy is not entitled to vote at any general meeting of the forum unless all money due and payable by the member or proxy to the forum has been paid, other than the amount of the annual subscription payable in respect of the then current year.

33. Appointment of proxies

(1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

Part 5 - Miscellaneous

34. Insurance

The forum may effect and maintain insurance.

35. Funds – source

(1) The funds of the forum are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the forum in general meeting, such other sources as the committee determines.

(2) All money received by the forum must be deposited as soon as practicable and without deduction to the credit of the forum's bank account.

(3) The forum must, as soon as practicable after receiving any money, issue an appropriate receipt.

36. Funds – management

(1) Subject to any resolution passed by the forum in general meeting, the funds of the forum are to be used in pursuance of the objects of the forum in such manner as the committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the forum, being members or employees authorised to do so by the committee.

37. Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the forum.

38. Common seal

(1) The common seal of the forum must be kept in the custody of the secretary / public officer.

(2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer / secretary.

39. Custody of books

Except as otherwise provided by these rules, the secretary / public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the forum.

40. Inspection of books

The records, books and other documents of the forum must be open to inspection, free of charge, by a member of the forum at any reasonable hour.

41. Service of notices

(1) For the purpose of these rules, a notice may be served on or given to a person:

(a) by delivering it to the person personally, or

(b) by sending it by pre-paid post to the address of the person, or

(c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

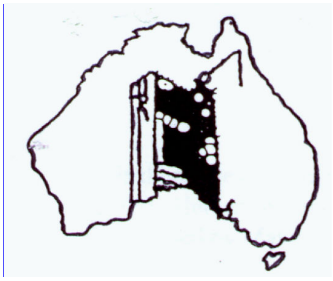
(2) for the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

(a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

(b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

(c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

Brian Miller Construction Safety Forum Rules



Appendix 1 APPLICATION FOR MEMBERSHIP

BRIAN MILLER CONSTRUCTION SAFETY FORUM

President	**Maureen Buchtmann**	**0429 915 277**
Secretary	**Graeme Mauger**	**0412 824 890**
Treasurer	**Tom McDonald**	**0408 119 380**

I,……
(Full Name of Applicant)

of……

……
(address)

Occupation……

Company……

Postal Address……

……

Phone Number……Fax……

E-mail address……

hereby apply to become a member of The Brian Miller Construction Safety Forum. I agree to abide by the rules of the Forum

Signed…… Date ……

I, ……a member of the forum, nominate the applicant, who is personally known to me, for membership of the forum

…… ……/……/……
Signature of proposer Date