<u>RULES OF</u> <u>THE NATIONAL RETAIL ASSOCIATION LIMITED,</u> <u>UNION OF EMPLOYERS</u>

1.0 NAME OF ASSOCIATION

The Association shall be known as NATIONAL RETAIL ASSOCIATION LIMITED, UNION OF EMPLOYERS (hereinafter referred to as "the Association").

The Association is a company limited by guarantee. The liability of the members is limited.

2.0 OFFICE

The registered office of the Association shall be at <u>395 St Paul's Terrace, Fortitude ValleyLevel 3</u>, <u>33 Park Road, Milton</u>, in the State of Queensland or such other place as the Board decides from time to time.

3.0 OBJECTS

The objects for which the Association is established are:

- (a) to protect, promote and advance the interests of retailers on all issues affecting or likely to affect the retail industry;
- (b) to promote and maintain good relations between members and their employees and between members and manufacturers, producers, distributors and consumers of goods sold by members, and Governments and Government authorities;
- (c) to provide a forum for discussion and for development and implementation of strategies and policies relating to retail industry issues and matters referred to the Association by its members;
- (d) to monitor, identify and analyse issues affecting or likely to affect the retail industry, to develop solutions and to provide information thereon to all its members, to Government, to the retail industry, to trade and consumer organisations and the public generally;
- (e) to represent the interests of the retail industry in discussions on issues with the Government of Queensland-and its authorities.
- (f) to represent the interests of the retail industry in <u>Queensland</u> before commissions, boards, courts, tribunals, inquiries, bodies, committees, associations, institutions and organisations operating in <u>Queensland</u> and to formulate, prepare and make representations thereto;
- (g) to promote retail industry education and training generally;
- (h) to provide information and advice on issues and matters of common interest;
- (i) to organise, sponsor or promote conferences, seminars, exhibitions, lectures, demonstrations and other activities with the aim of improving and extending the knowledge, skills, productivity and efficiency of the retail industry;
- (j) to develop an effective working relationship with other associations of employers and to cooperate and liaise with such associations on matters of mutual interest;

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- (k) to provide a framework for the development and maintenance of technical standards for consumer products and services sold or supplied by its members;
- (l) to promote, establish and finance foundations and fellowships for literary, historical or scientific research relating to the retail industry;
- (m) to enter into any amalgamation, affiliation, fusion or alliance with or to communicate with or subscribe to or to promote or assist in the promotion of any other firm, association, corporation or other entity whether incorporated or unincorporated having objects similar to or calculated to benefit generally the members of the Association and to acquire shares and interests in or lend money upon debentures or otherwise to any such company firm or association;
- (n) to collect and diffuse information on all matters affecting members of the Association in their businesses and to print, publish and circulate or make available by any means any papers, circulars, periodicals, books which the Association may think desirable for the promotion of its objects;
- (o) to secure to members the advantages of unity of action in all matters affecting their interests;
- (p) to register as an organization of employers under the applicable industrial legislation; and
- (q) to represent <u>membersMembers</u> who are employers in industrial proceedings of every kind.

4.0 POWERS

For the purpose of carrying out the objects in Rule 3, the Association has the following powers.

- (a) to enter into any contracts in relation to any matter within the objects either on its own or for and on behalf of its members and either with a view to distributing the duties of the performance of any such contracts amongst members or partly by the one means and partly by the other and to combine with any other persons in relation to any such matters and to guarantee the performance by members or other persons of contracts;
- (b) to take or otherwise acquire and hold and to deal with real and personal property and to hold shares in any company having objects altogether or in part similar to those of the Association or carrying on any business or activities capable of being conducted so as directly or indirectly to benefit the Association;
- (c) to construct, maintain and alter buildings, works, plant and machinery, necessary or convenient for the purpose of the Association;
- (d) to establish divisions and division offices, and to provide for the appointment of local or category committees to deal with local or category matters;
- (e) to promote, establish, maintain or conduct any technical or other educational institutions for the training and improvement of the knowledge, skills, productivity and efficiency of the retail industry;
- (f) to promote, establish, maintain or conduct bureaus or services for the recruitment of staff in the retail industry;
- (g) to provide such advisory and representation services as are deemed appropriate by the Association on rental of retail space and general occupancy matters;

- (h) to establish and support or aid in the establishment and support of associations, institutions, societies, clubs or trusts calculated to benefit employees or past employees of the Association or the members thereof or the dependants or connections of any such persons and to grant pensions and allowances and to make payments towards insurances in respect of such persons, dependants or connections;
- to enter into any affiliation or alliance with, or to promote or assist in the promotion of any other association, company, firm or chamber having objects similar to or calculated to benefit generally the members of this Association and to acquire shares and interests in or lend money upon debentures, or otherwise to any such association, company or firm;
- (j) to enter into any affiliation or alliance with or to support or to promote or assist in the promotion or to enter into any contracts with any other association or company having the object of indemnifying in any lawful manner, members or groups of members of this Association or employers generally against the whole or part of losses suffered by them in consequence of any industrial dispute or calling out of workers or employees contrary to the provisions of any federal or state awards or otherwise contrary to the law and to acquire shares and interests in or lend money upon debentures or otherwise to any such association or company;
- (k) to purchase or otherwise acquire and undertake all or part of the property, assets, liabilities and engagements, of any one or more of the associations, companies, firms or chambers with which this Association is authorised to amalgamate, affiliate, fuse or ally;
- (l) to act in conjunction or affiliate with and to appoint representatives to any association or union of employers.
- (m) to prosecute or defend any suits, applications and proceedings before any court or tribunal whatsoever, as may be deemed necessary or expedient in the interests of the Association and its members;
- (n) to act as arbitrators in the settlement of and to appoint committees to deal with disputes between members and their employees;
- (o) to print and publish newspapers and periodicals for the spreading of information with respect to matters having relation to the objects of the Association;
- (p) to enter into contracts calculated to benefit either groups of members or members generally;
- (q) to sign and execute all deeds, documents and other instruments of every nature and kind whatsoever for carrying out the purposes of the Association;
- (r) to make, draw, accept, endorse, discount, execute, negotiate or issue such cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities as may be deemed necessary for the carrying out of the objects of the Association;
- (s) to accept, undertake or execute any trust or gift which may be deemed to be in accordance with, or which may further the objects of the Association, or any of them;
- (t) to lend, borrow, raise, or secure the payment of, money in such a manner as the Association shall think fit upon such terms and conditions as shall be deemed expedient, and in particular, by mortgage or debenture, perpetual or otherwise, or other securities, upon the floating assets or upon all or any of the property of the Association, present or future;

- (u) to guarantee the performance of contracts in furtherance of the objects of the Association;
- (v) to raise funds by means of subscriptions of members and levies on members and otherwise, and impose fines on members for all the purposes and objects of the Association in such amounts and in such manner as is provided for in these Rules;
- (w) to act as an industrial organisation -of employers under the laws of Queensland <u>and/or Federal</u> Law, as appropriate.
- (x) to bring any industrial disputes, claims or matters relating to industrial matters before any Court, Commissioner, Committee, Inquiry, Board or any Tribunal.
- (y) to represent the interests of employers in all branches of the retail industry before Courts, Boards, Conciliation Committees, other tribunals, any other bodies and at conferences with Trade Unions and other bodies of employers or employees;
- (z) to adopt whatever procedure as may be considered advisable in the interests of members of the Association and in the maintenance of the right of private enterprise;
- (aa) (aa) to appoint, employ, remove or suspend such managers, clerks, secretaries, employees, contractors and other persons as may be necessary or convenient for the purposes of the Association;
- (aa)(bb) ________to make available to any persons not being members of the Association such of the services and facilities of the Association upon such terms and conditions as the Board shall think fit;
- (bb)(cc) -to amend or replace these rules;

(dd)

- (dd) to do all such other lawful things as may appear to be incidental or conducive to the objects of the Association; and
- (ee) (ee) to adopt any additional objects from time to time; and
- (ff) to do all things which the Board determines advance the objects and purposes of the Association.

5.0 INTERPRETATION

In the interpretation of these rules the following words and expressions shall have the meaning hereinafter specified, unless the context otherwise requires:

"<u>IR</u> Act" means the Industrial Relations Act (Qld) 1999 and where in these Rules reference is made to a provision of that Act and the <u>IR</u> Act is subsequently repealed or amended the reference shall be read as a reference to the corresponding provision in the amended or subsequent Act.

"FW Act" means the Fair Work (Registered Organisations) Act (Cth) 2009 and where in these Rules reference is made to a provision of that Act and the FW Act is subsequently repealed or amended the reference shall be read as a reference to the corresponding provision in the amended or subsequent Act.

"Affiliated Association" means an association admitted pursuant to Rule 15.

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"Associate" means an individual, firm, corporation, or other entity enrolled pursuant to Rule <u>16Rule8.1.2</u>.

"Board" means the Board of the Association constituted under Rule 20.

"Chair" means the Chairperson of a meeting of the Association appointed in accordance with these Rules.

"In writing" or "written" includes printing, photograph, typewriting, facsimile reproduction, e-mail and any other mode of representing or reproducing words in a visible form.

"Member" means a member under an individual, firm, corporation, or other entity enrolled pursuant to Rule 6 but 8.1.1. A Member does not include an "Associate" or "Subscriber".

"Month" means a calendar month.

"Person" or words importing persons shall include corporations.

"Special General Meeting" means a general meeting of the Association convened in accordance with rule 17.2.

"Subscriber" means an individual, firm, corporation, or other entity enrolled pursuant to Rule 8.1.3.

6.0 MEMBERSHIP

The number of <u>membersMembers</u> with which the Association proposes to be registered is Five hundred (500); but the Board may from time to time register an increase of <u>membersMembers</u>.

7.0 ELIGIBILITY FOR MEMBERSHIP

The subscribers to the Memorandum of Association and such other persons as the Board may admit to membership shall be members of the Association.

Any person, firm or company which is an employer or other person carrying on business in the retail trading industry, which includes any trade, business or undertaking in or allied with the business of shopkeepers, storekeepers or sellers by retail of articles, goods, materials, services or provisions of any kind, including quick sale items, shall be eligible for membership.

Provided that the Association is eligible to represent members only within the State in which it had been registered as a State-registered association immediately before its recognition as a transitionally recognised association (i.e. Queensland).

8.0 <u>CATEGORIES WITHIN THE ASSOCIATION</u>

8.1 The Association is comprised of persons admitted in accordance with these Rules in the following categories:

8.1.1 Members

An individual, firm, corporation or other entity whether incorporated or unincorporated that satisfies the eligibility conditions under Rule 7 for membership of the Association will be deemed a Member of the Association, and shall be entitled to vote or speak at any meeting or to hold office in the Association or to take part in any election under these Rules or to take part in the affairs of the Association.

8.1.2 Associate

An individual, firm, corporation or other entity whether incorporated or unincorporated which is not eligible for membership of the Association under Rule 7 may be admitted as an Associate to the Association if in the opinion of the Board such individual, firm, corporation, or other entity has an interest in or in connection with the retail industry.

Each Associate shall be entitled to send a representative to attend any general meeting of the Association but neither an Associate nor its representative shall be entitled to vote or speak at any meeting or to hold office in the Association or to take part in any election under these Rules or to take part in the affairs of the Association otherwise than to receive notices of and be present at meetings of the Association.

8.1.3 Subscribers

Any individual, firm, corporation or other entity whether incorporated or unincorporated may be admitted as a Subscriber upon such fee and such terms as determined by the Board.

Each Subscriber shall be entitled to send a representative to attend any general meeting of the Association but neither a Subscriber nor its representative shall be entitled to vote or speak at any meeting or to hold office in the Association or to take part in any election under these Rules or to take part in the affairs of the Association otherwise than to receive notices of and be present at meetings of the Association.

- 8.2 Apart from voting privileges, which are conferred exclusively on Members, Associates and Subscribers are entitled subject to the Rules to receive services and to be recorded in the Register in their respective Category of the Association.
- 8.3 A Member must satisfy and continue to satisfy the Eligibility Conditions of Rule 7 and be Financial in order to be entitled to exercise their voting privileges.
- 8.4 Where an individual, firm, corporation or other entity ceases to be eligible to be and remain a Member under Rule 7, the Association may transfer the membership to another category within this rule, with effect from the date the Association becomes aware of the ineligibility (the Transfer Date).

9.0 APPLICATION FOR MEMBERSHIP

- <u>89.1</u> An application for membership shall be in writing in a form determined by the Board.
- <u>**89.2**</u> Applications shall be forwarded to the registered office of the Association.
- **89**.3 On receipt of an application for membership the Association shall inform the applicant <u>in</u> <u>writing of:</u>
 - (i) the financial obligations arising from membership; and
 - (ii) the circumstances and the manner in which a member may resign from the Association.
- **89**.4 As soon as practicable after the receipt of an application for membership, the Board must consider the application and decide whether the applicant is eligible to be a member.
- **89**.5 An applicant shall become a member of the Association on the date that the application is approved by the Board.
- **89**.6 Within fourteen (14) days after:

- (a) the business, or part of the business, of a member of the Association is assigned or transferred to a person who is not a member of the Association; or
- (b) such a person succeeds to the business, or part of the business, of a member of the Association;

the member concerned shall notify the Association of the assignment, transfer or succession.

9<u>10</u>.0 HONORARY LIFE MEMBERSHIP

The Board may admit to honorary life membership, any person who has served with distinction as a member of the Board.

Any persons admitted to honorary life membership under this Rule shall be styled Honorary Life Members. Honorary Life members shall not be required to pay any annual subscription and they shall not be entitled to vote, nor shall they be eligible for membership of the Board nor take part in the affairs of the Association otherwise than to receive notice of and to be present at the meetings of the Association but not to speak thereat. -Subject to this Rule they shall be entitled to the same services as Associates and to such privileges as may be prescribed by the Board.

1011.0 SUBSCRIPTIONS

- 1011.1 The annual subscription payable by <u>membersMembers</u> shall be determined from time to time by the Board.
- 10.2 A member's11.2 A Member, Associate and Subscriber's first annual subscription shall be payable on admission to membership and future annual subscriptions shall be payable in advance at yearly intervals thereafter. Provided the Board may provide for the abatement of a proportionate part of a subscription of any memberMember, Associate or Subscriber admitted as such during the currency of any financial year.
- 1011.3 The Board may decide to have subscriptions for its <u>membersMembers, Associates or</u> <u>Subscribers</u> payable in advance at half-yearly intervals.
- 1011.4 The subscription to be paid by an affiliated<u>Affiliated</u> association, an Associate and an associate <u>a Subscriber</u> shall be determined by the Board commensurate with the services to be rendered by the Association.
- 1011.5 Levies

If the Board at any time deems that an emergency has arisen making it advisable that a levy should be made, the Association by the giving of one week's written notice shall summon a Special General Meeting of <u>membersMembers</u> to consider whether such levy should be imposed, and if so, what amount.

- <u>1011</u>.6 <u>Unfinancial Members</u>
 - (a) Any <u>memberMember, Associate or Subscriber</u> failing to pay any levy within two months after notification thereof has been posted by the Association, or whose subscription is three months in arrears, shall be deemed 'unfinancial' and shall be disqualified from taking part in <u>or attending</u> any affairs of the Association. In default of payment of the amount of any levy or subscription within one month of the final

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demand, such levy or subscription may be recovered at law, subject to any limitation imposed by the <u>IR Act or the FW</u> Act, in proceedings instituted by the Association or a person duly authorised by the Board.

(b) Where a <u>memberMember</u> continues in default of this Rule for more than one month after the final demand, the name of the member may be removed from the Register of Members by the passing of a resolution by the Board. Such action shall be without prejudice to the right of the Association to recover any arrears of subscription or unpaid levy.

1112.0 REPRESENTATION

- 1112.1 A <u>memberMember</u> of the Association which is a firm, company or other incorporated body must appoint an authorised representative (Authorised Representative) to act for it in all matters connected with the Association.
- 1112.2 Where a <u>memberMember</u> has appointed an Authorised Representative in accordance with Rule 1112.1, the <u>memberMember</u> must provide to the Association evidence that the representative was duly appointed.
- 1112.3Upon the Board being satisfied of the validity of the appointment of the Authorised Representative, the Authorised Representative will be notified to represent the <u>memberMember</u> until the <u>memberMember</u> notifies the Association to the contrary. Where an Authorised Representative ceases to act for a <u>memberMember</u>, the <u>memberMember</u> may appoint another authorised representative in accordance with the provisions of this Rule
- 1112.4The Authorised Representative shall have all the privileges of a <u>memberMember</u> under these Rules (except the power of appointing an Authorised Representative under this Rule) and shall be eligible to hold office in the same way as an individual <u>memberMember</u>.
- 1112.5 Unless the Board decides otherwise, the Authorised Representative shall be a partner, director, general manager, chief executive officer, chair or proprietor of the <u>memberMember</u>.

1213.0 REGISTER OF MEMBERS AND OFFICERS

- 1213.1 The Association shall keep or cause to be kept a register of its <u>membersMembers</u> and register of its officers in accordance with <u>Part 11, Chapter 12, of the IR Act and the FW Act.</u>
- 1213.2 A <u>memberMember</u> who changes their notified address or place of business must notify the Association within one (1) month of the change.

1314.0 RESIGNATION

- 1314.1 A <u>memberMember, Associate or Subscriber</u> may resign from membership by written notice addressed and delivered to the Association.
- 1314.2 A notice of resignation takes effect:

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- (i) if the notice states a day or time after the notice is given when the resignation takes effect, on the day or time; or
- (ii) otherwise, when the notice is given
- **13**<u>14</u>.3 A notice delivered to the Association in accordance with rule <u>13</u><u>14</u>.1 shall be taken to have been received by the Association when it was delivered.
- **1314**.4 A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with rule **1314**.1.
- <u>1314.5</u> A resignation from membership of the Association is valid even if it is not effected in ______accordance with this rule if the <u>member_Member,</u> <u>Associate or Subscriber</u> is informed in writing by or on behalf of the ______
 Association that the resignation has been accepted.
- 14.6 Any dues payable but not paid by the former member in relation to a period before the member's resignation took effect, may be sued for and recovered in the name of the Association in a Court of competent jurisdiction, as a debt due to the Association.

1514.0 TERMINATION OF MEMBERSHIP

- 14<u>15</u>.1 If a <u>memberMember or Associate</u> ceases to be engaged in or as an employer in the <u>retail</u> industry (as defined), the membership of such <u>memberMember or Associate</u> may, subject to the member being accorded natural justice, be determined summarily by resolution of the Board provided however that such determination shall not affect the liability of the <u>memberMember or Associate</u> to pay all monies owing by the <u>memberMember or Associate</u> to the Association subject to any monetary limit imposed by the <u>IR Act, the FW</u> Act or the Corporations Act 2001 or pursuant to these Rules.
- 14<u>15</u>.2 Any dues payable but not paid by a former <u>memberMember or Associate</u> of the Association, in relation to a period before the <u>member'sMember or Associate's</u> resignation from the Association took effect, may be sued for and recovered in the name of the Association in the Industrial Magistrates Court, as a debt due to the Association, subject to any limitation imposed by the <u>IR Act or the FW</u> Act.
- 14<u>15</u>.3 A member <u>Member</u>, <u>Associate or Subscriber</u> who:
 - (a) if a natural person, is of general bad character;
 - (b) if a body corporate, whose constituent documents make provisions inconsistent with the purposes for which the Association was formed;

shall cease to be a memberMember, Associate or Subscriber of the Association.

- 14<u>15</u>.4 If a member shall:
 - (a) <u>infringeMember</u>, Associate or Subscriber infringes any of the rules of the Association;
 - (b) be guilty of any act, neglect, default, proceeding or practice which, the Board, in its discretion, may consider to be dishonourable, to be inconsistent with membership of the Association or such as may bring discredit on the Association; or
 - (c) in the opinion of the Board the interests of the Association require that any member shall cease to be a member;

the Board may, if it thinks fit, by notice in writing request the member Member, Associate or Subscriber to resign within a time to be specified in such notice and in default of the receipt of such resignation the -Board shall submit the question of the member's Member, Associate or Subscriber's expulsion to a special meeting of the Board to be called for that purpose. The member The Member, Associate or Subscriber whose expulsion is under consideration may attend such meeting and may show cause why they should not be expelled from the Association. If after giving fair consideration to the memberMember, Associate or Subscriber, two-thirds of the members of the Board present vote for the expulsion of such member, the memberMember, Associate or Subscriber, they shall thereupon cease to be a member. Member, Associate or Subscriber.

The voting at any such special meeting shall be by ballot if not less than five <u>membersMembers</u> present so demand. The ballot shall be conducted in such a manner as the Chair shall decide. A declaration by the Chair that a resolution has been duly passed or that it has been lost shall be conclusive.

14<u>15</u>.5 Members, <u>Associates or Subscribers</u> ceasing to be such from any cause whatsoever shall have no claim of any kind, monetary or otherwise on the Association or its assets.

<u>16</u>

15.0 AFFILIATED ASSOCIATIONS

- 1516.1 The Association may enter into affiliation arrangements with any other association with which it has a mutuality of interest or where the other association desires to access products or services provided by the Association. Such affiliation arrangement shall be subject to such terms and conditions as to rights and duties, including subscriptions, as the Board thinks fit.
- **1516**.2 Any association affiliated pursuant to Rule **1516**.1 may by the terms of affiliation be restricted in its rights and interests to any department or portion of the Association's activities.
- **1516.3** No such affiliation arrangements as provided for in Rules **1516**.1 and **1516**.2 however can entitle an Affiliated Association to hold any office with the Association either as office bearer or board member, and no such affiliation arrangements can entitle the Affiliated Association to vote in any election or on any alteration of the Rules of the Association.
- 1516.4 The Board may make provision for preserving the identity of the affiliating body or of merging it into the Association and may make provision for a smaller subscription than is required from members<u>Members</u> generally.
- 1516.5 Affiliated Associations shall be entitled to send a representative to attend the Association's Annual General Meeting, but such representative shall not be entitled to vote or speak at such Annual General Meeting.

16.0 ASSOCIATES AND SUBSCRIBERS

<u>16.1 Associates</u>

An individual, firm, corporation or other entity whether incorporated or unincorporated which is not eligible for membership of the Association may be admitted as an Associate to the Association if in the opinion of the Board such individual, firm, corporation, or other entity has an interest in or in connection with the retail industry.

16.2

16.3 Subscribers

An individual, firm, corporation or other entity whether incorporated or unincorporated operating in the retail industry may be admitted as a Subscriber upon such fee and such terms as determined by the Board.

16.4

17.0 GENERAL MEETINGS

17.1 Annual General Meeting

- (a) An Annual General Meeting of the Association must be held at least once in each calendar year, within five (5) months of the end of the financial year. All general meetings other than Annual General Meetings are called "Special General Meetings."
- (b) A notice of a general meeting shall:
 - (i) give at least twenty-one (21) days notice of the meeting: and
 - (ii) specify the place, the day, and the time of the meeting: and
 - (iii) state the general nature of the business to be transacted at the meeting
- (c) General meetings of members of the Association shall be held at a place to be determined by the Board.
- (d) The business of the Annual General Meeting shall be:
 - (i) the reception, discussion and consideration of any annual financial reports, Director's reports and Auditor's report.;
 - (ii) announce any new members of the Board in place of those retiring;
 - (iii) to elect the Auditors of the Association for the ensuing year and fix the remuneration of the Auditors; and
 - (iv) any other business which under these rules ought to be transacted at the annual general meetingAnnual General Meeting.

17.2 Special General Meeting

- (a) The Board may whenever it thinks fit convene a Special General Meeting
- (b) Where:
 - (i) not less than 50 <u>membersMembers</u> make a signed and written request to the Board to convene a Special General Meeting; and

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(ii) the request states the object or purpose of the meeting proposed to be called; and

(iii) the request is delivered to the registered office of the Association;

then the Board must convene a Special General Meeting for the object or purpose specified within sixty days of the request being delivered to the Association. Provided that the Board may exercise a discretion to add additional matters for consideration at such Special General Meeting.

17.3 Proceedings at General Meetings

(a) No business shall be transacted at any general meeting unless a quorum of <u>membersMembers</u> or their authorised representatives is present at the time when the meeting proceeds to business. A total of seven <u>membersMembers</u>, or authorised representatives of <u>membersMembers</u>, or any combination of both, personally present shall be a quorum.

[Change to clause 17.3(a) ratified at 2010 AGM – ASIC Notified of Change]

- (b) If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of <u>membersMembers</u>, shall be dissolved. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place; and if at the adjourned meeting a quorum of <u>membersMembers</u> is not present within half an hour from the time appointed for the meeting, the <u>membersMembers</u> present shall be a quorum.
- (c) The Chairperson, or in his/her absence, the Deputy Chairperson, shall chair every general meeting of the Association. If at any such meeting neither the Chairperson nor the Deputy Chairperson is present within fifteen (15) minutes after the time appointed for the meeting, or is unwilling to chair the meeting, the <u>membersMembers</u> present shall choose one of their number to be Chair.
- (d) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the results of the show of hands) demanded by at least five <u>membersMembers</u>, and unless a poll is so demanded a declaration by the Chair that a resolution has, on the show of hands, been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour for/ or against that resolution.
- (e) If a poll is duly demanded, it shall be taken in such a manner as the Chair directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chair may determine the admissibility of any vote.
- (f) In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

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- (g) A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll on any other question shall be taken at such time during the meeting as the Chair of the meeting directs. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A demand for a poll may be withdrawn.
- (h) On a show of hands or on a poll every <u>memberMember</u> present in person or by its duly appointed representative as herein provided shall have one (1) vote.
- Votes may be given by the <u>memberMember</u> in person, by an Authorised Representative of the <u>memberMember</u>, or by proxy in accordance with rule 17.3(j). An instrument appointing a proxy must be in writing and in a form similar to that set out in Schedule 1.
- (j) A <u>memberMember</u> or an Authorised Representative of a <u>memberMember</u> of the Association may appoint any partner, director, general manager, secretary, senior executive officer or proprietor of the <u>memberMember</u> or the <u>member'sMember's</u> business to act as their proxy at any meeting of the Association. The instrument appointing a proxy shall be received by the Association at least twenty-four (24) hours before the time of holding the meeting at which the person named in such instrument proposes to vote.
- (k) A matter may be submitted to a vote of the <u>membersMembers</u> of the Association if a resolution to this effect is passed by the Board or at a general meeting of the Association.
- In the event of such a resolution, the Association shall notify every member concerned of the meeting at which the vote is to take place or of the arrangements for any ballot which is to be held by post and shall ensure that every financial <u>memberMember</u> concerned be given the opportunity of voting at such meeting or ballot.
- No <u>memberMember</u> shall be entitled to vote at any general meeting unless all moneys presently payable by that <u>memberMember</u> to the Association have been paid.

18.0 BOARD MEETINGS

- 18.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it sees fit, but, unless otherwise decided by the Board, shall meet not less than four times a year. Without limiting the discretion of the Board to regulate its meetings the members of the Board may, if they think fit, confer by any means of instantaneous audio or audio/visual communication and a resolution passed by such a conference shall, notwithstanding that the members of the Board are not present together in one place at the time of the conference, be deemed to have passed at a meeting of the Board held on the day on which and at the time at which the conference was held provided that:
 - (a) reasonable steps shall have been taken to give prior notice of the conference to all members of the Board for the time being entitled to receive notice of a meeting of the Board; and
 - (b) each of the members of the Board participating in the conference shall be able to hear each of the other members participating in the conference.
- 18.2 Questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In the case of an equality of votes the Chair of the meeting shall have a second and casting vote.

- 18.3 With effect from the date of the 2006 Annual General Meeting, the quorum necessary for the transaction of the business of the Board shall be five.
- 18.4 The continuing members of the Board may act notwithstanding any casual vacancy in the Board, but if and so long as their number is reduced below the number fixed by these Rules as the minimum number of members of the Board, the continuing members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Association, but for no other purpose.
- 18.5 The Chairperson or Deputy Chairperson shall preside at meetings of the Board but if no such chair is present within five minutes after the time appointed for the meeting the members present may choose one of their number to chair the meeting.
- 18.6 The Board shall cause minutes to be made:
 - (a) of all appointments of officers;
 - (b) of the names of all <u>members Members, Associate, Subscribers</u> and members of the Board present at all meetings of the Association and- of the Board; and
 - (c) of all proceedings at all meetings of the Association and the Board.

Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.

19.0 NOTICE OF MEETINGS

19.1 A notice may be served by the Association upon any <u>memberMember</u> either personally or by sending it through the post in a prepaid letter, envelope or wrapper or by facsimile or electronic mail addressed to such <u>memberMember</u> at his/her registered place of address.

Each <u>memberMember</u> shall notify the Association of an address which shall be deemed the <u>member'sMember's</u> registered address for the purpose of these Rules.

- 19.2 Any notice sent shall be deemed to have been served:
 - (a) in the case of a letter, envelope or wrapper on the day following that on which the letter, envelope or wrapper containing the same is posted.
 - (b) in the case of facsimile or electronic mail on the day it was sent.

In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and stamped and put into the post office or in the case of a facsimile or electronic mail message properly sent. A certificate in writing signed by the Association that the letter, envelope or wrapper containing the notice was so addressed, stamped and posted or in the case of a facsimile or electronic mail message that the same was properly sent shall be conclusive evidence thereof.

19.3 The signature to any notice to be given by the Association may be written or printed.

20.0 BOARD

Rules of the National Retail Association Limited – August 2007 September 2017 Vrs. 6 Incorporating. Alterations Approved at 2010 AGM

- 20.1 With effect from the date of the 2006 Annual General Meeting, the Board shall comprise a minimum of three (3) and a maximum of nine (9) directors, and shall be constituted as follows:
 - (a) <u>NRA</u> Chairperson
 - (b) <u>NRA</u> Deputy Chairperson
 - (c) Not more than 7 other directors
- 20.2 No fewer than seven (7) directors must be <u>membersMembers</u>, or Authorised Representatives of <u>membersMembers</u>, of the Association. With effect from the date of the 2005 Annual General Meeting, up to two directors may be appointed <u>or elected</u> who are not <u>membersMembers</u>, or Authorised Representatives of <u>membersMembers</u>, of the Association.
- 20.3 Subject to the transitional provisions set out in clause 20.5 which provide for lesser terms than three years, directorsDirectors other than non-memberMember directors shall hold office for three years. Non-memberMember directors shall hold office for a period determined by the Board, but such period must not exceed three years.
- 20.4 All directors shall be eligible for re-appointment<u>election</u> at the expiration of their term of office.
- 20.5 The following transitional provisions will apply to the appointment of directors at the 2006 Annual General Meeting:
 - (a) All directors shall retire from office at the 2006 AGM (and shall be eligible for re appointment)
 - (b) At the 2006 annual general meeting three directors (determined by a resolution of those members attending the AGM) will be appointed for a three year term, three directors (determined by a resolution of those attending the AGM) will be appointed for a two year term, and the remaining directors will be appointed for a one year term.
- (c) Following the expiration of these terms of office, directors shall be eligible for reappointment. Any director (other than a non-member director) re-appointed after such term of office shall be appointed for a three year term. A non-member director re-appointed after such term of office shall be appointed for a period to be determined by the Board, but such period shall not exceed three years.<u>20.5</u> Deleted.
- 20.6 The remuneration to be paid to members of the Board shall be determined by the Board.

21.0 POWERS OF THE BOARD

- 21.1 The management of the business and the control of the affairs of the Association shall be vested in the Board which without limiting the generality of the foregoing shall have the following specific powers:-
 - (a) to adopt such measures as it from time to time deems expedient for the purpose of giving effect to the objects of the Association or any of them;
 - (b) to purchase, take in exchange, or on lease or otherwise acquire and for any estate or interest therein, any real or personal property rights or privileges, which the Association is authorised to purchase or acquire and which it may deem requisite or expedient to acquire for the purpose of the Association's business and at its discretion to sell, subdivide, let, exchange, dispose of and generally control any property of the Association on such terms as it thinks fit;

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- (c) at its discretion to pay for any property, rights or privileges acquired by or services rendered to the Association, either wholly or partially in cash or in bonds, debentures or other securities of the Association and any bonds, debentures or other securities, may be either specifically charged upon all or any part of the property of the Association, or not so charged;
- (d) to secure the fulfilment of any contracts or engagements entered into by the Association by mortgage or charge of all or any of the property of the Association for the time being or in such other manner as it may think fit;
- (e) to raise or borrow money in the name of or otherwise on behalf of the Association as it may from time to time think expedient, and to secure the repayment thereof or the fulfilment or discharge of any liability, guarantee or obligation of or undertaking by the Association in such manner and upon such terms and conditions as it thinks fit, and in particular by the issue of bills or notes, by mortgage or charge of or on any of the property or assets of the Association, both present and future;
- (f) to institute, conduct, defend, compound, or abandon, any legal proceedings by or against the Association or its staff, or otherwise concerning the affairs of the Association, and also to compound and allow time for payment of satisfaction of any debts due, and of any claims or demands by or against the Association;
- (g) to make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association;
- (h) to draw, accept, make, endorse, transfer, discount, guarantee and negotiate such cheques, bills of exchange and promissory notes and give such indemnities and guarantees and enter into such obligations as may seem to it to be expedient for the purposes of the Association;
- to invest and deal with any moneys of the Association not immediately required for the purposes thereof upon securities and in such manner as it may think fit, and from time to time or vary or realise such investments;
- (j) to enter into all such negotiations and contracts, and rescind and vary all such contracts, and execute, and do all acts, deeds, and things, in the name and on behalf of the Association as it may consider expedient for or in relation to any of the matters aforesaid, or otherwise for the purposes of the Association;
- (k) to entrust to, delegate to or confer upon any member of the Board or any Committee of the Board or to any member of the salaried staff of the Association or agent of the Association such of the powers or duties of the Board as it sees fit and as may properly be so entrusted, delegated or conferred according to the laws of the Commonwealth of Australia and the State of Queensland;
- (1) to affiliate the Association with, and consent to the affiliation with the Association of any organisation, association or body corporate or incorporate, having objects altogether or in part similar to those of the Association, upon such terms and conditions and subject to the payment of such fees for subscription (if any) as the Board may think fit, and at any time to terminate or cancel such affiliation by or with the Association;
- (m) to purchase or otherwise acquire and undertake all or part of the property, assets, liabilities and engagements, of any one or more of the associations, companies, firms or chambers with which this Association is authorised to amalgamate, affiliate, fuse

or ally and to transfer all or any part of the property, assets, liabilities and engagements of this Association to any one or more of the associations, companies, firms or chambers with which this Association is authorised to amalgamate, affiliate, fuse or ally;

- (n) to appoint and dissolve subcommittees with such delegated powers and with such instructions and for such purposes as the Board may think proper and as may properly be so entrusted, delegated or conferred according to the laws of the Commonwealth of Australia and the State of Queensland;
- to appoint and dissolve advisory committees (the members of which need not be members of the Board) to inquire and report and give technical and other advice on any subjects of interest to the Association or its <u>membersMembers</u>;
- (p) from time to time to make and alter, vary and rescind such by-laws for the carrying out of these Rules, to put into effect the powers and authorities thereby vested in the Board, and for regulating the conduct and proceedings of the Association and of the Board meetings and generally to provide for all such matters and things relating to the management of the property of the Association and to the conduct of its business are not inconsistent with or repugnant to these Rules or the <u>IR Act or the FW</u> Act or required to be done by the Association in General Meeting;
- (q) to make demands or claims in connection with industrial matters on behalf of <u>membersMembers</u> of the Association on any organisation, trade union or body of employees and to submit claims, industrial disputes or questions as to any industrial matter to the Queensland Industrial Relations Commission or Fair Work Commission for conciliation or arbitration, or to any court, board or other tribunal or authority empowered to deal with the same;
- (r) to enter into industrial instruments with any organisation, trade union or association or body of employees or employers.
- (s) to give assistance to any <u>member of Memberof</u> the Association charged with a breach of any law, regulation, or award, involving a question of principle or of an established custom affecting <u>membersMembers</u> of the Association;
- (t) to set up, alter and dissolve any technical, educational or advisory bureaux for the benefit and use of <u>members</u><u>Members</u>, <u>Associate or Subscribers</u>;
- (u) to make regulations and/or by-laws dealing with the conduct of business, the relations of <u>members Members, Associate and Subscribers</u> one to another and to impose ethical and business standards and codes on the <u>members Members, Associate and Subscribers</u> of the Association; and
- (v) to do all such things either alone or in combination or association with any company, corporation, association or partnership or person as are incidental or conducive to the attainment of the objects and/or powers of the Association;
- (w) The Board may authorise any member of the Executive Committee or the staff of the Association to sign documents on behalf of the Association.
- 21.2 Any Officer of the Association must notify (in the prescribed manner) the Industrial Registrar of the existence or likelihood of industrial disputes.

22.0 COMMITTEES

- 22.1 The Board may delegate any of its powers to a committee or committees of two or more directors. A director may sit on more than one committee.
- 22.2 A committee to which powers are delegated must exercise those powers subject to the directions of the Board. Such committee shall report to the Board as the Board deems fit, and the Board may consider, approve, amend, reject or veto resolutions or decisions of such a committee.
- 22.3 The members of such a committee may elect one of them as chairperson of their meetings. The chairperson may be elected for all meetings of the committee.
- 22.4 Where such a meeting is held and:
 - (a) a chairperson has not been elected under sub-clause 22.3 herein; or
 - (b) the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the members present may elect one of them to be chairperson of the meeting.

- 22.5 A committee may meet and adjourn as it thinks proper_
- 22.6 Questions arising at a meeting of a committee shall be determined by a majority of votes of the members present and voting.
- 22.7 In the case of an equality of votes, the chairperson, in addition to his/her deliberative vote (if any), has a casting vote-.

23.0 CHAIRPERSON AND DEPUTY CHAIRPERSON

- 23.1 The Chairperson in all official relations of the Association shall take precedence over all other members of the Board. The Chairperson shall preside at all General Meetings and all other meetings of the Association at which the Chairperson is present.
- 23.2 If the Chairperson shall be unable at any time to perform his/her duties, such duties shall be undertaken by the Deputy Chairperson The Deputy Chairperson shall give to the Chairperson such assistance in carrying out his/her duties as he/she shall require.

24.0 DELETED

25.0 VACATION OF OFFICE

The office of a member of the Board shall be vacated:

- (a) if he/she <u>shall cease was a Member and subsequently ceases</u> to be a <u>memberMember</u> of the Association or to be an authorised representative of a <u>memberMember</u>;
- (b) if he/she is absent from three consecutive meetings of the Board without special leave of absence from the Board and the Board resolves that his/her office be vacated;
- (c) if he/she retires from office;
- (d) If in the opinion of the majority of <u>membersMembers</u> voting at a General Meeting held after the giving of appropriate notice in accordance with the Corporations Act, they are guilty of

misappropriation of the funds of the Association or a substantial breach of the rules, or of gross misbehaviour or gross neglect of duty, providing the person concerned has been given adequate opportunity to attend such meeting and be heard in their defence.

- (e) If a member shall:
 - become bankrupt or make an assignment for the benefit of his/her creditors or execute any Deed of Arrangement or of composition with his/her creditors or attempt to take the benefit of any statutory provision for the liquidation of his affairs or being a company shall pass any resolution for its voluntary winding up or if an order is made for its winding up (except in any case for the purpose of reconstruction or amalgamation);
 - (ii) become lunatic or a mentally sick person; or
 - (iii) be convicted in any Court of Law of any crime or of an offence involving fraudulent intent or otherwise be prohibited by law from holding office.

26.0 ALTERATION OF RULES

- 26.1 These Rules may be altered from time to time by resolution passed at a general meeting provided that at least 21 days' notice in writing of the proposed amendments shall have been sent to all membersMembers.
- 26.2 The Board shall have the power to repeal, alter or add to any rule for the purpose only of obtaining the consent of or certification by the Registrar to an alteration to the rules pursuant to the <u>IR Act or the FW</u> Act or to enable an altered rule to be registered or to remove a ground of objection taken by an objector in accordance with the regulations under the said <u>IR Act or FW</u> Act or by the Registrar under the said Act.

27.0 ACTS OF BOARD MEMBERS

- 27.1 Any member of the Board may retire from his/her office upon giving one month's notice of his/her intention to so do addressed to the Board as appropriate and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.
- 27.2 No member of the Board shall be disqualified by his/her office from rendering or performing as a <u>memberMember</u> of the Association any work or service for the Association whether for remuneration, share of profits or otherwise.
- 27.3 No member of the Board shall be disqualified by his/her office from holding any office or place of profit under the Association or under any company in which this Association shall be a shareholder or otherwise interested, or from contracting with the Association either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Association in which any member of the Board shall be in any way interested be voided nor shall any member of the Board be liable to account to the Association for any profit arising from any such office or place of profit or realised by any such contract or arrangement by reason only of such member holding that office or of the fiduciary relations thereby established but it is declared that the nature of his/her interest must be disclosed by him/her at the meeting of the Board at which the contract or arrangement is determined if his/her interest.

No member of the Board shall vote as such in respect of any contract or arrangement in which he/she is so interested as aforesaid and such member must not remain at the meeting when the matter is being considered. A general notice that a member of the Board is a member of any specified firm or company and is regarded as interested in all transactions with that firm or company shall be a sufficient disclosure under this Rule as regards such member and the said transactions and after such general notice it shall not be necessary for such member to give a special notice relating to any particular transaction with that firm or company.

28.0 APPLICATION OF INCOME AND PROPERTY

28.1 The income and property of the Association wheresoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in these Rules and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members Members. Associated or Subscribers of the Association. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any Barrister or Solicitor or to any person not being a member Member, Associate or Subscriber of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding ten (10) per centum per annum on any money borrowed from or lawfully due to any member Member, Associate or Subscriber of the Association or to the payment to any member Member, Associate or Subscriber of the Association or to the payment to any member Member, Associate or Subscriber of the Association or to the payment to any member Member, Associate or Subscriber of the Association or to the payment to any member Member, Associate or Subscriber of the Association or to the payment to any member Member, Associate or Subscriber of the Association or to the payment to any member Member, Associate or Subscriber for any occasional service.

28.2 No loan, grant or donation of any amount exceeding one thousand dollars (\$1000.00) shall be made by the Association unless the NRA Board has:

(a) satisfied itself:

(i) that the making of the loan, grant or donation would be in accordance with these Rules; and

(ii) in relation to a loan - that, in the circumstances, the security proposed to be given for the repayment of the loan is adequate and that the proposed arrangements for the repayment of the loan are satisfactory; and

approved the loan, grant or donation; but the foregoing shall not apply to any payments made by the Association by way of provision for, or reimbursement of, out-of-pocket expenses incurred by persons for the benefit of the Association.

29.0 INVESTMENT

(b)

The Board may invest any money from time to time in its hands in the name of the Association:

- (a) in any investment for the time being authorised as investments of trust money;
- (b) in any of the stock or securities of the Commonwealth or any of the States or Territories thereof or of any municipal corporation or power, gas or local authority or any public undertaking or government instrumentality;
- (c) upon the security of real property in any part of the Commonwealth; and

(d) in such other manner as may from time to time be authorised by a general meeting of the Association.

30.0 PROPERTY

All property which may be acquired or be purchased with the moneys of the Association or be donated to the Association shall be vested in the Association and the Board shall have the power to control and invest the same in the name of the Association. At the direction and discretion of the Board the Association may buy and sell at auction or by private contract any freehold or leasehold property, take on or licence any property and expend monies on the renovation, alteration and improvements of such property or purchase any land and erect buildings thereon for the purpose of furthering any of the objects of the Association and lease or hire any such property and mortgage or encumber such property.

31.0 AUDIT

- 31.1 An Auditor shall be appointed by the Association at each Annual General meeting. A duly audited financial statement of accounts covering the preceding financial year, together with a balance sheet shall be caused to be prepared by the Board to be audited by the Auditor and be presented to the Annual General Meeting.
- 31.2 The Auditor shall hold office from the time of appointment unless terminated by resolution passed at an Annual General Meeting of the Association, he/she has died or retired and any casual vacancy occurring in the office of Auditor may be filled by resolution of the Board.

32.0 ASSOCIATION ACCOUNTS

- 32.1 The Board shall cause proper books of accounts to be kept by the Association recording a true account of the financial transactions of the Association, and of all income and expenditure, and the assets, credits and liabilities of the Association.
- 32.2 The Board shall in accordance with these Rules cause the books of account to be maintained completely written up as herein before required and at the end of each financial year of the Association, shall cause to be prepared a Financial Report, including statement of income and expenditure and a Balance Sheet for such financial year, which shall be submitted to the Board for its approval and then to the Auditors of the Association not later than the fourteenth day prior to the Annual General Meeting.
- 32.3 A committee appointed by the Board shall receive and examine all accounts against the Association, and shall submit them to the Board at its next meeting after such account shall have been received and with such comments and memoranda with regard thereto as to him/her may seem proper.
- 32.4 Cheques shall be signed by such persons as may from time to time be authorised by the Board.
- 32.5 All cheques, negotiable instruments and moneys belonging to the Association shall forthwith, upon receipt, be paid to such bankers as shall from time to time be nominated by the Board to the credit of the Association.
- 32.6 It shall be the duty of a committee appointed by the Board to certify as to the correctness of accounts for payment, and no statement of receipt and expenditure or balance sheet shall be submitted to any meeting of the Association unless the same shall have first been certified as correct by the committee.

33.0 EXECUTIVE DIRECTOR

- 33.1 An Executive Director may be appointed by the Board on such terms as it thinks fit with the following powers and duties:
 - (a) to execute any document on behalf of the Association
 - (b) to manage the affairs of the Association in accordance with any direction given by the Board or Executive Committee for the purpose of implementing:
 - (i) existing policy of the Association; or
 - (ii) decisions concerning the Association
 - (c) to enforce the rules of the Association, or the performance of functions in relation to the enforcement of such rules in accordance with directions given by the Board or Executive Committee for the purpose of implementing:
 - (i) existing policy of the Association; or
 - (ii) decisions concerning the Association
 - (d) to convene a meeting of the Board or Executive Committee
- 33.2 The Executive Director, in addition to duties elsewhere specified in these Rules shall cause to be kept:
 - (a) a faithful record of the business transacted at all meetings of the Association, or any Committee thereof; and
 - (b) a register of members<u>Members</u> in accordance with Rule 12.
- 33.3 He/she shall cause to be issued:
 - (a) notices of all resolutions, decisions, amendments in Association Rules, regulations, Agreements and of all meetings connected with the Association; and
 - (b) all notices and returns required to be given by or on behalf of the Association under any Act of Parliament.
- 33.4 He/she is hereby authorised on behalf of the Association to bring or defend, or cause to be brought or defended, any action, prosecution or complaint in any Court of Law and/or Arbitration touching or concerning any property or any right or claim to property of the Association, and in particular to sue for or institute proceedings in respect of arrears of contributions, subscriptions, fees, levies, fines or any other moneys payable by members/Members, Associate or Subscribers to the Association, subject to any limitations imposed by the IR Act or the FW Act. He/she, and any other member of the salaried staff of the Association, to whom he/she delegates authority, is also authorised to represent and appear on behalf of the Association or any member/Member thereof in any such Court in any proceedings concerning the Association or any member/Member thereof.
- 33.5 For the sake of clarification, the Executive Director is not a "Director" as defined by the Corporations Act 2001 and is not a member of the Board."

34.0 SEAL

The Board shall provide for the safe custody of the seal and the seal shall never be used except by the authority of the Board and in the presence of two members of the Board at the least who shall sign every instrument to which the seal is affixed.

35.0 DISSOLUTION

- 36.1 For the dissolution of the Association the affirmative vote of the majority of the financial <u>membersMembers</u> attending a special general meeting shall be requisite such meeting having been duly called by circular stating the object of the meeting.
- 36.2 If upon the dissolution of the Association there remains after the satisfaction of all its debts and liabilities and property whatsoever the same shall not be paid to or distributed among the <u>membersMembers</u> of the Association but shall be given or transferred to some other institute or institutions having objects similar to the objects of the Association to be determined by the <u>membersMembers</u> of the Association at or before the time of the dissolution.

36.0 AUTHENTICATION OF DOCUMENTS

- 36.1 Subject to the requirements of the Rules of Court or Tribunal, a document made by the Association is sufficiently authenticated if it is signed by;
 - (a) The Chairperson or Deputy Chairperson; or
 - (b) a person authorised to sign the document by a resolution of the Board
- 36.2 A legal form or industrial proceedings may be signed in the usual way by an authorised employee of the Association.

37.0 INDEMNITY

Every member of the Board, officer of the Association and other person acting with the authority of the Association shall be entitled to be indemnified out of funds of the Association in respect of all acts, matters and things done and suffered by him/her in the exercise or bona fide purported exercise of the authority.

38.0 APPOINTMENT OF DIRECTORS ELECTIONS

38.1 Directors may be appointed as follows

In the caseScheme of non member directors, by the Board. However such appointment must be confirmed at the next General MeetingElections

The elections of the Association-

In the case of other directors:

(a) by the Board; or

- (b) by resolution at a general meeting of the Association following a nomination shall be carried out in accordance with Rule 38.5. the following scheme:
 - (a) <u>38.2</u> All members shall elect the NRA Board.

- (b) A <u>memberMember</u> of the association cannot be represented at Board level by more than one director.
- (c) <u>38.3</u> The <u>NRA</u> Board has the power to appoint directors either to fill a casual vacancy, to replace a retiring director, or as an addition to existing directors, but the total number of directors shall not at any time exceed the number prescribed in Rule 20.1. Provided that a casual vacancy must be filled by ordinary election if the unexpired part of the term of office is longer than three-quarters of the full term, namely twenty-seven (27) months. <u>Such election shall be conducted in accordance with the provisions of Rule 38.4 for the office, with the necessary changes.</u>
- (d) <u>38.4</u> Where a person is appointed to the Board pursuant to Rule 38.1(<u>(c) for</u> a) or Rule 38.3 period shorter than three-quarters of the full term, namely twenty-seven (27) months, the appointment must be confirmed by resolution at the next annual general meetingAnnual General Meeting of the Association.
- (e) <u>38.5 A member, or an Authorised Representative of a member The NRA</u> Board shall elect by and from its number the following as the 'Office Bearers' of the NRA:-NRA Chairperson and NRA Deputy Chairperson.

38.2 Nominations

- (a) Any Member of the Association, may seek shall be entitled to be appointed a member of the Board provided that at least sixnominate any other Member for election, or a non-Member for election, subject to rule 20.2.
- (b) Only members elected of the Association, including Authorised Representatives of members, have<u>NRA</u> Board shall be eligible to nominate, to be nominated such person for membership of the Board and to vote in the election of Office Bearers.
- (c) <u>38.6 Any such nominations Nominations</u> shall be in writing, giving the name and address of the nominee and shall be signed by the <u>nominators nominator</u> and assented to in writing by the nominee. Nominations must be returned to the registered office of the Association at least 7 days prior to the date of the next annual general meeting of the Association.
- 38.7 Subject to the provisions of clause 38.1, all nominations for membership of the Board shall be tabled at the next Annual General Meeting. Appointments to the Board will be made by resolution of the AGM
- 38.8 The members of the Board must appoint one of the directors as Chairperson and another director as Deputy Chairperson. The members of the Board may determine the period for which the Chairperson and Deputy Chairperson will hold office, provided that such period must not exceed three years. After the expiration of the period of office, the Chairperson and Deputy Chairperson are eligible for re appointment.
- 38.9 A director may stand as a candidate for the position of Chairperson or Deputy Chairperson provided that at least one other director has nominated the person for Chairperson or Deputy Chairperson.

	38.10	If more than one person is nominated for either position, the matter shall be put to the vote and decided on a show of hands unless a secret ballot is requested by no less than
	<u>(d)</u>	three directors. Nominees for election to the NRA Board shall identify the states wherein they represent retail stores.
<u>38.3</u>	Electio	n of Office Bearers
		fice Bearers shall be elected in accordance with the principles and procedures in Rules 8.4 and 38.5 hereof.
38.4	Conduc	ct of Election
	Every e	election shall be conducted as follows:
	(a)	The NRA Board shall appoint a Returning Officer not being the holder of any other office in and not being an employee of the Association, and who shall not be a candidate at the election. Such appointments shall be made at an NRA Board meeting not later than December in each alternate year commencing from 2017.
	<u>(b)</u>	Notice that an election will be held enclosing a nomination form and advising of the closing date for nominations shall be forwarded by the relevant Returning Officer as follows:
		(i) Election of NRA Board
. <u></u>		The roll of voters for any ballot is to be closed fourteen (14) days before the day on which nominations for the election open.
_		Notice and nomination form to be posted to each Member entitled to vote at the election, by 5 March in each alternate year commencing from 2018 and not less than fourteen (14) days nor more than twenty-eight (28) days before the closing date for nominations.
		(ii) Election of NRA Office Bearers
		Notice and nomination form to be posted or handed to each member - elect of the NRA Board - within three (3) days after the declaration of the election of the NRA Board and not more than seven (7) days before the closing date for nominations.
	(c)	If there be no more candidates than the number required to be elected those nominated shall be declared to be elected and if there be more candidates for any office than required to be elected an election by secret ballot shall be held. Pending the declaration of the result of any such election the persons holding office shall retain office.
	(d)	The Returning Officer shall issue the necessary ballot paper initialled by him/her, a declaration envelope and a prepaid envelope, both in the form prescribed by the FW Act in a sealed envelope to be handed or posted to each member entitled to vote not less than fourteen (14) days before the closing date for voting.
	(e)	Such ballot paper shall set out:

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		(i) the description and number of offices to be filled;
		(ii) the name of each candidate for each office to be filled;
		(iii) instructions that the voting member is to strike out from the ballot paper the name of each candidate for whom he does not desire to vote and thereafter to fold the ballot paper so that the marking thereon is not visible until unfolded; and
		(iv)the name and address of the Returning Officer to whom the ballot papers shall be returned, the closing date and the time for receipt of votes and instructions that the ballot papers shall be placed in the declaration envelope and returned to the Returning Officer in the prepaid envelope.
	(f)	The ballot papers shall be placed in the declaration envelope and returned in the prepaid envelope to the Returning Officer on or before the closing date fixed for voting.
	(g)	The non-receipt of a ballot paper by a member entitled to vote, or the non-return of a ballot paper or the return of a ballot paper improperly filled in or not enclosed in a sealed envelope, shall not invalidate the ballot. If the Returning Officer finds that a nomination is defective, he/she must, before rejecting the nomination, notify the person concerned of the defect and, where practicable, give the person the opportunity of remedying the defect within a period of not less than seven (7) days after the person is notified.
	(h)	No voter shall vote for a greater or lesser number of candidates than the number directed on the ballot paper and any vote or ballot paper contrary to this provision or otherwise improperly filled in shall be informal.
	(i)	The Returning Officer shall arrange for the use of a post office box or other receptacle to which ballot papers may be returned to him and arrange for the same not to be opened by any other person.
	(j)	The Returning Officer shall count the votes indicated upon the ballot papers which are properly marked. The candidates who receive the greatest number of votes shall be progressively elected until all offices are filled.
	(k)	If two or more candidates receive an equal number of votes and one or more of them has to be excluded, the Returning Officer shall decide by lot which of them shall be excluded.
	(1)	The Returning Officer shall arrange for votes to be counted and shall within three days after the closing date for voting declare the result of the ballot to the Members of the Association by post or in such manner as the NRA Board may from time to time prescribe and the candidate or candidates declared elected shall assume office from the date of the next Annual General Meeting.
	(m)	Every person concerned in the ballot shall ensure as far as practicable that no irregularity occurs in the ballot.
<u>38.5</u>	Scrutin	neers
	(a)	Each candidate at any election shall have the right, if he/she so desires, to appoint before the closing of the ballot a scrutineer to represent him/her at the ballot; and shall give notice of any such appointment of a scrutineer in writing to the Returning Officer.
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(b)	Every scrutineer shall, so far as is possible having regard to the time of his/her
	appointment have the following rights and duties:
	(i) to be present with the Returning Officer when the ballot papers are being forwarded and to watch the interests of the person whom he/she represents; and
	(ii) to be present with the Returning Officer when the ballot papers are opened and
	when the votes are counted and to watch the interests of the person whom he/she represents, but no election shall be vitiated by reason of the fact that a scrutineer does not exercise any all of his/her rights or duties if he has a reasonable opportunity to do so.
(c)	Scrutineers shall have the right to question the inclusion or exclusion of any ballot paper,
	however, the decision of the Returning Officer shall, subject to the IR Act and the FW
	Act, be final.
<u>(d)</u>	Scrutineers may not remove, mark, alter or deface any ballot paper or other documents

39.0 LIMITATION OF LIABILITY

used in the ballot.

Every <u>memberMember or Associate</u> of the Association undertakes to contribute to the property of the Association in the event of the same being wound up while they are a <u>member-Member or</u> <u>Associate Member (or within a period of one (1) year after they cease to be a <u>Member or Associate</u> member_) for payment of the debts and liabilities of the Association (contracted before the person ceases to be a <u>Member or Associate</u> member) and of the costs, charges and expenses of winding up and for the adjustment of any rights of the contributories amongst themselves, such amount as may be required but in any event not exceeding the sum of \$10.00..</u>

40.0 TRANSITIONAL ARRANGEMENTS

- 40.1 The provisions of this rule shall prevail over any conflicting provisions in the Rules.
- 40.2In this rule "Commencement Date" shall mean the day after the date upon which the changes to
Rule 38 are voted on and approved by a majority of members, on 25 August 2017.

 40.3
 On the Commencement Date, all offices existing under the Rules prior to the Commencement

 Date (including offices in Divisions) are abolished and all persons holding any such office shall

 cease to hold that office.

 40.4
 On and from the Commencement Date there shall be an NRA Transitional Board and the following persons, each of whom held an office in the NRA immediately prior to the Commencement Date, shall hold office as a member of that Board:

Name	Office held
Mark Brodie	NRA Chairperson
Ian Winterburn	NRA Deputy Chairperson
Geoff Hogg	NRA Board Member
Tim Schaafsma	NRA Board Member
Kristine Skippington	NRA Board Member

and together the foregoing persons shall constitute the NRA Transitional Board.

- 40.5 The persons appointed to the offices prescribed pursuant to Rule 40.4 shall hold office until their respective successors are declared elected in elections to be conducted under these Rules.
- 40.6Any casual vacancy occurring in any office of the NRA Transitional Board may be filled by the
remaining members of that Board from amongst Members of the NRA willing to serve, provided
that they shall hold office only for so long only as that office could have been held by the member
who vacated that office.
- 40.7
 On the Commencement Date, the NRA Transitional Board may exercise all of the powers of the

 NRA Board as prescribed by these Rules, and any person appointed as an Office Bearer pursuant

 to Sub Rule 40.6 shall exercise all of the powers of the equivalent office under these Rules.
- 40.8
 On the Commencement Date, all property and assets administered or controlled by a Division or the NRA Board prior to the Commencement Date, shall be thereafter administered by the Transitional NRA Board in accordance with the Rules.
- 40.10 Each member of the NRA who was immediately before the Commencement Date a member of the NRA shall remain listed in the records of the NRA as a Member.
- 40.11
 After the Commencement Date a member's category will either be considered a Member, Associate or Subscriber for the purposes of the FW Act.
- 40.11 On the Commencement Date and until otherwise determined in accordance with these Rules, the subscription payable by each Member, Associate or Subscriber of the NRA shall continue to be that which was payable immediately before that date.
- 40.12
 Nominations for elections of the Directors of the NRA Board to replace the offices forming the

 NRA Transitional Board shall be called by the returning officer by not later than 5 March 2018

 and such elections shall be conducted in accordance with the provisions of Rule 38 of these Rules.

<u>41 -GUIDELINES CONTAINING MODEL RULES UNDER s 142A AND s 148F OF THE</u> <u>FAIR WORK (REGISTERED ORGANISATIONS) ACT 2009 AS AMNENDED BY THE</u> <u>FAIR WORK (REGISTERED ORGANISATIONS) AMENDMENT ACT 2012</u>

DEFINTIONS OF THIS CLAUSE

 board:
 means a group of persons who supervise, govern or otherwise have oversight of a corporation, organisation, association or other like body including a Board of Directors.

 disclosure period
 For the purpose of these rules means the financial year unless a shorter period is specified.

 declared person or body
 A person is a declared person or body if:

 (i)
 an officer of the organisation/branch has disclosed a material personal interest under [sub-rule 3(A)]; and

(ii) the interest relates to, or is in, the person or body; and

	(iii) the officer has not notified the organisation/branch that the officer no longer has the interest.
financial duties	includes duties that relate to the financial management of the organisation or a branch of the organisation.
General Manager	means the General Manager of Fair Work Commission.
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.
peak council	has the same meaning as defined by section 12 of the Fair Work Act 2009.
office	has the same meaning as defined by section 9 of the Fair Work (Registered Organisations) Act 2009.
<u>officer</u>	has the same meaning as defined by section 6 of the <i>Fair Work (Registered Organisations) Act 2009</i> .
related party	has the same meaning as defined by section 9B of the Fair Work (Registered Organisations) Act 2009.
relative	in relation to a person, means: (i) parent, step parent, child, stepchild, grandparent, grandchild, brother or sister of the person; or (ii) the spouse of the first mentioned person.
relevant remuneration	in relation to an officer of the organisation/branch for a disclosure period is the sum of the following: (i) any remuneration disclosed to the organisation/branch under [sub-rule 2(A)] during the disclosure period; (ii) any remuneration paid during the disclosure period, to the officer of the organisation/branch.
<u>relevant non-cash benef</u> i	its in relation to an officer of the organisation/branch for a disclosure period means the non-cash benefits provided to the officer, at any time during the disclosure period, in connection with the performance of the officer's duties as an officer, by the organisation/branch or by a related party of the organisation/branch.
<u>remuneration</u>	 (i) includes pay, wages, salary, fees, allowances, leave, benefits or other entitlements; but (ii) does not include a non-cash benefit; and (iii) does not include the reimbursement or payment of reasonable expenses for the costs incurred in the course of the officer carrying out his or her duties.

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<u>RULE 1 (pursuant to s.141(1)(ca))</u> ORGANISATION/BRANCH POLICIES AND PROCEDURES

The organisation/branch shall develop and implement policies and procedures relating to the expenditure of the organisation/branch.

<u>RULE 2 (pursuant to s.148A)</u> <u>DISCLOSURE OF OFFICER'S RELEVANT REMUNERATION AND NON-CASH BENEFITS</u>

Α.	Each o	officer of the organisation shall disclose to the organisation any remuneration paid to the
	officer	<u>-</u>
	(a)	because the officer is a member of a board, if:
		i. the officer is a member of the board only because the officer is an officer of the organisation; or
		ii. the officer was nominated for the position as a member of the board by the organisation, a branch of the organisation, or a peak council; or
	<u>(b)</u>	by any related party of the organisation in connection with the performance of the officers' duties as an officer.
<u>B.</u>	The d	isclosure required by sub-rule (A) shall be made to the organisation:
	(a)	as soon as practicable after the remuneration is paid to the officer; and
	(b)	in writing.
<u>C.</u>	The of	rganisation shall disclose to the Members of the organisation and its branches:
	(a)	the identity of the officers who are the five highest paid in terms of relevant remuneration for the disclosure period, and
	(b)	for those officers:
period	<u>1;</u>	i. the actual amount of the officers' relevant remuneration for the disclosure and
		ii. either the value of the officers' relevant non-cash benefits, or the form of the officers' relevant non-cash benefits, for the disclosure period.
<u>D.</u>	For th	e purposes of sub-rule (C), the disclosure shall be made:
	(a)	in relation to each financial year;
	(b)	within six months after the end of the financial year; and
	(c)	in writing.
		uant to s.148B) E OF OFFICER'S MATERIAL PERSONAL INTERESTS

<u>A.</u>	Each officer of the organisation shall disclose to the organisation any material personal interest in a matter that:
	(a) the officer has or acquires; or
	(b) a relative of the officer has or acquires;
	that relates to the affairs of the organisation.
<u>B.</u>	The disclosure required by sub-rule (A) shall be made to the organisation:
	(a) as soon as practicable after the interest is acquired; and
	(b) in writing.
<u>.</u>	The organisation shall disclose to the Members of the organisation and its branches any interests disclosed to the organisation pursuant to sub-rule (A).
D.	For the purposes of sub-rule (C), the disclosures shall be made:
	(a) in relation to each financial year;
	(b) within six months after the end of the financial year; and
	(c) in writing.
	<u>E 4 (pursuant to s.148C)</u> <u>CLOSURE BY ORGANISATION/BRANCH OF PAYMENTS</u> The organisation shall disclose to the Members of the organisation and its branches either:
	(a) each payment made by the organisation, during the disclosure period:
	i. to a related party of the organisation or of a branch of the organisation; or
	ii. to a declared person or body of the organisation or a branch of the organisation;
<u>or</u>	
	(b) the total of the payments made by the organisation, during the disclosure period:
	i. to each related party of the organisation; or
	ii. to each declared person of body of the organisation.
B.	Sub-rule (A) does not apply to a payment made to related party if:
	(a) the payment consists of amounts deducted by the organisation from remuneration payable to officers or employees of the organisation; or
	(b) the related party is an officer of the organisation, and the payment:
	i. consists of remuneration paid to the officer by the organisation; or

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ii. is reimbursement for expenses reasonably incurred by the officer in performing the officer's duties as an officer.

C. For the purposes of sub-rule (A), the disclosures shall be made:

(a) in relation to each financial year;

(b) within six months after the end of the financial year; and

(c) in writing.

<u>RULE 5 (pursuant to s.154D)</u> OFFICERS TO UNDERTAKE APPROVED TRAINING

A. Each officer of the organisation whose duties include financial duties (financial duties) that relate to the financial management of the organisation shall undertake training:

(a) approved by the General Manager; and

(b) that covers each of the officer's financial duties.

B. The officer must complete training within 6 months after the person begins to hold office.

Schedule 1

National Retail Association Limited, Union of Employers

FORM OF PROXY

I,
being a
member <u>Member</u> of
National Retail Association Limited, Union of Employers , do hereby appoint
of (Company/Firm)
as my proxy to vote for me on my behalf at the General
Meeting of the Association to be held on the day of
20,
and at any adjournment thereof.
As witness my hand this day of 20,
<u>s</u>
Cienced has the social
Signed by the said
in the presence of

The Executive Director must receive this proxy at least 24 hours before the time of holding the meeting at which the person named in this instrument proposes to vote.