

015Q: Incorporates alterations of 5 March 2024 [R2023/125]  
(replaces rulebook dated 6 October 2022 [R2022/71])

I CERTIFY under section 161 of the Fair Work (Registered Organisations) Act 2009 that the pages herein numbered 1 to 50 both inclusive contain a true and correct copy of the registered rules of the **Motor Trades Association of Queensland Industrial Organisation of Employers.**

DELEGATE TO THE GENERAL MANAGER  
FAIR WORK COMMISSION

[IMPORTANT: Enquiries about these rules or other rules relating to this organisation which are currently in force may be directed to any office of Fair Work Commission.]

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## Rules of the Motor Trades Association of Queensland Industrial Organisation of Employers

### 1. DEFINITION

- (a) **Administration Fee** means the Administration Fee as prescribed under Rule 4.4(c).
- (b) **Annual General Meeting** means an Annual General Meeting held under these Rules and incorporating all the characteristics of an Annual General Meeting as prescribed anywhere within these Rules.
- (c) **Associate Member** means a Member admitted to membership under Rules 3.5 and 3.7.
- (d) **Auditor** means an Auditor as appointed by MTA Queensland at the Annual General Meeting, having all the functions and powers as prescribed under these Rules.
- (e) **Collegiate Vote** means a method of voting as prescribed in Rule 18.
- (f) **Declared Person or Body** means a person or body:
  - i. In respect of which an Officer has disclosed a material personal interest under Rule 20.2;
  - ii. the interest relates to, or is in, the person or body; and
  - iii. the Officer has not notified MTA Queensland that the Officer no longer has the interest.
- (g) **Disclosure Period** means the period specified in the relevant Industrial Legislation.
- (h) **District** means a District of MTA Queensland established in accordance with the Rules for the purpose of facilitating the work of MTA Queensland.
- (i) **District Representative** means a person elected as prescribed under Rule 5.3.
- (j) **Division** means any industry division MTA Queensland has established in accordance with the Rules for the purpose of facilitating the work of MTA Queensland.
- (k) **Division Committee** means the Division Committee as prescribed under Rule 4.6.
- (l) **Division Guidelines** means the Division Guidelines as prescribed under Rule 4.8.

## DEFINITION

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- (m) **Division Office Bearer** means the Division Officer Bearer as prescribed under Rule 4.4(a).
- (n) **Division Representatives** include all of the Division's Chair, Vice-Chair and the Committee Members.
- (o) **Elected Office Holder** means any person who is elected to office on the MTA Queensland Board, the Executive, or to any Division Committee.
- (p) **Eligible Member or Eligible Members** means a person who was a Financial Member of MTA Queensland thirty (30) days before the starting time for nominations.
- (q) **Eligible Persons** means all persons who meet the criteria set out in Rule 3.1(a).
- (r) **Executive** means the Executive of MTA Queensland as prescribed under Rule 8 and holding all the functions and powers as prescribed under these Rules.
- (s) **Financial Member** means a Member who is not in default in payment of any fees or charges properly imposed by MTA Queensland and due by the Member to MTA Queensland.
- (t) **Financial Year** means the period commencing on the first day of July in one calendar year and ending on the thirtieth day of June in the next succeeding calendar year.
- (u) **The Act** means the Relevant Industrial legislation, as amended from time to time.
- (v) **General Meeting** means a General Meeting held under these Rules and incorporating all the characteristics of a General Meeting as prescribed anywhere within these Rules.
- (w) **General Member** means a Member admitted to membership under Rules 3.4 and 3.6.
- (x) **Independent Director** means a person appointed to the Executive pursuant to Rule 8.1 and satisfying the eligibility criteria as prescribed in Rule 8.5.
- (y) **Industry Groups** means each of the four (4) Industry Groups representing collectives of Divisions, as prescribed for in Schedule 5.
- (z) **Member** means any person or organisation who meets the criteria set out in Rule 3.1(b).
- (aa) **Member Eligible to Vote** means a person or organisation who has been a Financial Member for thirty (30) days prior to the start of nominations.

## DEFINITION

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- (bb) **Membership Fees** means and includes the annual fees determined by the MTA Queensland Board and payable by a Member in accordance with the Rules of MTA Queensland for the privilege of membership in MTA Queensland.
- (cc) **Net Profit** means the gross proceeds from the Division's activities less costs or charges incurred in undertaking the activity.
- (dd) **Nominated Representative** means the Member or a person actively employed in the Members business who is able to make management decisions on behalf of that member.
- (ee) **Non-Cash Benefit** means property or services in any form other than money, but does not include a computer, mobile phone or other electronic device that is used only or mainly for work purposes.
- (ff) **Notice** means a Notice as prescribed under Rule 23.
- (gg) **Objects** means the Objects of MTA Queensland as prescribed under Rule 2.3.
- (hh) **Office** has the meaning given in the Relevant Industrial legislation.
- (ii) **Peak Council** has the meaning given in the Relevant Industrial Legislation.
- (jj) **Register of Members** means the Register of Members kept by MTA Queensland pursuant to the Rules.
- (kk) **Register of Officers** means the Register of Officers kept by MTA Queensland pursuant to the Rules.
- (ll) **Related Party** has the meaning given in the Relevant Industrial legislation.
- (mm) **Relative** means, in relation to a person:
  - (i) A parent, step-parent, child, grandparent, grandchild, brother or sister of the person; or
  - (ii) the spouse of the person.
- (nn) **Relevant Board** means a group of persons who supervise, govern or otherwise have oversight of a corporation, organisation, association or other like body including but not limited to a board of directors.

- (oo) **Relevant Industrial Legislation** means the Fair Work Act 2009 (Cth), the Fair Work (Registered Organisations) Act 2009 (Cth), any associated subordinate legislation and any successor legislation.
- (pp) **Relevant Non-Cash Benefits** means, in relation to an Officer of MTA Queensland for a Disclosure Period, the Non-Cash Benefits provided to the Officer, at any time during a Disclosure Period, in connection with the performance of the Officer's duties as an Officer, by MTA Queensland or a Related Party of MTA Queensland.
- (qq) **Relevant Remuneration** means, in relation to an Officer of MTA Queensland for a Disclosure Period, the sum of the following:
- (i) any Remuneration disclosed to MTA Queensland under Rule 1.1(a) during the Disclosure Period; and
  - (ii) any Remuneration paid to the Officer during the Disclosure Period.
- (rr) **Remuneration** includes, but is not limited to, pay, wages, salary, fees, allowances, leave, benefits or other entitlements; but does not include:
- (i) a Non-Cash Benefit; or
  - (ii) the reimbursement or payment of reasonable expenses for the costs incurred in the course of an Officer carrying out his or her duties.
- (ss) **Returning Officer** is the person appointed by the MTA Queensland Board and whose appointment is approved by the relevant industrial registrar to action that role for any elections.
- (tt) **Roll** means the Roll as prepared under Rule 14.1.
- (uu) **Rule or Rules** means these Rules, being the Rules of the Motor Trades Association of Queensland Industrial Organisation of Employers.
- (vv) **Secretary** means the Elected Officer Holder (holding the position at either the District, Division, Board or Executive level) having all the functions and powers as prescribed under Rule 7.3, in addition to any duties specified elsewhere in these Rules.

## 2. PRELIMINARY

### 2.1 NAME

The name of the industrial organisation shall be the "Motor Trades Association of Queensland Industrial Organisation of Employers" (referred to in these Rules as "**MTA Queensland**").

### 2.2 REGISTERED OFFICE

The registered office of MTA Queensland and its Divisions shall be at Freeway Office Park, Building 8, 2728 Logan Road, Eight Mile Plains, in the State of Queensland or such other addresses as the MTA Queensland Board may from time to time determine.



## 2.3 OBJECTS

The Objects of MTA Queensland are:

- (a) to promote, advance and protect the interests of the motor vehicle industry and associated trades or businesses in Queensland and to conserve the interest of Members;
- (b) to advocate, advance and protect the interests of employers connected with the motor vehicle industry and associated trades or businesses in Queensland;
- (c) to consider and deal with any questions relevant to the motor vehicle industry and associated trades or businesses;
- (d) to participate in, promote and encourage all forms of education and training supportive of the development of the motor vehicle industry and associated trades or businesses in Queensland; and
- (e) to do any such other lawful things as may appear to be incidental or conducive to the above Objects or any of them.

## 2.4 POWERS

- (a) MTA Queensland has in the exercise of its affairs, all the powers of an individual.
- (b) MTA Queensland may, for example:
  - (i) enter into contracts; and
  - (ii) acquire, hold, deal with and dispose of property; and
  - (iii) make charges for services and facilities that it supplies; and
  - (iv) do other things necessary or convenient to be done in carrying out its affairs.
- (c) The disbursement of the funds of MTA Queensland shall always be directed to furthering the Objects of MTA Queensland; shall conform to the Rules of MTA Queensland; and shall meet the requirements of the relevant industrial legislation.

## 3. MEMBERSHIP

### 3.1 DEFINITIONS AS TO ELIGIBILITY

- (a) **Eligible Persons** means all persons who fulfil the following conditions of eligibility for membership of MTA Queensland.

The person:

- (i) must be engaged or usually engaged as an employer within Queensland in a calling that is a registered calling of MTA Queensland or an officer or principal (not an employee) of a firm or corporation so engaged; and
- (ii) must not be of bad character; and
- (iii) must not have broken one or more of the Rules of MTA Queensland where the said breach has resulted in the termination of the membership of the person in MTA Queensland;
- (iv) must not have taken action against the Objects for which MTA Queensland has been established.

- (b) **Member** means any person or organisation who has been admitted to membership of MTA Queensland and includes a representative or additional representative nominated in accordance with the provisions of the Rules: the term “Member” does not include a person or organisation who has been admitted to membership as an Associate Member.

### **3.2 MEMBERSHIP**

MTA Queensland shall consist of an unlimited number of individuals, firms, partnerships, corporations and unincorporated bodies, who or which are Eligible Persons, and who have been admitted to membership in accordance with these Rules.

### **3.3 CLASSES OF MEMBERSHIP**

MTA Queensland shall consist of an unlimited number of Members who being employers shall be admitted to membership in accordance with the Rules and shall pay the Membership Fees in accordance with the Rules in the following categories:

- (a) General Members; and
- (b) Associate Members

who are engaged or usually engaged as an employer in Queensland in a calling that is a registered calling of MTA Queensland or an officer or principal (not an employee) of a firm or corporation so engaged.

### **3.4 GENERAL MEMBERS**

General Member means any individual, partnership, firm, company, corporation or unincorporated body employing any person associated with the motor vehicle industry and associated trades or businesses who is principally engaged in sales, servicing or repairs or is participating in the motor vehicle industry and associated trades or businesses.

### **3.5 ASSOCIATE MEMBERS**

Associate Member means any individual, partnership, firm, company, corporation or unincorporated body employing any person who is associated with the motor vehicle industry and associated trades or businesses but who is not principally engaged in sales, servicing or repairs or participating in the motor vehicle industry and associated trades or businesses and any registered industrial union of employers or unregistered trade association.

### **3.6 APPLICATION FOR GENERAL MEMBERSHIP**

- (a) Every application to be a General Member shall specify the Division of MTA Queensland that the applicant wishes to become a Member of;
- (b) Each application shall be:
  - (i) accompanied by the applicable fees;
  - (ii) made in writing; and
  - (iii) in such form as the MTA Queensland Board prescribes from time to time.

- (c) The applicable fees for each category of applicant shall be such sum and shall be payable at such time and in such manner as the MTA Queensland Board shall from time to time determine.
- (d) After the receipt of any application and applicable fees, and after the application has been considered by the relevant Division, the application shall be considered by the MTA Queensland Board who shall thereupon determine the admission or rejection of the applicant.
- (e) Prior to the acceptance or rejection of an application, the applicant shall be supplied with information relating to the financial and other obligations attaching to membership and when and how the applicant may resign from membership of MTA Queensland.
- (f) Upon the acceptance or rejection of an application, the applicant shall forthwith be advised in writing of such acceptance or rejection.
- (g) An application may be rejected if it does not comply with those requirements in Rule 3.6(b).

### 3.7 ASSOCIATE MEMBERSHIP

- (a) The terms upon which an Associate Member shall be accepted include:
  - (i) the Associate Member shall be entitled to send a representative to attend all General Meetings of MTA Queensland but neither an Associate Member nor its representative shall be entitled to a vote or take part in any election held under these Rules;
  - (ii) an Associate Member may be entitled to have access to MTA Queensland services and products as agreed to by MTA Queensland from time to time;
  - (iii) an Associate Member shall have no right to use the intellectual property of MTA Queensland without the prior written consent of the MTA Queensland Board which consent may be given or refused (at any time) at the sole discretion of the MTA Queensland Board.
- (b) The MTA Queensland Board may resolve to terminate the membership of an Associate Member with MTA Queensland by written notice at any time, and upon giving of that notice by MTA Queensland, the membership of an Associate Member shall be terminated as and from the date specified in the notice;
  - (i) an Associate Member may appeal their termination by providing written notice of their intention to appeal the termination. This written notice must be received by the Secretary of MTA Queensland within one (1) month of the termination of membership. The Associate must attend the next MTA Queensland Board meeting where they will be able to present their case for reinstatement. Reinstatement of membership will only be granted if an absolute majority of MTA Queensland Board members pass such a resolution.
- (c) Notwithstanding Rule 3.7(b), if an Associate Member has Membership Fees in arrears for a period of sixty (60) days or more the MTA Queensland Board may, at its absolute discretion, terminate the membership.

- (d) An Associate Member may withdraw from membership as an Associate Member of MTA Queensland upon giving notice (such notice shall nominate the date and time at which the resignation is to take effect) of the Associate Member's intention to do so, in writing addressed and delivered to the Secretary of MTA Queensland and upon payment of all outstanding Membership Fees, levies, fines, fees and dues, of whatever description that may be then due and owing at the time of resignation.

### 3.8 TERMINATION OF MEMBERSHIP

- (a) For this Rule 3.8, 'Member' means a General Member.
- (b) A Member may resign from MTA Queensland upon giving written notice of the Member's intention to do so, addressed and delivered to the Secretary of MTA Queensland.
- (c) A notice of termination from MTA Queensland takes effect:
  - (i) where the Member ceases to be eligible to become a Member of MTA Queensland:
    - (A) on the day on which the notice is received by the Member; or
    - (B) on the day specified in the notice, which is a day not earlier than the day when the Member ceases to be eligible to become a Member; whichever is later; or
  - (ii) in any other case:
    - (A) at the end of two (2) weeks after the notice is received by the Member; or
    - (B) on the day specified in the notice, whichever is later.
- (d) If a Member:
  - (i) is convicted of an indictable offence; or
    - (A) fails to comply with any of the provisions of these Rules; or
    - (B) takes any action against the Objects for which MTA Queensland has been established;

the MTA Queensland Board may consider whether the Member's membership shall be terminated.
- (e) Before the MTA Queensland Board can resolve to terminate a Member's membership, the Member must have been provided with twenty-eight (28) days prior written notice of the Member's breach of the Rules or of the taking of action contrary to the Objects of MTA Queensland. The Member shall be afforded the opportunity of appearing before the MTA Queensland Board in person, and if the Member is a corporation, by its Chief Executive Officer for the purpose of answering the said charge.
- (f) Notwithstanding Rule 3.8(d), if a Member has Membership Fees in arrears for a period of sixty (60) days or more the MTA Queensland Board may, at its absolute discretion, terminate the membership.
- (g) If the MTA Queensland Board resolves to terminate a Member's membership it shall instruct the Secretary of MTA Queensland to advise the Member in writing accordingly, and a reason must be given.

- (h) Membership of MTA Queensland must terminate:
- (i) in the case of an individual, upon the making of a Sequestration Order or the execution of a Deed of Assignment or Arrangement for the benefit of creditors against or by the individual;
  - (ii) in the case of a firm, upon the dissolution thereof or upon the making of a Sequestration Order or the execution of a Deed of Assignment or the Arrangement for the benefit of creditors against or by the firm or any Member thereof;
  - (iii) in the case of a company, upon the appointment of an administrator, the entry into a Deed of Administration, commencement of receivership, winding up or liquidation thereof, provided that if the administrator, receiver or liquidator provides a written undertaking to pay in full all membership and other dues accruing, the MTA Queensland Board may in their absolute discretion, determine that membership by the company shall not terminate, and continue on such terms as the MTA Queensland Board considers reasonable.

### 3.9 NO RIGHTS ON TERMINATION

- (a) Any Member who resigns from membership, or whose membership is otherwise terminated pursuant to these Rules, shall cease to have any claim to or in any of the funds or assets of MTA Queensland, or against any members of the MTA Queensland Board or against any salaried staff of MTA Queensland. Provided, however, that any Member who shall cease to be a Member of MTA Queensland for any reason whatsoever shall nevertheless:
- (i) remain liable for and to pay to MTA Queensland any and all monies due and owing by the Member at the time of the cessation of membership, subject to any limitations imposed by the relevant industrial legislation;
  - (ii) not be entitled to any refund of membership monies paid.
- (b) Immediately upon resignation or termination of membership the Member shall deliver up to MTA Queensland all signs, logos, intellectual property and other promotional material which the Member may hold.

### 3.10 ENTITLEMENT TO VOTE

Members have an entitlement to vote:

- (a) to elect Members to serve on a Division Committee; and
- (b) to elect a District Representative to be a member of the MTA Queensland Board.

## 4. INDUSTRY DIVISIONS (“DIVISIONS”)

Divisions are collectives of Members who engage in a similar industry or activity. The MTA Queensland Board shall provide membership requirements of Divisions and approve the formation or dissolution of any Divisions.

#### 4.1 FUNCTIONS AND POWERS

- (a) Divisions which exist at the date that these Rules become operative shall be deemed to have been created in accordance with these Rules.
- (b) To more effectively implement the Objects of MTA Queensland, the MTA Queensland Board shall from time to time encourage the organisation of membership into Divisions. From time to time, the MTA Queensland Board shall prescribe the minimum membership requirements to attain Division status.
- (c) In accordance with the Objects of MTA Queensland, the MTA Queensland Board may, in its absolute discretion, create a Division as it may determine from time to time. It shall be required that 75% of the MTA Queensland Board members present and eligible to vote shall be required to effect such a resolution.
- (d) Divisions do not have the right to contract for and on behalf of MTA Queensland, nor pledge the credit of MTA Queensland.
- (e) Divisions shall have the following powers:
  - (i) To regulate their own proceedings;
  - (ii) To cause minutes of all proceedings to be recorded; and
  - (iii) To elect Division Representatives in accordance with the Rules.

#### 4.2 CREATION AND DISSOLUTION

- (a) A Division may be created by the MTA Queensland Board:
  - (i) upon the recommendation of a Division Committee; or
  - (ii) at the option of the MTA Queensland Board in its absolute discretion.
- (b) The MTA Queensland Board may from time to time dissolve, consolidate or amalgamate any Division provided that twenty-one (21) days notice in writing of the intention of the MTA Queensland Board in this regard has been delivered to the Chair for the time being of the said Division. It shall be required that 75% of the MTA Queensland Board members present and eligible to vote shall be required to effect such a dissolution, consolidation or amalgamation.

#### 4.3 INACTIVE DIVISIONS

In circumstances where a Division fails to comply with these Rules in any period of twelve (12) months, the MTA Queensland Board in its absolute discretion may dissolve the Division. The Division has a period of one (1) month to appeal this termination to the MTA Queensland Board.

#### 4.4 FINANCE OF DIVISIONS

- (a) All monies raised must be held and accounted for in an MTA Queensland controlled and operated bank account which shall be subject to audit and considered for use to support the objects of MTA Queensland for all Members. Requests for funds by any Division must be made by formal proposal to the MTA Queensland Board for consideration. Provided, however, that such utilisation is consistent with the objects of the Division and not inconsistent with the Objects of MTA Queensland and provided that the expenditure has the majority support of the Division Committee.

**4.5 GENERAL MEETING OF DIVISIONS**

- (a)
- (d) The newly elected Division Committee shall commence its term in office at the meetings immediately following the declaration of Committee, Chair and Vice Chair.
- (e) A General Meeting of a Division may be convened by twenty-one (21) days prior written notice of the meeting, containing full particulars of the business to be transacted and issued by the Chair of that Division, or upon being given a requisition in writing signed by not less than five (5) Members.
- (f) At any General Meeting of a Division the number of Members of that Division required to constitute a quorum shall be five (5) Members or 50% in number of the total Members of that Division as at the date of the meeting (whichever is the lesser) provided that there are not less than three (3) Members present. Business shall not be transacted at any General Meeting of a Division unless a quorum of the Division's members is present at the time when the meeting proceeds to business.
- (g) If within (20) minutes from the time appointed for the commencement of any General Meeting (including an Annual General Meeting) of a Division a quorum is not present or if the quorum requirement is not met prior to the meeting date, the meeting of members of the Division shall lapse.
- (h) It shall stand to such other time and place as the Chair may determine, any adjourned meeting thereafter requires a minimum 7 days notice.

**4.6 COMMITTEE AND COMMITTEE MEETINGS OF A DIVISION**

- (a) A Division Committee must meet at least three (3) times each Financial Year. A quorum required for a Division Committee meeting is 50% of the members of the committee.
- (b) The Division Chair
  - (i) is to be elected every two (2) years by collegiate vote from the elected Members of the Division;
  - (ii) shall preside at all meetings of the Division and shall have all the authority usually vested in the Chairperson of a meeting. He or she shall keep order and direct the manner of debate upon any business introduced and shall determine what business is to be discussed and in what order business shall be introduced. He or she shall have the right to vote on all business and where voting is equal may exercise the right to a casting vote;
  - (iii) shall attend all meetings of the MTA Queensland Board and carry out such additional duties as may be delegated by the MTA Queensland Board;
  - (iv) shall have power to cause any meeting of the Division to be convened;
  - (v) shall have the power to adjourn and appoint other dates of Division meetings; and
  - (vi) shall not hold the position of Vice Chair or Secretary.

- (c) The Division Vice-Chair:
- (i) is to be elected every (2) years by collegiate vote from the elected Members of the Division. The term shall coincide with the Division Chair Election in Schedule 1;
  - (ii) shall exercise the powers of the Chair in the absence of the Chair;
  - (iii) shall represent the Division at meetings of the MTA Queensland Board, if nominated by the Chair, to do so; and
  - (iv) shall not hold the position of Chair.

(d) Deleted

- (e) The Division Committee Members:

The Division Committee members shall attend all meetings of the Division and shall assist the other Members of the Division to act in accordance with the provision of these Rules.

- (f) Members of Division Committees:

Members of Division Committees of MTA Queensland shall in addition to duties specified elsewhere in these Rules ensure that they carry out the tasks and duties assigned to them on formation of such committees. Committees remain under the control of the MTA Queensland Board.

#### **4.7 DIVISION ELECTIONS**

- (a) Division elections shall be conducted annually and in accordance with the requirements set out in Rules 12 to 18 (inclusive).
- (b) In order to promote consistency and continuity on the MTA Queensland Board, election of Division Representatives must take place every two (2) years; with half taking place each year as provided for on the program set out in 0.
- (c) Division Representatives shall be elected by and from the Members of that Division. A Member may vote only in respect of the Division where the Member maintains the Member's principal type of business.
- (d) Nominations shall be called for a minimum of five (5) and maximum of twelve (12) committee members for each Division every second year in accordance with Schedule 1 for relevant Division Chair.

#### **4.8 DIVISION GUIDELINES**

- (a) The Division Committee members shall have the power to make Guidelines covering the conduct of Divisions (hereinafter called Division Guidelines).
- (b) Division Guidelines, and any amendment or alteration, must be submitted to the MTA Queensland Board for approval and review prior to being implemented by a Division. Division Guidelines may not contain provisions inconsistent with these Rules or the relevant industrial legislation.
- (c) Should there be any areas of conflict between these Rules and Division Guidelines, the provisions contained within these Rules shall prevail.



## 4.9 VACANCIES

- (a) The Division Committee shall have power to appoint any Member of MTA Queensland to fill a casual vacancy on the Division Committee from the same Division from which the casual vacancy occurred. Provided that such appointment may only occur where the unexpired part of the term does not exceed;
- (i) Twelve months; or
  - (ii) Three quarters of the term of the office whichever is the greater.
- (b) In all other cases the vacancy must be filled in accordance with the stated election rules.
- (c) The continuing members of the Division may act notwithstanding any casual vacancy in the Division Committee so long as their number is not reduced below the number fixed by or pursuant to these Rules (ie. the necessary quorum of the Division Committee). The continuing members may act for the purpose of increasing the number of members on the Division Committee to that number or of summoning a General Meeting of the Division, but for no other purpose.

## 5. DISTRICTS

### 5.1 DISTRICTS

To allow a more equitable representation on the MTA Queensland Board, District Representatives are to be elected by the Members of MTA Queensland within the Districts created by Rule 5.2 of these Rules for a two (2) year term.

### 5.2 CREATION AND DISSOLUTION

- (a) A District may be created by the MTA Queensland Board at the option of the MTA Queensland Board in its absolute discretion.
- (b) The MTA Queensland Board may from time to time dissolve, consolidate or amalgamate any District provided that twenty-one (21) days notice in writing of the intention of the MTA Queensland Board in this regard has been delivered to the District Representative for the time being of the said District. It shall be required that 75% of the MTA Queensland Board members present and eligible to vote shall be required to effect such a dissolution, consolidation or amalgamation.

### 5.3 DISTRICT ELECTIONS

- (a) The District elections shall be conducted in accordance with the requirements set out in Rules 12 to 17 (inclusive).
- (b) In order to promote consistency and continuity on the MTA Queensland Board, election of District Representatives must take place every two (2) years; with half taking place each year as provided for on the program set out in Schedule 2.

## 5.4 DISTRICT REPRESENTATIVES

- (a) The District Representative:
- (i) shall attend all meetings of the MTA Queensland Board and carry out such additional duties as may be delegated by the MTA Queensland Board;
  - (ii) shall have power to cause any meeting of the District to be convened; and
  - (iii) shall have the power to adjourn and appoint other dates of District meetings.

- (b) Alternates:

A District Representative can nominate an alternate to represent him or her at meetings of the MTA Queensland Board.

- (c) Vacancies:

- (i) The Division Committee shall have power to appoint any Member of MTA Queensland to fill a casual vacancy on the Division Committee from the same Division from which the casual vacancy occurred. Provided that such appointment may only occur where the unexpired part of the term does not exceed:
  - (A) Twelve months; or
  - (B) Three quarters of the term of the office whichever is the greater.
- (ii) In all other cases the vacancy must be filled in accordance with the stated election rules.
- (iii) The continuing members of the Division may act notwithstanding any casual vacancy in the Division Committee so long as their number is not reduced below the number fixed by or pursuant to these Rules (ie. the necessary quorum of the Division Committee). The continuing members may act for the purpose of increasing the number of members on the Division Committee to that number or of summoning a General Meeting of the Division, but for no other purpose.

## 6. MTA QUEENSLAND BOARD

### 6.1 MEMBERSHIP

- (a) The Board of MTA Queensland shall consist of:
- (i) the Chair of each Division, as provided for in Schedule 1; and
  - (ii) District Representatives as provided for in Schedule 2.
- (b) Subject to the outcome of the Division or District Representative elections the MTA Queensland Board members shall be elected for a two (2) year term. To facilitate the continuation of the 50% turnover requirements of the Board, at no time shall there be more than 50% of the District or Division Representatives being elected for a two (2) year term. In the event that this occurs as a result of death, resignation or termination, then the term of office of so many of the District or Division Representatives as is necessary, to be elected, shall be adjusted to one (1) year by a random draw to maintain the 50% turnover requirement.

- (c) The Chair, Vice-Chair and Secretary of MTA Queensland shall be elected for a two (2) year term by and from the MTA Queensland Board, and at the end of their term in office, are eligible for re-election for a maximum of three (3) terms. The Chair and Secretary elections are held on alternate years to ensure continuity of serving Board members on the MTA Institute of Technology Board. These elections are to be conducted in accordance with Rule 18.
- (d) Any member of the MTA Queensland Board may resign from membership of the MTA Queensland Board at any time by giving notice in writing to the Secretary of MTA Queensland. Such resignation shall take effect at the time such notice was received by the Secretary unless a later date is specified in the notice in which case it shall take effect on that later date.

## 6.2 VACANCIES

- (a) The MTA Queensland Board shall have power to appoint any Member of MTA Queensland to fill a casual vacancy on the MTA Queensland Board from the same Division or District from which the casual vacancy occurred. Provided that such appointment may only occur where the unexpired part of the term does not exceed;
  - (i) Twelve months; or
  - (ii) Three quarters of the term of the office whichever is the greater.
- (b) In all other cases the vacancy must be filled in accordance with the stated election rules.
- (c) The continuing members of the MTA Queensland Board may act notwithstanding any casual vacancy in the MTA Queensland Board so long as their number is not reduced below the number fixed by or pursuant to these Rules (ie. the necessary quorum of the MTA Queensland Board). The continuing members may act for the purpose of increasing the number of members on the MTA Queensland Board to that number or of summoning a General Meeting of MTA Queensland, but for no other purpose.

## 6.3 FUNCTIONS AND POWERS

- (a) The management and business control of the MTA Queensland shall be vested in the MTA Queensland Board as the supreme governing body of MTA Queensland.
- (b) Subject to a resolution of the Members of MTA Queensland carried at any General Meeting, the MTA Queensland Board shall have the following powers:
  - (i) To regulate its own proceedings;
  - (ii) To cause minutes of all proceedings to be recorded;
  - (iii) To approve the delivery of services to Members of MTA Queensland;
  - (iv) To approve amendments to these Rules; and
  - (v) To annually appoint up to two (2) Independent Directors; and
  - (vi) To elect the Executive Officers of MTA Queensland.
- (c) The MTA Queensland Board shall have power to adopt such measures as it from time to time deems necessary for the purposes of giving effect to the Objects of MTA Queensland.
- (d) Each Financial Year the MTA Queensland Board shall appoint a Returning Officer who shall not be an employee, Member or officer of MTA Queensland, to conduct any elections held by these Rules.

**6.4 MEETINGS**

- (a) The MTA Queensland Board shall (unless it otherwise determines) meet at least once in every three (3) months on such day and at such place, as the Chair may from time to time determine and may otherwise meet for the dispatch of business and may adjourn and otherwise regulate all meetings and procedures.
- (b) Meetings are to be called by the Chair, on such a day and place as the Chair determines. At least ten (10) days prior to the meeting date, the Secretary of MTA Queensland is to give written Notice (in accord with Rule 23) to the MTA Queensland Board of the meeting.
- (c) A quorum for a meeting of the MTA Queensland Board shall be a simple majority of a number equal to the number of members elected and appointed to the MTA Queensland Board.
- (d) Business or resolutions arising by written resolution at any meeting of the MTA Queensland Board shall be decided by a majority of votes and in the case of an equality of votes, the Chair may exercise the right to a casting vote.
- (e) Upon receipt of a written requisition signed by 50% of the members of the MTA Queensland Board, the Secretary of MTA Queensland shall summon a meeting of the MTA Queensland Board.
- (f) . A member of the MTA Queensland Board shall disclose to the meeting of the MTA Queensland Board any interest, direct or indirect, held by that member, relevant to the matters or business considered at that meeting. A member of the MTA Queensland Board shall not vote in respect of any matter or business in which that member holds a personal, material interest.
- (g) Not less than forty-eight (48) hours written Notice shall be given by the Secretary of MTA Queensland to members of the MTA Queensland Board of any special meeting of the MTA Queensland Board. Such Notice shall clearly state the nature of the business to be discussed thereat and may be communicated by facsimile, email, prepaid post or hand delivery.
- (h) The Chair shall preside as Chair at every meeting of the MTA Queensland Board or if there is no Chair, or if at any meeting the Chair is not present within ten (10) minutes after the time appointed for holding the meeting a Vice-Chair shall be Chair of the meeting.
- (i) If within sixty (60) minutes from the time appointed for the commencement of a MTA Queensland Board meeting a quorum is not present, the meeting, if convened upon the requisition of members of the MTA Queensland Board, shall lapse.
- (j) In any other case it shall stand to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Chair may determine. If at the adjourned meeting a quorum is not present within sixty (60) minutes from the time appointed for the meeting, the meeting shall lapse.

### **6.5 DELEGATION OF POWERS**

- (a) The MTA Queensland Board may delegate any of its powers to a committee consisting of at least two (2) Members of MTA Queensland as the MTA Queensland Board thinks fit, subject to:
  - (i) any committee formed shall in the exercise of its delegated powers conform to any regulations that may be imposed on it by the MTA Queensland Board;
  - (ii) a committee may meet and adjourn as it thinks proper;
  - (iii) a committee must keep and deliver minutes of all meetings to the MTA Queensland Board; and
  - (iv) questions arising at any meeting shall be determined by a majority of votes of members present and, in the case of an equality of votes, the Chair of the Committee may exercise the right to a casting vote.
- (b) The MTA Queensland Board may utilise the services of its staff and advisers to assist in the facilitation of the Objects.

## **7. POWER AND DUTIES OF OFFICE HOLDERS OF THE MTA QUEENSLAND BOARD**

### **7.1 CHAIR**

- (a) The Chair shall have the following powers and duties including those specified elsewhere in these Rules:
- (b) act as Chair of all meetings (at which he or she is present), of the MTA Queensland Board;
- (c) shall be a member of the Executive;
- (d) request Special General Meetings of MTA Queensland;
- (e) determine the dates and other details of meetings of the MTA Queensland Board;
- (f) submit questions to a vote of the MTA Queensland Board and Executive without calling a meeting;
- (g) all powers and duties as a member of the MTA Queensland Board;
- (h) has the power to carry out the powers and duties of the Secretary in their absence; and
- (i) shall not hold the position of Vice Chair or Secretary.

### **7.2 VICE-CHAIR**

- (a) The Vice-Chair shall exercise the powers of the Chair in the absence of the Chair.
- (b) In addition the Vice-Chair shall be an office bearer and member of the MTA Queensland Board and Executive and shall have and participate in the powers and associated duties thereof.
- (c) shall not hold the position of Chair or Secretary.

### 7.3 SECRETARY

The Secretary shall have the following powers and duties including those specified elsewhere in these Rules:

- (a) shall keep or cause to be kept Minutes of all meetings, the Register of Members and Officers, and shall cause to be issued Notices of all resolutions, decisions, amendments of Rules, Regulations, Agreements and of all meetings connected with MTA Queensland and shall give notification of any industrial disputes in accordance with the relevant industrial legislation;
- (b) is authorised to bring or defend any action on behalf of MTA Queensland in the ordinary course of business and as otherwise directed by the MTA Queensland Board; and
- (c) shall be an office bearer and a member of the MTA Queensland Board and Executive and shall have and participate in the powers and associated duties thereof.
- (d) in addition to duties specified elsewhere in these Rules, The Secretary shall prepare or cause to be prepared MTA Queensland's accounts and financial statements and shall keep proper books of accounts so that MTA Queensland complies with all statutory requirements.
- (e) shall not hold the position of Chair or Vice Chair.

### 7.4 MEMBERS OF THE MTA QUEENSLAND BOARD

Members of the MTA Queensland Board shall as a body have the powers and functions of the MTA Queensland Board. Members of the MTA Queensland Board shall ensure that the Elected Office Holders of the Districts and Divisions of MTA Queensland carry out their duties and functions. This is in addition to any duties specified elsewhere in these Rules.

## 8. EXECUTIVE OF MTA QUEENSLAND

### 8.1 EXECUTIVE

- (a) The Executive shall be Appointed by the MTA Queensland Board annually and subject to Rule 8.1(b) consist of the following positions Chair, Vice-Chair, Secretary and such other number of Industry Group representatives as determined by Rule 8.1(b).
- (b) The Executive shall consist of Chair, Vice-Chair and Secretary who shall be Executive Officers and such number of other Industry Group representatives as may be necessary after the election of the Executive Officers to get each Industry Group a minimum of one representative on the Executive. The Chair, Vice-Chair and Secretary for the purpose of this rule are deemed to represent the Industry Group of which they were members at the time of the election to those offices. No Industry Group shall have more than 3 delegates as representatives on the Executive.
- (c) The Executive once elected shall remain in place until the next Executive is elected in accordance with Rule 18.

## 8.2 FUNCTIONS OF THE EXECUTIVE

- (a) An administrative committee only acting under control of the MTA Queensland Board.
- (b) Carry out delegated administrative duties assigned by the Board for the efficient conduct of the business of MTA Queensland.
- (c) May make recommendations to the Board for the Board's consideration.
- (d) Has no power to make decisions on behalf of the MTA Queensland
- (e) To regulate its own proceedings.
- (f) To cause minutes of all proceedings to be recorded.
- (g) The Chair and Vice-Chair of the MTAQ Board shall take up the same position on the Executive of Chair and Vice –Chair.

## 8.3 MEETINGS OF THE EXECUTIVE

- (a) The Executive shall (unless it otherwise determines) meet at least once in every three (3) months on such day and at such place, as the Executive Chair may from time to time determine and may otherwise meet for the dispatch of business and may adjourn and otherwise regulate all meetings and procedures.
- (b) Meetings are to be called by the Executive Chair, on such a day and place as the Executive Chair determines. Written Notice (in accord with Rule 23) of the meeting is to be given to the Executive at least ten (10) days prior to the meeting date.
- (c) A quorum for a meeting of the Executive shall be three (3).
- (d) Business or resolutions arising at any meeting of the Executive shall be decided by a majority of votes and in the case of an equality of votes, the Executive Chair (if a Member of MTA Queensland) may exercise the right to a casting vote.
- (e) A member of the Executive shall not vote in respect of any matter or business regarding MTA Queensland in which the member has a direct or indirect interest.
- (f) The Executive Chair shall preside as Chair at every meeting of the Executive or if there is no Chair, or if at any meeting the Executive Chair is not present within ten (10) minutes after the time appointed for holding the meeting the Executive Vice-Chair shall be Chair of the meeting.
- (g) If within sixty (60) minutes from the time appointed for the commencement of an Executive meeting a quorum is not present the meeting shall lapse.
- (h) In any other case it shall stand to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Executive Chair may determine. If at the adjourned meeting a quorum is not present within sixty (60) minutes from the time appointed for the meeting, the meeting shall lapse.

## 8.4 ELIGIBILITY OF EXECUTIVE – MTA QUEENSLAND MEMBERS

- (a) To be eligible for election to the Executive the person must be a member of the MTA Queensland Board.

### **8.5 ELIGIBILITY OF EXECUTIVE – INDEPENDENT DIRECTORS**

- (a) To be eligible for appointment to the Executive as an Independent Director the person must:
  - (i) support the Objects of MTA Queensland; and
  - (ii) agree to be bound by these Rules and any further obligations as prescribed under the relevant industrial legislation.
- (b) MTA Queensland regard it as an essential principle that the Executive should comprise such Directors as will ensure that there is at all times a broad range of interests, talents and experience which will assist the Executive in carrying out their functions and maintaining and supporting the Objects of MTA Queensland to the best advantage of Members of MTA Queensland.
- (c) Appointment of Independent Directors will be made on the basis that the Executive use their best endeavours to ensure that appointees are of suitable character, appropriately qualified, sufficiently experienced, with an appropriate balance of skills as will ensure that the Executive appropriately discharges its obligations under these Rules.
- (d) An Independent Director may not serve for consecutive terms in excess of six (6) years.
- (e) An Independent Director may be removed from the Executive on the majority vote of the Executive. An Independent Director will have no ground to appeal their removal by the Executive.

### **8.6 VACANCIES**

- (a) The Executive shall have power at any time to appoint any member of the MTA Queensland Board to fill a casual vacancy on the Executive. Provided that such appointment may only occur where the unexpired part of the term does not exceed;
  - (i) Twelve months; or
  - (ii) Three quarters of the term of the office whichever is the greater.
- (b) In all other cases the vacancy must be filled in accordance with rule 18 (e) (ii).

## **9. REMOVAL OF ELECTED OFFICE HOLDERS**

- (a) An Elected Office Holder of MTA Queensland, the Executive, a Division or District may be removed from office if the person:
  - (i) has been found guilty of:
    - (A) misappropriation of MTA Queensland's funds; or
    - (B) substantial contravention of these Rules; or
    - (C) gross misbehaviour or gross neglect of duty in the office; or
  - (ii) has stopped being eligible to hold the office under these Rules.



- (b) For the purposes of this Rule, the process of removing an Elected Office Holder from office shall be as follows:
- (i) If it is brought to or comes to the notice of the Chair that any Elected Office Holder, during the Elected Office Holder's term of office has acted or is acting in a manner considered to constitute behaviour of the kind referred to in Rule 9(a), the Chair shall prepare a report of the matters so brought to or which have come to the notice of the Chair at the next meeting of the Elected Office Holders or at a meeting of Elected Office Holders called for that purpose.
  - (ii) The Elected Office Holder in question shall be given twenty-one (21) days prior written notice of the meeting in which the charge against them will be reviewed, including written notice of the particulars of the charge, and at such meeting shall be given the opportunity to put forward their case in relation to the charge. The following provision shall then apply:
    - (A) If on a vote the majority of the Elected Office Holders present at such meeting consider the charge contained in the Chair's report disclose that the Elected Office Holder has acted or is acting in a manner considered to constitute behaviour of the kind referred to in Rule 9(a), the majority of the Elected Office Holders may pass a motion that the Elected Office Holder shall be removed from office, effective immediately.
  - (iii) An Elected Office Holder may appeal their termination by providing written notice of their intention to appeal termination. This written notice must be received by the Secretary of MTA Queensland within one (1) month of termination of membership. The Elected Office Holder must attend the next MTA Queensland Board meeting where they will be able to present their case for reinstatement. Reinstatement of office will only be granted if 75% of MTA Queensland Board members carry such a resolution.

## **10. ANNUAL GENERAL MEETINGS OF MEMBERS OF MTA QUEENSLAND**

### **10.1 ANNUAL GENERAL MEETING**

- (a) An Annual General Meeting must:
  - (i) be held at least once each year; and
  - (ii) within six (6) months after the end of the Financial Year.
- (b) At the Annual General Meeting a resolution may be passed that binds the MTA Queensland Board or a Committee of a Division.
- (c) Fifteen (15) Members shall satisfy a quorum for Annual General Meetings.

**10.2 BUSINESS TO BE TRANSACTED**

- (a) The following business must be transacted at every Annual General Meeting of Members:
- (i) to receive and review the report of the MTA Queensland Board;
  - (ii) to receive and review the financial statements;
  - (iii) to ratify the elected members of the MTA Queensland Board;
  - (iv) to appoint an Auditor; and
  - (v) to consider, and if necessary take action, with reference to any business or motion of which due notice has been given, or which 75% of the Members present or represented at such meeting consent.

**11. GENERAL MEETINGS OF MEMBERS OF MTA QUEENSLAND****11.1 QUORUM AND ADJOURNMENTS**

- (a) Meetings are to be called by the Chair, on such a day and place as the Chair determines. At least twenty-one (21) days prior to the meeting date, the Secretary is to give written Notice (in accord with Rule 23) to the Members of the meeting.
- (b) At any General Meeting, the number of Members required to constitute a quorum shall be fifteen (15) Members of MTA Queensland. Business shall not be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- (c) For the purpose of this Rule – “Member” includes a person attending as a proxy representing a corporation which is a Member.
- (d) If within twenty (20) minutes from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of the MTA Queensland Board or MTA Queensland shall be adjourned to such other time and place as the Chair may determine. Notice of the adjourned meeting shall be subject to the minimum 7 day notice.
- (e) The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (f) When a meeting is adjourned, a minimum of 7 days notice of the adjourned meeting shall be given.
- (g) It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, subject to any limitations appearing in this Rule.

## 11.2 PROCEDURE AT MEETINGS

- (a) Unless otherwise provided by these Rules:
- (i) the Chair shall preside as Chair, or if there is no Chair, or if the Chair is not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act, a Vice-Chair shall be the Chair of the meeting; and
  - (ii) the Chair shall maintain order and conduct the meeting in a proper and orderly manner; and
- (b) The Secretary shall cause full and accurate minutes of all business resolutions and other proceedings of every meeting to be entered into a book to be open for inspection at all reasonable times by any Financial Members.
- (c) For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding meeting.
- (d) A resolution passed at any MTA Queensland meeting shall bind the MTA Queensland Board and any Committee of a Division.

## 11.3 VOTING AT MEETINGS

The procedure for voting at any meeting provided for in these Rules shall be as follows:

- (a) the Roll of Members Eligible to vote shall be prepared or caused to be prepared by the Secretary and delivered to the Returning Officer;
- (b) the Roll shall reflect all Members of MTA Queensland, if appropriate, the Division in which the Member is associated and the geographical District of the Member;
- (c) in the case of a dispute as to the location of a Member within a Division or geographical area the Returning Officer shall have power to determine the Division and/or District of the Member and this determination shall be final subject only to review by the MTA Queensland Board if it wishes to do so;
- (d) the fact of the inclusion of a Member in the Roll of Eligible Members, as a Member, as a member of a Division, or as a member of a District, shall be conclusive evidence of the right of such Member to vote;
- (e) every question, matter or resolution shall be decided by a majority of votes of the Members present; and
- (f) every Member shall be entitled to one (1) vote and in the case of an equality of votes the Chair shall have the right to exercise a casting vote;

- (g) however, no Member shall be entitled to vote at any Meeting if the Member's Membership Fees due are more than sixty (60) days in arrears at the date of the meeting; and
- (h) voting shall be by show of hands or a division of Members, unless at least 20% of the Members present demand a ballot; and
- (i) a Member may vote in person or by proxy or by an attorney and on a show of hands every person who is a Member or a representative of a Member shall have one (1) vote and in a secret ballot every Member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote;
- (j) where a secret ballot is required it must be conducted in accordance with Rules 12 to 17 (inclusive);
- (k) the instrument appointing a proxy shall be in writing in the form as set out at 0 under the hand of the appointor or the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of the officer or an attorney duly authorised; and
  - (i) no proxy shall be appointed as a proxy who is not a Member or a partner in a Member firm, or director, or executive officer of a company or corporation which is a Member;
  - (ii) no Member or person shall hold more than twenty (20) forms of proxy for and on behalf of MTA Queensland;
  - (iii) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and
  - (iv) where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the form as set out at Schedule 4.
  - (v) this form must be received by the Secretary not later than twenty-four (24) hours prior to the meeting.

## 12. RULES FOR THE APPOINTMENT OF ELECTED OFFICE HOLDERS

### 12.1 DEFINITIONS

In these Rules for the appointment of Elected Office Holders, prescribed in Rules 12 to 18 (inclusive), the following definitions apply –

- (a) **Ballot Box** means a Ballot Box kept under Rule 14.5.
- (b) **Candidate** for an election, means a person –
  - (i) who has nominated as a Candidate for the office the election is about; and
  - (ii) whose nomination has been accepted under Rule 13.6(b); and
  - (iii) whose nomination has not been withdrawn.
- (c) **Initialed by the Returning Officer** includes being marked with a facsimile of the Returning Officer's initials.

- (d) **Member** means any person or organisation who has been a Financial Member for (30) days prior to the start of nominations.
- (e) **Return Envelope** means a Return Envelope under Rule 14.4(a)(iii).
- (f) **Nomination Notice** means the Notice sent to Eligible Members calling for nominations for the election of office holders, and which complies with the provisions under Rule 13.4.
- (g) **Scrutineer** means –
  - (i) a Candidate who acts personally as a Scrutineer; or
  - (ii) a person appointed as a Scrutineer for a Candidate under Rule 16.
- (h) **Voter** means a person –
  - (i) who is an Eligible Member; and
  - (ii) whose name is on the Roll, according to Rule 14.1.
- (i) **Voting Material** means Voting Material under Rule 14.4(a).

## 12.2 RETURNING OFFICER

- (a) The Returning Officer of an election –
  - (i) must not influence, or attempt to influence, the outcome of an election; and
  - (ii) must conduct the election under these Rules; and
  - (iii) may take the action, and give the directions the Returning Officer considers reasonably necessary to ensure that the processes under which the election is conducted are transparent; and
  - (iv) must ensure suitable arrangements are made with Australia Post for the return of the ballot papers to a box or locked bag at a post office.
- (b) The Returning Officer of an election other than an electoral officer may take the action, and give the directions the Returning Officer considers reasonably necessary –
  - (i) to ensure no irregularities happen in the election; or
  - (ii) to remedy a procedural defect that appears to the Returning Officer to exist about the election.
- (c) To ensure the integrity of an election, the address for the return of the ballot papers must not be MTA Queensland's usual postal address.

## 12.3 DATES

Should any of the dates specified in these Rules for the appointment of Elected Office Holders fall on a non-business day, the revised date will be taken to be the first business day following the original date. If a date is revised all other dates are to remain as specified in these Rules for the appointment of Elected Office Holders.

### **13. PRE-ELECTION PROCEDURES**

#### **13.1 CLOSING DATE AND TIME FOR NOMINATIONS**

- (a) The opening date for nominations is to be 1 May.
- (b) The closing date for nominations is to be 1 June.
- (c) Nominations open at midday (AEST) on the opening date and close at midday on the closing date.

#### **13.2 STARTING AND FINISHING DATES OF BALLOTS**

- (a) Should a secret ballot become necessary under Rule 13.8, the opening date for the secret ballot is to be 25 June.
- (b) The closing date for the secret ballot to decide the result of the election is to be 16 July.
- (c) The secret ballot will open at midday (AEST) on the opening date and will close at midday on the closing date.

#### **13.3 CALLING FOR NOMINATIONS**

The Returning Officer must call for nominations for the offices to be filled by notice given to Members in one (1) of the following ways –

- (a) by post to each Member at the address recorded in the Register of Members;
- (b) by notification in MTA Queensland's Motor Trader magazine;
- (c) by notification in a daily newspaper circulating in the area where MTA Queensland's Members live or work.
- (d) by sending an email notification to the eligible Member at their email address appearing in the Register of Members for the time being.

#### **13.4 NOMINATION NOTICE**

The Nomination Notice must include the following details –

- (a) the opening date for nominations is to be 1 May; and
- (b) the closing date for nominations is to be 1 June; and

- (c) that nominations for office being contested –
  - (i) open at midday (AEST) on the opening date; and
  - (ii) close at midday (AEST) on the closing date; and
- (d) who may nominate as a Candidate in the election; and
- (e) that nominations for office must be written, signed by the nominee, nominated by a Financial Member of MTA Queensland, and given to the Returning Officer before nominations close; and
- (f) if a ballot becomes necessary under Rule 13.8, the opening date for the ballot will be 25 June and the closing date will be Midday (AEST) 16 July; and
- (g) that only a person who was a Financial Member thirty (30) days before the opening time for nominations may vote in the election; and
- (h) that the ballot will be decided by a first-past-the-post (simple majority) system of voting.

### **13.5 MEMBERS ELIGIBLE TO NOMINATE**

- (a) An Eligible Member may nominate for elections.
- (b) Both the Eligible Member and the Member they are nominating for office must have been a Financial Member for a period of thirty (30) days prior to the opening date for nominations.
- (c) An Eligible Member is able to nominate themselves for office.
- (d) An Eligible Member may nominate or be nominated for more than one (1) office.

### **13.6 NOMINATION PROCEDURE**

- (a) A nomination for office must be nominated by a Financial Member of MTA Queensland, signed by the nominee and given to the Returning Officer before nominations close.
- (b) The Returning Officer must accept a nomination if:
  - (i) it complies with Rule 13.6(a); and
  - (ii) the nominee is an Eligible Member.
- (c) A Candidate may withdraw the Candidate's nomination by written notice given to the Returning Officer no later than 10 June.

**13.7 DEFECTIVE NOMINATIONS**

- (a) The Returning Officer must reject a nomination given to the Returning Officer after nominations have closed.
- (b) If a nomination for an office is defective, other than because the nomination was made after the closing date, the Returning Officer must –
  - (i) give the Eligible Member who submitted the defective nomination notice of the defect; and
  - (ii) if practicable, give the Eligible Member an opportunity to remedy the defect.
- (c) If practicable, the notice must be given before nominations close.
- (d) If notice of a defective nomination is given, the Eligible Member must return the corrected nomination to the Returning Officer within 7 days of the said nominee being notified.
- (e) Failure to give the notice does not invalidate the election.

**13.8 SECRET BALLOTS**

If there are more Candidates for election to an office than the number to be elected, the Returning Officer must conduct a secret ballot under Rules 14 to 17 (inclusive).

**13.9 ELECTION WITHOUT BALLOT**

The Returning Officer must declare a Candidate to be elected to an office if –

- (a) nominations have closed; and
- (b) the number of Candidates for the office is not more than the number of offices of the same type to be elected at the same time.

**13.10 NO NOMINATIONS**

In the event that no nominations are received, the Returning Officer shall commence the election process again.



## 14. PRE-BALLOT PROCEDURES

### 14.1 PREPARATION OF ROLL

- (a) A Roll for a ballot must be prepared at the direction of the Returning Officer.
- (b) The Returning Office must ensure that Roll –
  - (i) states –
    - (A) the name of each person who is an Eligible Member of MTA Queensland, in alphabetical order; and
    - (B) each Eligible Member’s address, opposite their name.
  - (ii) is completed when nominations for elections close.
- (c) MTA Queensland must give to the Returning Officer –
  - (i) a copy of its Register of Members; and
  - (ii) access to MTA Queensland’s records reasonably necessary for the Returning Officer to ensure the Roll is accurate.

### 14.2 INSPECTION OF ROLL

- (a) The Returning Officer must make the Roll for the ballot available for inspection –
  - (i) in the period that –
    - (A) starts on the day after the Roll must be completed under Rule 14.1(b)(ii); and
    - (B) ends thirty (30) days after the result of the election is declared.
  - (ii) at the Returning Officer’s office when it is open for business.
- (b) A Candidate, Member or person authorised by the Returning Officer may inspect the Roll, free of charge.
- (c) If, during the period stated in Rule 14.2(a), a Candidate or Member asks for a copy of the Roll or a stated part of the Roll, the Returning Officer must give the person a copy, free of charge.

**14.3 VOTING MATERIAL**

- (a) A ballot paper for the election must –
  - (i) have a watermark or other distinctive pattern that prevents it from being reproduced other than by the Returning Officer or a person authorised by the Returning Officer;
  - (ii) be of a paper that will hide a vote marked on it from view when it is folded once;
  - (iii) be a different colour from the colour used for ballot papers at the two (2) previous elections held for MTA Queensland;
  - (iv) alphabetically list the names of each Candidate once only for each office the election is for, with the surname first, followed by the Candidate's other names;
  - (v) state that the vote must be cast by the Voter by tick, cross or mark to identify each candidate they wish to vote for;
  - (vi) thereafter the voter must fold the ballot paper so that the marking on the ballot paper is not visible until unfolded;
  - (vii) state that the Voter must return the ballot paper to the Returning Officer so it is received on or before the finish day of the ballot.
- (b) If two (2) or more Candidates have the same surname and first names, the Candidates must be distinguished in an appropriate way.
- (c) One voting paper may contain provision for voting in more than one election for office.
- (d) The Returning Officer shall have printed a sufficient number of ballot papers to ensure that every Voter is provided with a ballot paper.

**14.4 DISTRIBUTION OF VOTING MATERIAL**

- (a) Up to 2 days before the opening date of 25 June, the Returning Officer of the election must post the following things (the Voting Material) to each Voter entitled to vote at that election –
  - (i) a ballot paper Initialled by the Returning Officer;
  - (ii) a declaration envelope marked "voting paper" suitable to contain the ballot paper of such Member which must comply with the following form:
    - (A) the declaration envelope must be a smaller envelope that fits inside a prepaid envelope without needing to be folded.
    - (B) the declaration envelope must contain on it a removable flap or label with the following details printed on it:
      - (I) the name and postal address of the Voter;
      - (II) a statement that the Voter is the Voter named on the envelope, has voted on the ballot paper contained in the envelope and has not voted before in this ballot;
      - (III) a place for the signature of the Voter.

- (iii) an unsealed reply paid envelope (a Return Envelope) addressed to the Returning Officer which the Returning Officer is satisfied is large enough to have a declaration envelope placed in it for return to the Returning Officer;
  - (iv) a ballot paper;
  - (v) other material the Returning Officer considers appropriate for the ballot including, for example, directions or notes to help the Voter to comply with these Rules and cast a valid vote.
- (b) Voting Material must be posted to each Voter in a sealed envelope to the Voter's address on the Roll; and
  - (c) If a Voter gives the Returning Officer notice that the Voter will be at an address other than the address stated on the Roll when Voting Material is to be given, the Returning Officer must post the Voting Material to the other address.
  - (d) If a Voter gives the Returning Officer notice that the Member will be unavailable to vote during the period of the ballot, the Returning Officer shall, as far as practicable, post ballot material to an alternate address and shall mark the Roll accordingly.
  - (e) Before posting Voting Material to a Voter, the Returning Officer must mark a ballot number for each Voter on the Roll against the Voter's name.
  - (f) The Returning Officer must give each Voter a different ballot number.
  - (g) The ballot numbers must start with a number chosen by the Returning Officer.
  - (h) A ballot paper or ballot envelope must not be marked in a way that could identify the Voter.

#### **14.5 BALLOT BOX**

The Returning Officer must get a Ballot Box and –

- (a) keep the box in a safe place; and
- (b) seal the box in a way that –
  - (i) allows Voting Material to be put in it until the ballot finishes; and
  - (ii) prevents Voting Material from being taken from it until votes for the ballot are to be counted.

#### **14.6 DUPLICATE VOTING MATERIAL**

If the Returning Officer is satisfied that any such ballot paper has been destroyed, lost, damaged or misused, and in the case of a damaged or misused ballot paper on receipt thereof, the Returning Officer shall supply to the Voter to whom the original ballot paper was supplied a substitute ballot paper which the Returning Officer shall have initialled and which shall be marked "substitute ballot paper".

## 15. CONDUCT OF SECRET BALLOT

- (a) The ballot is to remain open from 25 June to midday (AEST) 16 July.
- (b) A Voter may only vote by completing the following steps:
  - (i) completing a ballot paper by:
    - (A) striking out from the ballot paper the name of each Candidate for whom the Voter does not wish to vote for; and
    - (B) folding the ballot paper so that the marking on the ballot paper is not visible until unfolded.
  - (ii) placing the completed ballot paper in the Return Envelope;
  - (iii) returning the Return Envelope to the Returning Officer so the envelope is received on or before the finish date for the ballot.
- (c) The Returning Officer must put all Voting Material returned to the Returning Officer in the Ballot Box until voting has ended.
- (d) If after the finish date for the election, the Returning Officer receives a Return Envelope apparently containing a ballot paper for the election, the Returning Officer must –
  - (i) keep the envelope sealed;
  - (ii) mark the envelope ‘received by the Returning Officer after the finish date for the ballot’; and
  - (iii) keep the envelope in safe custody, but separately from Return Envelopes received before or on the finish date.

### 15.1 CAMPAIGN MATERIAL

Candidates will be provided an equal opportunity to express their views to Voters of MTA Queensland in a statement that is:

- (a) given to each Voter with the ballot papers;
- (b) paid for by MTA Queensland; and
- (c) Candidate Statements must be submitted for distribution to the Australian Electoral Commission by the close of nominations.

**16. SCRUTINEERS****16.1 APPOINTMENT OF SCRUTINEERS**

- (a) A Candidate may:
  - (i) act personally as a Scrutineer; or
  - (ii) appoint one (1) person as a Scrutineer for the Candidate.
- (b) The Candidate shall notify the Returning Officer of the appointment of a Scrutineer not later than forty-eight (48) hours before the closing of the ballot.
- (c) If a Candidate appoints a Scrutineer under this Rule, the Candidate shall not be entitled to personally attend the opening of the Ballot Box or the counting of the ballot, unless the Returning Officer permits the Candidate to so attend.

**16.2 SCRUTINEERS' RIGHTS**

- (a) A Scrutineer may be present when –
  - (i) the Ballot Box is opened prior to the counting of the ballot papers; and
  - (ii) at any time the ballot papers are counted or recounted.
- (b) A Scrutineer shall not be entitled to handle or take into their possession any ballot paper at any time, unless with the express authority of, and in the presence of the Returning Officer.

**17. COUNT AND SCRUTINY OF BALLOT**

- (a) As soon as possible after the ballot is finished the Returning Officer must –
  - (i) seal the Ballot Box in a way that prevents Voting Material from being put in it; and
  - (ii) take the Ballot Box to the place where the votes are to be counted.
- (b) The counting of the ballots is to occur as soon as practicable after the closing day of the ballot.
  - (i) The Returning Officer shall send notice of the date, time and place for counting of the ballot papers at least seven (7) days prior to the date.
- (c) After opening the Ballot Box the Returning Officer shall mix the ballot papers so that the separate identification becomes impossible.
- (d) To preserve the secrecy of the ballot, the Returning Officer must, prior to counting the votes, remove the flap or label mentioned in Rule 14.4(a)(ii)(B) from the declaration envelope before removing the ballot paper.
- (e) The Returning Officer shall count the votes indicated upon the ballot papers which are properly marked.

**17.1 ELECTION RESULT**

- (a) The method of voting and deciding of the ballot shall be a first-past-the-post (simple majority) system.
- (b) In an event that Candidates receive an equal number of votes for the same office, and it is necessary to determine which of the Candidates shall be elected, the Returning Officer shall conduct a lot between such Candidates, and on conclusion of this lot shall certify such Candidate or Candidates to have been elected.
- (c) A decision under Rule 17.1(b) must be made in the presence of any scrutineer who wishes to attend.
- (d) At the conclusion of the count the Returning Officer shall certify to the Chair the result of the ballot and shall declare the successful Candidates elected.
- (e) The elected Candidates shall take up office on the day of the Annual General Meeting following their election.

**18. COLLEGIATE VOTING**

- (a) As prescribed in Rules 4.6(b)(i), 4.6(c)(i) and 4.6(d)(i) respectively, the duly elected Members of each Division Committee shall vote as a college to elect a Chair and Vice-Chair.
- (b) As prescribed in Rule 6.1(c), the duly elected District Representatives and Division Chairs shall vote as a college to elect a Chair, the Vice-Chair, and Secretary of the MTA Queensland Board. For the purposes of the Collegiate Vote under Rule 18(c), the elected Chair, Vice-Chair and Secretary shall be deemed to represent one of the four (4) Industry Groups.
- (d) The Manager shall call for nominations from among the members of the relevant college for all offices created pursuant to Rule 18.
- (e) Closing Date and Time for Nominations
  - (i) Industry Divisions
    - (A) The opening date for nominations is to be 26 July.
    - (B) The closing date for nominations is to be 9 August.
    - (C) Nominations close at midday (AEST) on the closing date.
  - (ii) Board and Executive
    - (A) The opening date for nominations is to be 01 October.
    - (B) The closing date for nominations is to be 15 October.
    - (C) Nominations close at midday (AEST) on the closing date.

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- (f) Dates for Ballots
    - (i) At the close of nominations, if there are more than the required numbers of Candidates for the relevant offices, the Manager shall conduct an election by secret ballot of the members of the college at the first meeting of the relevant college following the close of nominations (for the purposes of Rule 18 “the Secret Ballot”).
    - (ii) The Manager must get a Ballot Box for the purposes of the Secret Ballot.
  
  - (g) Calling for Nominations
    - (i) The Returning Officer must call for nominations for the offices to be filled by notice given to Members by post to each Member at the address recorded in the Register of Members; or
    - (ii) by sending an email notification to the eligible Member at their email address appearing in the Register of Members for the time being.
  
  - (h) Nomination Notice must include the following details –
    - (i) The opening date for nominations; and
    - (ii) the closing date for nominations; and
    - (iii) that nominations for office being contested close at midday (AEST) on the closing date; and
    - (iv) who may nominate as a Candidate in the election; and
    - (v) that nominations for office must be written, signed by the nominee, nominated by a Financial Member of MTA Queensland, and given to the Returning Officer before nominations close; and
    - (vi) that the ballot will be decided by a first-past-the-post (simple majority) system of voting.
  
  - (i) Members Eligible to Nominate
    - (i) Industry Divisions
      - (A) Duly elected Members of each Division Committee.
    - (ii) Board and Executive
      - (A) Duly elected District Representatives; and
      - (B) Duly elected Division Chair.
  
  - (j) Nomination Procedure
    - (i) A nomination for office may be nominated by a Financial Member of MTA Queensland, signed by the nominee and given to the Returning Officer before nominations close.
    - (ii) An eligible Member is able to nominate themselves for office for Industry Divisions and Board and Executive positions.

- (iii) The Returning Officer must accept a nomination if:
  - (A) it complies with Rule 13.6(a)(i); and
  - (B) the nominee is eligible to nominate.
- (iv) Board and Executive
  - (A) Duly elected District Representatives; and
  - (B) Duly elected Division Chair.
- (k) If at the close of nominations, only the required number of nominations has been received for the relevant offices, the Manager shall declare such Candidates as elected.
- (l) If there are more than the required number of Candidates for the relevant offices, the Manager shall conduct at the Meeting an election by secret ballot of the members of the college (for the purposes of Rule 18 “the Secret Ballot”). The Manager must get a Ballot Box for the purposes of the Secret Ballot.
- (m) In the event that no nominations are received, the Returning Officer shall commence the election process again.
- (n) Any Candidates may appoint a Scrutineer and the provisions of Rules 16.1(a) and 16.2 in relation to Scrutineers shall apply to the Secret Ballot.
- (o) The Manager shall arrange for the preparation of ballot papers on which the Candidates’ names shall appear in alphabetical order.
  - (i) The Manager shall initial and hand to each member of the college a ballot paper. Each member of the college shall cast a vote by the Voter by writing a tick, cross or mark in the square opposite the name or names of the number of candidates the voter may vote for and by placing the completed ballot paper in the Ballot Box in the control of the Manager at the Meeting.
- (p) Any Member who will not be present at the Meeting at which the ballot is to be held may:
  - (i) lodge a request with the Manager for an absentee vote, together with an address where such Member can receive communications, and, if any Member has done so, the Manager shall not declare the result of the ballot until such Member has been given reasonable opportunity to vote; or
  - (ii) appoint another member of the college to vote as their proxy and such appointed Member shall be entitled to vote in their own right and as proxy, provided that no member of the college can exercise more than one (1) proxy vote.
- (q) The Candidate or Candidates securing the highest number of votes shall be declared elected to the relevant offices.



- (r) In an event that Candidates receive an equal number of votes for the same office, and it is necessary to determine which of the Candidates shall be elected, the Returning Officer shall conduct a lot between such Candidates, and on conclusion of this lot shall certify such Candidate or Candidates to have been elected.
- (s) The Manager shall declare the result in writing as soon as practicable after the count is completed.
- (t) The Candidate or Candidates elected shall take the relevant offices at the next meeting of the Industry Division or MTAQ Board meeting following the declaration by the Manager of the result of the election and each shall hold office until their successors are elected.

## **19. TRAINING**

### **19.1 TRAINING OF OFFICERS WITH FINANCIAL DUTIES**

Each Officer of MTA Queensland must, undertake whatever training is required from time to time by the relevant industrial legislation:

- (a) Is approved in terms of the relevant Industrial Legislation; and
- (b) Covers each of the Officer's financial duties.

## **20. DISCLOSURE**

### **20.1 DISCLOSURE OF OFFICER'S RELEVANT REMUNERATION AND NON-CASH BENEFITS**

- (a) Each Officer shall disclose to the MTA Queensland Board and members and any other party any Remuneration paid to the Officer or any other party;
  - (i) As required by the relevant Industrial Legislation
  - (ii) In relation to each Financial Year or other period as required by the Relevant Industrial Legislation; and
  - (iii) In writing.

### **20.2 DISCLOSURE OF OFFICER'S MATERIAL PERSONAL INTERESTS**

- (a) Each Officer shall disclose to the MTA Queensland Board any material personal interest in a matter that:
  - (i) the Officer has or acquires; or
  - (ii) a Relative of the Officer has or acquires,that relates to the affairs of MTA Queensland.
- (b) The disclosure required by Rule 20.2(a) shall be made to the MTA Queensland Board:
  - (i) as soon as practicable after the interest is acquired; and
  - (ii) in writing.

- (c) The MTA Queensland Board shall disclose to the Members any interests disclosed to the MTA Queensland Board pursuant to Rule 20.2(a).
- (d) The disclosure required by Rule 20.2(c) shall be made:
  - (i) in relation to each Financial Year;
  - (ii) As required in the relevant Industrial Legislation; and
  - (iii) in writing.

### **20.3 DISCLOSURE OF PAYMENTS**

- (a) The MTA Queensland Board shall disclose to the Members either:
  - (i) each payment made by MTA Queensland, during the Disclosure Period:
    - (A) to a Related Party of MTA Queensland or of a branch of MTA Queensland; or
    - (B) to a Declared Person or Body of MTA Queensland or of a branch of MTA Queensland; or
  - (ii) the total of the payments made by MTA Queensland, during the Disclosure Period:
    - (A) to each Related Party of MTA Queensland; or
    - (B) to each Declared Person or Body of MTA Queensland.
- (b) Rule 20.3(a) does not apply to a payment made to a Related Party if the payment consists of amounts deducted by MTA Queensland from Remuneration payable to Officers or employees of MTA Queensland.
- (c) For the purposes of Rule 20.3(a), the disclosures shall be made:
  - (i) in relation to each Financial Year;
  - (ii) within six (6) months after the end of the Financial Year; and
  - (iii) in writing.

## **21. ACCOUNT AND AUDIT**

### **21.1 FINANCIAL YEAR**

The Financial Year of MTA Queensland shall commence on the first day of July in each year and end on the thirtieth day of June in the following year.

## **21.2 APPLICATION AND CONTROL OF FUNDS**

The funds of MTA Queensland shall be applied towards the maintenance of MTA Queensland and which support the Objects of MTA Queensland. The current funds of MTA Queensland shall be deposited in such bank or banks as the MTA Queensland Board may from time to time in its absolute discretion direct in the name of MTA Queensland. All monies received shall forthwith on receipt be deposited in such bank or banks.

## **21.3 EXPENDITURE**

The Executive is responsible for developing and implementing policies and procedures relating to the expenditure of MTA Queensland and its branches.

## **21.4 INVESTMENT OF FUNDS**

Any portion of MTA Queensland's current funds not required immediately for expenditure may be invested by resolution of the MTA Queensland Board for the benefit of MTA Queensland and on behalf of MTA Queensland in any security or investment.

## **21.5 APPOINTMENT OF AUDITORS**

- (a) At the Annual General Meeting of MTA Queensland in each year an Auditor shall be appointed who shall be a competent person within the meaning of the relevant industrial legislation.
- (b) The Auditor so appointed shall hold office until the next Annual General Meeting when they shall retire but shall be eligible for re-appointment. The Auditor, so appointed, shall ensure that the record books and accounts of MTA Queensland are audited annually in accordance with the relevant professional standards.
- (c) In the event of a vacancy occurring in the position of Auditor then such vacancy shall be filled by the MTA Queensland Board and the Auditor so appointed shall hold office until the next Annual General Meeting.
- (d) The Auditor shall report the result of such audit to the MTA Queensland Board. The Auditor's report, together with a copy of the balance sheet and other financial statements shall be presented by the Treasurer at the Annual General Meeting and shall be circulated to all Members.
- (e) The Auditor shall for the purposes of such audit at all reasonable times have access to the books, minutes, accounts and records of MTA Queensland and the Chair shall make the same available to them and the Auditor shall be entitled to question the members of the MTA Queensland Board, Chair and employees of MTA Queensland with regard thereto and to require such information or explanation as may appear necessary or proper and may report from time to time to the MTA Queensland Board with regards to such books, audits and accounts.

## 21.6 EXAMINING RECORDS AND ACCOUNTS

Any Member having an interest in the funds of MTA Queensland desirous of examining, investigating or inspecting all or any records, Register of Members, documents or records on application to and with the authority of the MTA Queensland Board shall be permitted to have free access to the same for such purpose. This access is permitted on any ordinary working day during normal office hours or at such other times as may be arranged with the application. Such inspection shall be at the registered office of MTA Queensland and in the presence of the Chair, a representative of the MTA Queensland Board or other such person being a member of the staff of MTA Queensland as they may delegate to be present.

## 21.7 NON FINANCIAL MEMBERS

- (a) Any Member failing to pay any levy within thirty (30) days after notification thereof has been posted to the Member by MTA Queensland, or being in arrears sixty (60) days with Membership Fees:
  - (i) shall be disqualified from taking part in any proceedings of MTA Queensland;
  - (ii) shall not be entitled to any of MTA Queensland's services; and
  - (iii) shall be liable to pay an additional penalty equal to ten per cent (10%) of the levy and/or amount of arrears of Membership Fees.
- (b) In default of payment of the amount of any levy or Membership Fees within sixty (60) days of its due date of final demand under the hand of the Secretary or a person duly authorised by the Secretary, such levy and arrears may be recovered at law in proceedings instituted by MTA Queensland, subject to any limitations imposed by the relevant industrial legislation.
- (c) Where a Member continues in default for more than one (1) month after final demand, the name of the Member may be removed from the Register of Members by the passing of the MTA Queensland Board of a resolution to that effect, providing that the twenty-eight (28) days' notice of the intention of the MTA Queensland Board to so resolve shall have been given to the Member. Such action shall be without prejudice to the right of MTA Queensland to recover any arrears of Membership Fees or unpaid levy together with any additional penalty provided herein, subject to any limitations imposed by the relevant industrial legislation.

## 22. ADMINISTRATION

### 22.1 ALTERATION OF RULES

- (a) Subject to any conditions required by the relevant industrial legislation, the Rules may be amended, added to or rescinded or repealed and new Rules may be made from time to time by a special resolution carried at any General Meeting.
- (b) Any amendment, rescission or addition to these Rules is valid only when it is has been duly registered by MTA Queensland with the industrial registrar and when subsequent approval of the amendment is given by the industrial registrar.

- (c) Following an alteration to the Rules as aforesaid, if any notice as submitted to the relevant industrial registry by MTA Queensland requires amendment at the direction of the relevant industrial registry so as to ensure compliance with the provisions of the relevant industrial legislation, the MTA Queensland Board shall be authorised to amend or vary the Rule at the direction of the industrial registrar provided that there is no substantial departure from the scope or intent of the original resolution.
- (d) Post Election report recommendations made that may result in an alteration of the Rules for clarity or compliance may be approved by the MT A Queensland Board.

## **22.2 EXECUTION OF DOCUMENTS**

- (a) Any document required by law to be under seal shall be executed by two (2) of the Chair, Vice-Chair, Secretary and/or Treasurer of the MTA Queensland Board, or in the absence of such office bearers, any two (2) members of the Executive who may be nominated in that regard by the Executive.
- (b) Any document that is not required to be signed under seal shall be executed by any person/s who may be nominated in that regard in writing by the Executive, subject to limitations outlined in Rule 22.2(c).
- (c) Particular documents required by the industrial registrar and/or relevant industrial legislation must be signed by the Secretary of MTA Queensland, not necessarily under seal.

## **23. NOTICES**

Notices may be served by MTA Queensland upon a Member either:

- (a) by publishing or including the Notice in an edition of MTA Queensland's Motor Trader magazine published and sent by ordinary pre-paid postage by MTA Queensland to its Members; or
- (b) personally; or
- (c) by sending it by ordinary mail postage pre-paid to such Member at their address appearing in the Register of Members for the time being; or
- (d) by sending the Notice by facsimile or email to the Member at their facsimile or email address appearing in the Register of Members for the time being.

Each Member of MTA Queensland whose registered place of address is not in Australia may from time to time notify in writing to MTA Queensland an address in Australia which shall be deemed his registered place of address.

### **23.1 SERVICE OF NOTICES**

Notice is deemed to have been served:

- (a) to those Members who have no registered place of address in Australia at the expiration of twenty-four (24) hours after it is so posted up at the office of MTA Queensland; or
- (b) on the third working day following that one on which the Notice is posted, if the Notice is posted by pre-paid postage, and in providing service it shall be sufficient to prove that the Notice was properly addressed and put into the post office. A certificate in writing signed by any Secretary or other officer of MTA Queensland that the Notice was so addressed and posted shall be conclusive evidence thereof; or
- (c) at the time of transmission if the Notice is sent by facsimile or email.

### **24. LOANS, GRANTS AND DONATIONS**

MTA Queensland or a Division must not make donations, grants or loans totalling more than \$1,000 to the same person unless the MTA Queensland Board or other such delegation as approved by the Board:

- (a) has approved the payment;
- (b) is satisfied the payment is not otherwise prohibited under these Rules; and
- (c) if the payment is a loan is made on reasonable commercial terms.

## **25. GENERAL**

### **25.1 GUIDELINES AND CODE OF ETHICS**

- (a) MTA Queensland may issue Guidelines and adopt a Code of Ethics regulating the conduct and objectives of the Division provided that such Guidelines are submitted through and approved by the MTA Queensland Board and that such Guidelines are not inconsistent with MTA Queensland Objects, their Rules and the relevant industrial legislation.
- (b) Should any discrepancy arise between these Rules and any Guidelines these Rules are to prevail.

## 25.2 REGISTERS OF MEMBERS AND OFFICERS

- (a) MTA Queensland shall keep a Register of Members and Register of Officers for each year in accordance with the relevant industrial legislation.
- (b) The Register of Members shall be arranged alphabetically and where that Member forms part of a Division, alphabetically under that Division. The Register of Members shall record amongst other things the following:
  - (i) name and business address of every Member;
  - (ii) names and business addresses of representatives of a Member;
  - (iii) the date on which each Member became a Member;
  - (iv) the date on which any Member ceases to be a Member.
- (c) MTA Queensland shall make its Register of Members and Register of Officers open for inspection at its registered office, when it is open for business, by the Registrar, or a person with the Registrar's written authorisation or a Member, or a person with a Member's written authorisation.

## 25.3 COMMON SEAL

- (a) The MTA Queensland Board shall provide for a common seal and for its safe custody.
- (b) The common seal shall only be used with the authority of the MTA Queensland Board.
- (c) The MTA Queensland Board shall keep a register of all documents executed by applying the common seal.

## 25.4 INDUSTRIAL DISPUTES

As per the relevant industrial legislation, the Secretary of MTA Queensland shall advise the relevant industrial relations commissions in writing of any possible, impending or commenced industrial dispute at the earliest time that this dispute is brought to the attention of MTA Queensland.

## 25.5 OWNERSHIP AND CONTROL OF PROPERTY

Property of MTA Queensland shall be owned solely by MTA Queensland and shall be applied towards the Objects of MTA Queensland. MTA Queensland shall hold absolute discretion as to the manner in which property of MTA Queensland shall be purchased, utilised and resold (as necessary).

## 26. DISSOLUTION OF MTA QUEENSLAND

Subject to any provisions of the relevant industrial legislation MTA Queensland may be dissolved in the following manner:

- (a) Any Member may at any Special General Meeting give notice in writing of their intention to move a resolution that MTA Queensland be dissolved;
- (b) All Members must then be notified in writing twenty-one (21) days prior to the Special General Meeting in which the resolution is to be raised, informing them of the nature of the resolution that is to be discussed at said Special General Meeting;
- (c) Such resolution shall appear on the business papers of the next Special General Meeting and if such resolution shall at that meeting be supported by a 75% majority of the Financial Members on the Register of Members, MTA Queensland shall thereupon be dissolved and the fact of the dissolution shall be published once in the newspaper circulating throughout the State;
- (d) Should the membership of MTA Queensland at any time fall below twenty-five (25) Members then the Secretary must notify all Members of MTA Queensland in writing of the calling of a Special General Meeting to determine whether the MTA Queensland should be dissolved;
- (e) Upon the dissolution of MTA Queensland the meeting deciding upon such dissolution or the remaining Members of MTA Queensland may after providing for payment of all debts then due, provide either for the payment of funds remaining in hand to an industrial organisation of employers based in Queensland having objects similar to the Objects of MTA Queensland, or alternatively, to the Treasurer of the Government of the State of Queensland for payment into the consolidated revenue.

## 27. MEETING PARTICIPATION

- (i) Teleconferencing Facility will be permitted for members to participate in any Meeting under the rules by:
  - (A) telephone; or
  - (B) closed circuit television; or
  - (C) any other means of communication.
- (ii) A member who participates in any Meeting under (i) is taken to be present at that meeting.

## 28. WRITTEN RESOLUTION

If all Directors entitled to receive a notice of a Board meeting and vote on a resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Board resolution in those terms is passed by majority as per 6.4(d)



**29. TRANSITIONAL RULE DIVISION SECRETARY POSITIONS**

- a) For the purposes of this rule the date on which the Rule change to provide for this rule is certified\* shall become known as the Amendment Date.
- b) For all purposes the Rules relating to the position of Division Secretary immediately preceding the amendment date shall continue to operate as the rules of MTA Queensland up until the expiration of the term of office for the elected Division Secretaries commencing their term 2022 for a 2 year term expiring in 2024.

**30. PANDEMIC AND/OR OTHER PROVISION**

Any event outside of the control of MTA Queensland that impacts the Association's capacity to hold Elections aligned with Schedule 1, 2 and 3 of the Rules shall cause the Schedule to commence where it was paused. This includes but is not limited to the effects of a Pandemic or other event. Changes to these Schedules for this particular circumstance can be altered by approval of the MTA Queensland Board and submitted as an amendment to our Rules for consideration. There is no requirement to hold a General Meeting to seek approval by members under this provision

\*Alteration certified 6 October 2022 (R2022/71 refers)

**SCHEDULE 1**

**SCHEDULE OF DIVISION CHAIR ELECTIONS**

| <b>Division</b>   | <b>Year of Chairman Election</b> |
|---|----------------------------------|
| Automotive Remarketing Division ( <b>ARD</b> )                                    | 2023, 2025, 2027, 2029...        |
| Queensland Farm and Industrial Machinery Dealers Division ( <b>QFIMDD</b> )       | 2022, 2024, 2026, 2028...        |
| Queensland Motorcycle Industry Division ( <b>QMID</b> )                           | 2022, 2024, 2026, 2028...        |
| Tyre and Undercar Division Qld ( <b>TUDQ</b> )                                    | 2022, 2024, 2026, 2028...        |
| Engine Re-Conditioners Association of Queensland ( <b>ERAQ</b> )                  | 2023, 2025, 2027, 2029...        |
| Service Station and Convenience Store Association of Queensland ( <b>SSCSAQ</b> ) | 2023, 2025, 2027, 2029...        |
| Australian Automotive Dealers Association Queensland ( <b>AADA(QLD)</b> )         | 2022, 2024, 2026, 2028...        |
| Automotive Engineers Division ( <b>AED</b> )                                      | 2022, 2024, 2026, 2028...        |
| Rental Vehicle Industry Division ( <b>RVID</b> )                                  | 2023, 2025, 2027, 2029...        |
| National Auto Collision Alliance ( <b>NACA</b> )                                  | 2022, 2024, 2026, 2028...        |
| Auto Parts Recyclers Division ( <b>APRD</b> )                                     | 2023, 2025, 2027, 2029...        |

**SCHEDULE 2**  
**SCHEDULE OF DISTRICT ELECTIONS**

| <b>District</b>    | <b>Year of Election</b>     |
|--------------------|-----------------------------|
| Far North District | 2023, 2025, 2027, 2029..... |
| Central District   | 2023, 2025, 2027, 2029..... |
| Northern District  | 2022, 2024, 2026, 2028..... |

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### SCHEDULE 3

#### NUMBER OF REPRESENTATIVES FROM CREATED DISTRICTS

1. **FAR NORTH DISTRICT**  
One from Cairns and/or its environs.
2. **NORTHERN DISTRICT**  
One from Townsville and/or its environs.
3. **CENTRAL DISTRICT**  
One from Mackay, Gladstone or Rockhampton and/or their environs.

#### Executive Board Positions

| District                  | Year of Election            |
|---------------------------|-----------------------------|
| Chair MTA Queensland      | 2022, 2024, 2026, 2028..... |
| Vice Chair MTA Queensland | 2022, 2024, 2026, 2028..... |
| Secretary                 | 2023, 2025, 2027, 2029..... |

**SCHEDULE 4**  
**PROXY FORM**

**FORM OF PROXY**

I, ..... (full name)

being a member of the Motor Trades Association of Queensland Industrial Organisation of Employers, do hereby appoint

..... (full name)

of ..... (company / firm)

as my proxy to vote on my behalf at the meeting of the MTA Queensland to be held on the

..... (date) and at any adjournment thereof.

Signature of member appointing proxy.

.....

Dated: .....

Note: A proxy vote may not be given to a person who is not a member of the MTA Queensland.

**SCHEDULE 5**  
**INDUSTRY GROUPS**

The Divisions of MTA Queensland are to be grouped into collectives of Industry Groups, as outlined in this Schedule 5.

**New Product Industry**

- (a) Australian Automotive Dealers Association Queensland (**AADA(Qld)**);
- (b) Queensland Farm and Industrial Machinery Dealers Division (**QFIMDD**); and
- (c) Queensland Motorcycle Industry Division (**QMID**).

**Engineering Support Industry**

- (a) Automotive Engineers Division (**AED**); and
- (b) Engine Re-Conditioners Association of Queensland (**ERAQ**).

**Repair and Resellers Industry**

- (a) Automotive Remarketing Division (**ARD**);
- (b) National Auto Collision Alliance (**NACA**); and
- (c) Auto Parts Recyclers Division (**APRD**).

**Support Industry**

- (a) Tyre and Undercar Division Qld (**TUDQ**);
- (b) Rental Vehicle Industry Division (**RVID**); and
- (c) Service Station and Convenience Store Association of Queensland (**SSCSAQ**).

\*\*\*END OF RULES\*\*\*