

**NSW GLASS & GLAZING ASSOCIATION INC. - RULES**



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**RULES**

**ADOPTED AT AGM  
19 OCTOBER 2007**

# NSW GLASS & GLAZING ASSOCIATION INC. - RULES

## 1. NAME CLAUSE:

The name of the incorporated Association is NSW Glass & Glazing Association (herein called "the Association").

## 2. INTERPRETATION

2.1 In these clauses, unless the contrary intention appears –

**"Code"** means the code of Ethics, code of practice and any other code of conduct formed by the Association.

**"Committee"** means the Executive Committee of the Association.

**"Director General"** means the Director General of the department of Fair trading.

**"Financial Year"** means the year commencing on 1 July and ending on 30<sup>th</sup> of June.

**"General Meeting"** means the General Meeting of members convened in accordance with Clause 20.

**"Member"** means a member of the Association.

**"The Act"** means the Associations incorporation Act 1984.

**"Regulations"** means the Association Incorporation Regulation 1999

**"Rules"** means these rules of the Association.

**"Secretary"** means the person appointed as secretary under these Rules, and if no person was so appointed, the public officer of the Association.

**"Special Resolution"** means a resolution:

- (a) passed by a majority which comprises at least three-quarters of such members of the Association 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 Director-General 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 Director-General.

2.2 All terms that are defined in the Act or Regulations shall have the meaning given to them under the Act or Regulations.

2.3 In these Rules, unless the context otherwise requires:

- (a) references to any document or agreement (including these rules) include references to such document or agreement as amended, notated, supplemented, varied or replaced from time to time;
- (b) a reference to a business day means a day other than a Saturday, Sunday, public holiday or bank holiday in Sydney and if something is to be done on a day which is not a business day then that thing must be done on the following business day;

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- (c) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- (d) the singular includes the plural and vice versa;
- (e) headings do not affect the interpretation of these Rules;
- (f) a reference to a person includes a firm, partnership, body corporate, unincorporated association and body politic or other entity;
- (g) a reference to a person includes its legal personal representative, successors, assigns or substitutes;
- (h) all payments required to be made under these Rules are in Australian currency and shall be made free of set-off, withholdings, deductions or counterclaims of any kind;
- (i) wherever "include" or any form of that word is used it must be construed as if it were followed by "without being limited to";
- (j) a reference to a right includes a benefit, remedy, discretion, authority or power; and
- (k) a reference to an obligation includes a warranty or representation and a reference to a failure to comply with an obligation includes a breach of warranty or representation.

### 3. OBJECTIVES

- 3.1 To establish and maintain good relationship among its members and to promote and protect common business interests by all desirable and legitimate means.
- 3.2 To remove or prevent undesirable practices in the Industry.
- 3.3 To foster and improve the relations of members among themselves and with other organisations having similar objectives.
- 3.4 To make representations to government departments, public bodies and commercial and industrial organisations to all matters affecting the interest of the industry.
- 3.5 To promote adherence to glass manufacturing and trade standards and to foster an environment of safety and training within the industry.
- 3.6 To watch over and protect the interest of members of the Association and to adjudicate upon any breaches of the Rules, codes of conduct or resolutions of the Association.

### 4. MEMBERSHIP CLASSES

- 4.1 The classes of members of the Association shall be the following classes and any other classes as determined by the Committee at its sole discretion:
  - (a) **Full Membership** - of the Association shall be those persons, firms or corporations carrying on business in the state of NSW as bona fide glass merchants, glaziers or manufacturers of glass products.

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Each Full Member shall have the right to attend and vote at General Meetings, and the right to be nominated for election to hold office in the Executive Committee, and if elected has the right to participate and vote in Executive Committee meetings.

- (b) **Associate Membership** – of the Association shall be persons, firms or corporations carrying on business in the state of NSW who are engaged in the supply of materials &/or services to the industry.

An Associate Member shall not have the right to vote at General Meetings but shall be entitled to attend General Meetings (as an observer only).

An Associate Member shall have the right to be nominated for election to hold office in the Executive Committee, and if elected has the right to participate and vote in Executive Committee meetings.

- (c) **Life Membership** – may be granted by the committee to those persons who have provided an outstanding contribution to the glass industry, including individuals.

A Life Member shall have the same rights as a Full Member.

- 4.2 **Provisional Membership** - all new members of the Association shall be classified as provisional members of a specific class until a qualifying period as determined by the committee is served.

Provisional members have all the rights and responsibilities of their membership class; however they can not hold a position on the Executive Committee.

### 5. MEMBERSHIP QUALIFICATIONS

- 5.1 A person who wishes to become a member of the Association must lodge with the Secretary a membership application in writing on an application form similar to Appendix 2 attached to these Rules or any other form approved by the Committee (**Application Form**).
- 5.2 Admission as a member of any class shall be at the discretion of the Committee, which may accept or reject any application without specifying any reason.
- 5.3 As soon as practical after the receipt of a membership application, the Secretary shall refer the application to the Committee which then shall determine whether to approve or reject the application. The applicant will be informed of the success or otherwise of the application in writing by the secretary.
- 5.4 Where the Committee determines to approve a nomination for membership, the Secretary shall, as soon as practicable after that determination notify the applicant of that approval and request the applicant to pay a admission, membership or other fees as determined by the committee within a period of 28 days of the notification.
- 5.5 The Secretary shall, on payment by the applicant of the amounts referred to in Clause 5.4 enter the applicant's name in the register of members and upon the name being so entered the applicant becomes a Member of the Association.
- 5.6 New Members must abide by the Rules and any Codes or by-laws formed and updated from time to time by the Association.

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- 5.7 A right, privilege or obligation which a person has by reason of being a Member is not capable of being transferred or transmitted to another person and terminates on cessation of a person's membership.
- 5.8 A person ceases to be a Member if that person resigns membership, is expelled from the Association, dies or in the case of an incorporated entity ceases to conduct business, becomes insolvent, wound up or subject to liquidation, administration or receivership proceedings.

### **6. RESIGNATION OF MEMBER**

- 6.1 A member of the Association who has paid all moneys due and payable to the Association may resign from the Association by first giving one months notice in writing to the Secretary of intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- 6.2 Upon the expiration of a notice given under clause 6.1, and in any other case a person ceases to be a Member, the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

### **7. REGISTER OF MEMBERS**

- 7.1 The Secretary of the Association must establish and maintain a register of Members specifying in relation to each Member their name, address and the date of becoming a Member.
- 7.2 The Register of Members must be kept in the principal place of administration of the Association and must be open for inspection, free of charge, to any Member during standard business hours.
- 7.3 A Member may obtain a copy of any part of the Register against the payment of an amount to be determined by the Committee.

### **8. FEES**

Each Member must pay to the Association any Fees determined by the Committee, which may include the following fees:

- (a) admission fee, payable on admission to membership;
- (b) an annual membership fee to be paid once a year on joining or renewing membership, as determined by the Committee.

### **9. MEMBERS' LIABILITIES**

The liability of a Member 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 Association is limited to the amount, if any, paid by the Member in respect of membership fees in accordance with rule 8.

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### 10. DISCIPLINING OF MEMBERS

10.1 Where the Committee receives a complaint from any person, or is of the opinion, that a member of the Association:

- (a) refused or neglected to comply with a provision of these Rules or Codes of the Association; or
- (b) has wilfully acted in a manner prejudicial to the interests of the Association;

the Committee must serve on the member concerned a written notice that:

- (a) sets out the details of the complaint, or the grounds to the Committee's opinion;
- (b) informs the member that the member may, within 14 days (or a longer period determined by the Committee)\_from the time the notice is served, do either or both of the following:
  - (i) make submissions to the Committee in relation to the complaint;
  - (ii) request to schedule a meeting with the Committee to verbally address the Committee.

10.2 The Committee may, if it deems fit, and must if requested by a member, schedule a date, time and place for a meeting no later than 28 days of the date of serving notice on the member pursuant to clause 10.1.

10.3 At a meeting of the Committee held as referred to in Clause 10.2, the Committee shall:

- (a) give to the member an opportunity to make verbal or written representations; and
- (b) give due consideration to any representation submitted to the Committee by the member at or prior to the meeting.

10.4 The Committee may, by resolution:

- (a) expel the member from the Association; or
- (b) suspend the member from membership of the Association for a specified period,

10.5 Where the Committee expels or suspends a member under Clause 10.4, the Secretary shall, within 7 days after the action is taken, by notice in writing inform the member of the actions taken, of the reasons given by the Committee for having taken that action and of the member's right to appeal under Rule 11.

10.6 The expulsion or suspension by the Committee under Clause 10.4 does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- (b) where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to Clause 11.3.

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### 11. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 11.1 A member may appeal to the Association in General Meeting against a resolution of the Committee under Clause 10.4, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 11.2 Upon receipt of a notice from a member under Clause 11.1, the Secretary shall notify the Committee which shall convene a General Meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- 11.3 At a General Meeting of the Association convened under Clause 11.2:
- (a) no business other than the question of the appeal shall be transacted;
  - (b) the Committee and the member shall be given the opportunity to state their respective cases verbally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 11.4 If at the General Meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### 12. EXECUTIVE COMMITTEE

- 12.1 The conduct and management of the Association shall be vested in an Executive Committee. Subject to the Act, Regulations and to any resolution passed by the Association in a General Meeting, the Committee may:
- (a) exercise all functions as may be exercised by the Association other than the functions required by these rules to be exercised by a General Meeting of members of the Association;
  - (b) has power to perform all acts and do all things necessary or desirable for the proper management of the affairs for the Association.
- 12.2 The Committee shall consist of between minimum seven (7) and maximum twelve (12) members, including a maximum of three (3) Associate Members. Each Committee member shall be elected at the Annual General Meeting of the Association.
- 12.3 Each member of the Committee shall, subject to these Rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election but is eligible for re-election.
- 12.4 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules until the conclusion of the Annual General Meeting next following the date of the appointment.
- 12.5 All elected members of the Committee regardless of membership class can hold office and have voting rights.
- 12.6 The **President and Vice President** shall be elected by the Committee from the Committee members. **The Secretary and/or Treasurer** may be elected from the Committee members or otherwise as determined by the Committee.

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### **13. ELECTION OF COMMITTEE MEMBERS**

- 13.1 Nominations of candidates for election as members of the Committee:
- (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - (b) shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 13.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 13.3 If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies.
- 13.4 If the number of nominations received is equal to the number of vacancies to be filled the persons nominated shall be deemed to be elected.
- 13.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 13.6 The ballot for the election of members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

### **14. SECRETARY**

- 14.1 The Secretary of the Association shall be appointed or elected in accordance with clause 12.6 by the Committee of the Association on such conditions as the Committee may from time to time determine.
- 14.2 The Secretary shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- 14.3 It is the duty of the Secretary to keep minutes of -
- (a) all appointments of 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.
- 14.4 It is the duty of the Secretary of the Association (unless a Treasurer is elected) to ensure that -
- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made;
  - (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.
- 14.5 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

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- 14.6 Minutes of ALL meetings must be forwarded to Committee Members within 14 days of each meeting and to include Action Items, if any.

### 15. CASUAL VACANCY

For the purposes of these Rules, a casual vacancy in the office of a member of the Committee occurs if the member:-

- (a) dies;
- (b) becomes physically, mentally or otherwise incapable of performing duties;
- (c) ceases to be a member of the Association or employed by a member;
- (d) becomes an insolvent under administration within meaning of the Corporations Act 2001 (*Cth.*);
- (e) resigns their office by notice in writing given to the Secretary;
- (f) is removed from office under Clause 16; or
- (g) is absent without consent of the Committee from all meetings of the Committee held during a period of 6 months.

### 16. REMOVAL OF MEMBER OF COMMITTEE

- 16.1 The Association in a General Meeting may by resolution remove any member of the Committee from office before the expiration of their term of office and appoint another member in their place to hold office until the expiration of the term of the first-mentioned member so removed.
- 16.2 Where the member to whom a proposed resolution referred to in clause 16.1 makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting at which the resolution is considered.

### 17. MEETINGS AND QUOROM

- 17.1 The Committee shall meet at least three times in a year at such place and time as the Committee may determine. Additional meetings of the Committee may be convened by the President or by any member of the Committee and held at such place and time as the Committee may determine.
- 17.2 Verbal or written notice of a meeting of the Committee shall be given by the Secretary to each member at least 48 hours prior to the scheduled time of the meeting (or such other period unanimously agreed to by the members).
- 17.3 Notice of a meeting shall specify the general nature of the business to be transacted and no business other than that business is to be transacted at that meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.

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- 17.4 Any five members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee. If within half an hour of the appointed time of the meeting a quorum is not present, no business shall be transacted and the meeting is to stand adjourned to a place and time as determined by the President or Vice- President, and if no such time is determined - the same day, time and place in the following week.
- 17.5 At a meeting of the Committee, The President or, in the President's absence, the Vice President shall preside or if both are absent or are unwilling to act, one of the remaining members of the Committee chosen by members present in the meeting shall preside.
- 17.6 A meeting of the Committee members may be held in two or more places linked together by any technology, provided that each participating member can hear and be heard by each other member by instantaneous means of communication, If the technological link fails, the meeting will be adjourned until the failure is rectified.
- 17.7 A written resolution signed by all members of the Committee will be deemed to be a decision of the Committee without the need for a meeting.
- 17.8 Unless otherwise required by the Act, all Committee decisions will be passed by a majority of the votes of the members present at the meeting and entitled to vote, each having one vote. In the event of equality of votes, the President or, if not present or able to vote, the chairperson will have a casting vote.
- 17.9 The Committee's actions and resolutions will be valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Committee member.

### **18. DELEGATION BY COMMITTEE TO SUB-COMMITTEES**

- 18.1 Committee may, by an instrument in writing, delegate to one or more sub-Committees (consisting of such members of the Association or any other person as the Committee thinks fit) any power of the Committee (other than this power of delegation or any power imposed on the Committee under the Act) subject to any conditions or limitations as the Committee deems fit. Unless otherwise specified by the Committee, the power delegated will be limited to carrying out specific tasks and reporting back with recommendations to the Committee, which may only be acted on by the Committee.
- 18.2 The Committee may at any time by a written instrument revoke or vary any power delegated in accordance with clause 18.1.
- 18.3 Despite any delegation under this Rule, the Committee may continue to exercise any power delegated.
- 18.4 Any Sub-Committee must abide by the procedural Rules applicable to the Committee.

### **19. ANNUAL GENERAL MEETINGS**

- 19.1 The Association must convene an Annual General Meeting of members at least once in each calendar year and within six months after the close of the financial

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- 19.2 In addition to any other business which may be transacted at an Annual General Meeting, the business to be conducted at an Annual General Meeting will include the following:-
- (i) confirmation of the minutes of the last preceding Annual General Meeting and any special meeting held since that meeting;
  - (ii) receiving from the Committee reports on the activities of the Association during the last preceding financial year;
  - (iii) The receipt and adoption of a the statement required to be submitted to members under clause 26 of the Act and Statement of Accounts of the Association, subject to audit, for the previous year.
  - (iv) The election of the Committee members for the ensuing year.
  - (v) The appointment of Auditor(s) for the ensuing year.
- 19.3 An Annual General Meeting must be specified as such in the notice convening it.
- 19.4 Unless otherwise specified in these Rules, the Regulations shall apply in relation to the Notice of such Annual General Meeting, quorum, attendance and voting powers.

### 20. GENERAL MEETINGS

- 20.1 The Committee may, whenever it deems fit, convene a General Meeting of the Association.
- 20.2 The Committee must convene a General Meeting of the Association if requested to do so by a request (**Meeting Request**) in writing signed by a number of members constituting at least 5% of the total number of members (the request may consist of several signed documents in similar form). The Meeting Request must state the purpose of the meeting and must be lodged with the Secretary.
- 20.3 If the Committee fails to convene a General Meeting within one month after the Meeting Request is lodged with the Secretary, any one or more of the requesting members may convene a General Meeting to be held no later than 3 months after that date. A meeting so convened must be convened as nearly as practicable in the same manner as General Meetings are convened by the Committee and any member who subsequently incurs expenses in connection with convening the meeting is entitled to be reimbursed by the Association for any expense so incurred.
- 20.4 Unless otherwise specified in these Rules, the Regulations shall apply in relation to the Notice of such General Meeting, quorum, attendance and voting powers.

### 21. NOTICE

- 21.1 Except if the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, 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.

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- 21.2 If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, 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 21.1, the intention to propose the resolution as a Special Resolution.
- 21.3 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 19.2.
- 21.4 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.

### **22. PROCEDURE**

- 22.1 No item of business is to be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote in present during the time the meeting is considering that item.
- 22.2 Ten 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.
- 22.3 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.

### **23. PRESIDING MEMBER**

- 23.1 The president or, in the president's absence, the vice-president, is to preside as chairperson at each General Meeting of the Association.
- 23.2 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.

### **24. ADJOURNMENT**

- 24.1 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.

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- 24.2 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 Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 24.3 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.

### 25. MAKING A DECISION

- 25.1 At all General Meetings each member shall have one vote which may be exercised personally or by proxy and all resolutions shall be carried by a simple majority of the votes of the members present and voting. Such resolutions shall be binding upon all members.
- 25.2 A question arising at a General Meeting of the Association 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 Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 25.3 At a General Meeting of the Association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- 25.4 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.

### 26. VOTING

- 26.1 On any question arising at a General Meeting of the Association each member has one vote only.
- 26.2 All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- 26.3 In the case of an equality of votes on a question at a General Meeting, the President, or if not present or able to vote, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 26.4 A member or proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

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### **27. APPOINTMENT OF PROXIES**

- 27.1 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.
- 27.2 The notice appointing the proxy is to be in the form set out in Appendix 1 to these rules.

### **28. RULES, CODES, BY-LAWS**

- 28.1 One copy of these Rules and any Codes and By-Laws of the Association must be provided to each prospective member together with the Application Form which needs to be completed and signed by the Applicant and returned to the Secretary as evidence of the member's receipt and acceptance of the Rules and Codes.
- 28.2 The Committee or the General Meeting may, from time to time, adopt, vary or amend any Codes or by-laws to govern and administer the members conduct.
- 28.3 The Association's objects and these Rules may be altered, rescinded or added to only by a Special Resolution of the Association.

### **29. WINDING UP OR CANCELLATION**

In the event of the winding up or the cancellation of Incorporation of the Association, the assets of Association shall be disposed of in accordance with provisions of the Act.

### **30. CUSTODY AND INSPECTION OF RECORDS**

- 30.1 Except or otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all records, books, documents and securities of the Association (**Records**).
- 30.2 The Records of the Association must be open to inspection, free of any charge, by any member of the Association at any reasonable hour.
- 30.3 All Records of the Association, including without limitation meetings minutes, resolutions reports, circulars and records submitted by or to or considered by members in relation to the Association constitute confidential information of the Association and will be treated as strictly confidential between the Association and the member of whom it is conveyed.

### **31. COMMON SEAL**

- 31.1 The Common Seal of the Association must be kept in the custody of the Secretary.
- 31.2 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 two members of the Committee or of one member of the Committee and the Secretary.

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### 32. FUNDS SOURCE

- 32.1 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.
- 32.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 32.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### 33. FUNDS MANAGEMENT

- 33.1 Subject to any resolution passed by the Association in a General Meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.
- 33.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Secretary and one other nominated official signatory of the Committee namely the President or Vice President, or any other members or employees of the Association expressly authorised to do so by the Committee.

### 34. DISPUTE RESOLUTION

- 34.1 Disputes between the members (in their capacity as members) and between the members and the Association will be referred to a community justice centre for mediation in accordance with *the Community Justices Act 1983*.
- 34.2 At least 7 days before the mediation session is to commence, the parties must exchange statements of the issues that are in dispute between them and provide a copy to the mediator.

### 35. SERVICE OF NOTICES

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, in which case the notice is taken to have been served or given on the date on which it is received by the addressee;
- (b) by sending it by pre-paid post to the address of the person, in which case the notice is taken to have been served or given 3 days after the date of posting;
- (c) by faxing it or by another form of electronic transmission, , in which case the notice is taken to have been served or given on the date it was sent or such other date indicated by the machine from which the transmission was conducted.

**NSW GLASS & GLAZING ASSOCIATION INC. - RULES**

**NSW GLASS & GLAZING ASSOCIATION INC.**

PRIVATE BAG 938, NORTH SYDNEY NSW 2059  
FACSIMILE NO.: (02) 9956 7004

**APPENDIX 1**

**FORM OF APPOINTMENT OF PROXY**

I ..... of .....  
being a member of ..... hereby  
(Name of Incorporated Association)  
appoint..... of .....  
being a member of that Incorporated Association, as my proxy to vote for me on my  
behalf at the General Meeting of the Association (Annual General meeting or Special  
General Meeting, as the case may be) to be held on the ..... day of  
..... and at any adjournment of that meeting.

My proxy is authorized to vote in favour of / against (delete as appropriate) the  
resolution

.....  
(insert details).

Signed: .....

The ..... day of .....

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PRIVATE BAG 938, NORTH SYDNEY NSW 2059

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**APPENDIX 2**

**APPLICATION FOR MEMBERSHIP  
OF THE NSW GLASS & GLAZING ASSOCIATION (Association)  
Incorporated under the Associations Incorporation Act 1984**

I [insert name and ACN if corporation] .....,  
of [insert address] .....,  
being [insert occupation or description of activities engaged in, for example -  
manufacturer, wholeseller, etc] .....,  
hereby apply to become a member of the Association.

I agree to be bound by the Rules and Codes of the Association, copies of which were  
provided to me, as updated from time to time and agree to pay all membership related  
fees as determined by the Association from time to time.

Applicant Signature: .....

The ..... day of .....

# NSW GLASS & GLAZING ASSOCIATION INC. - RULES

## Association Codes

### Code of ethics

- To act at all times with honesty, integrity and responsibility
- Promote fair and equitable dealings with our clients, suppliers and competitors.
- To deal justly with our employees and contractors
- Avoid all conduct likely to bring our industry or association into disrepute.
- To minimize any negative environmental impact our activities cause.
- To aid the advancement of the glass and glazing industry in Australia.
- Maintain the highest standard of production and workmanship.
- To assist colleagues and co workers in their professional development.
- Provide a safe working environment for all employees

### Code of practice

- Compliance with the minimum industry standards of practice prescribed in this code.
- At all times comply with relevant Australian Standards.
- That all full members maintain accreditation with the current version of AS1288.
- To observe both the spirit and the letter of the relevant laws of the commonwealth and state in which we operate including but not limited to:
  - Collusion or anti competitive behavior.
  - Passing off.
  - Intimidation
  - Bribery in all its forms.
  - Fraudulent practices.
- To understand OH&S principles and abide by relevant legislation.
- To understand fair trading principles and abide by relevant legislation.
- To avoid real or perceived conflicts of interest whenever possible, and to disclose them to affected parties when they do exist.
- To bring any known breach of the code by a member to the attention of the association without delay.