



# DECISION

*Fair Work (Registered Organisations) Act 2009*  
s.159—Alteration of other rules of organisation

## **Hair and Beauty Australia** (R2024/16)

CHRIS ENRIGHT

MELBOURNE, 21 MAY 2024

*Alteration of other rules of organisation.*

[1] On 5 February 2024 Hair and Beauty Australia (HABA) lodged with the Fair Work Commission (the Commission) a notice and declaration setting out particulars of alterations to its rules. Further materials in support of the alterations were lodged on 1, 5, 12, 13 and 28 March 2023.

[2] HABA seeks certification of the alterations under section 159 of the *Fair Work (Registered Organisations) Act 2009* (the Act).

[3] The particulars set out alterations to Rules 2, 5AA, 28, 30, 33, 34, 36, 38, 53A, 55A and 55B. The alterations also set out particulars of new Rules 30A, 30B, 30C, and 30D; and the deletion of Rules 55C, 55D and 55E.

[4] On the information contained in the notice and declarations and subsequent material lodged, I am satisfied the alterations have been made under the rules of the organisation.

[5] On 28 March 2024, HABA lodged correspondence withdrawing some of the proposed alterations. These include proposed alterations to Rule 30 and new Rules 30A, 30B, 30C, 30D and 34. Therefore, I will only consider the proposed alterations to Rules 2, 5AA, 28, 33, 34, 36, 38, 53A, 55A, 55B and the proposed deletion of Rules 55C, 55D and 55E (the remaining alterations).

[6] The alterations to some rules are minor in nature and do not change their substance or meaning. These alterations:

- update the office address in Rule 2;
- amend the numbering of Rule 5AA to 5A;
- correct the spelling of ‘responsibilities’ in Rule 55B.4; and
- correct the punctuation of ‘Associations’ in Rule 55B.6;

[7] Other alterations change the substance of the rules and are uncontroversial:

- proposed Rule 36 updates meeting requirements for office holders, a Committee Member or Office Bearer who fails to attend more than three Committee meetings in any calendar year, for any reason, shall automatically be deemed to have been guilty of gross neglect of duty;

- proposed Rule 53A reduces the minimum number of meetings to be convened by the Committee of Management, from 9 to 5 meetings per year;
- proposed subrule 55A(i) amends the President's payment from \$5,000 to \$9,500;
- proposed subrule 55A(ii) amends the Treasurer's payment from \$3,000 to \$7,000;
- proposed subrule 55A(iii) provides for a taxable payment to the Vice-President of \$3,500 per year for services rendered to be paid at the end of one full year of service in the position of Vice-President;
- proposed subrule 55A(iv) provides for a taxable payment to board members, other than the Treasurer and President, of \$2,500 per year for services rendered on the provision that they attend 75% of the board meetings in the calendar year, to be paid at the end of one full year of service in the position of board member;
- delete Rule 55C;
- delete Rule 55D; and
- delete Rule 55E.

[8] In my view, the alterations summarised in paragraphs [6] and [7] comply with the requirements of subsection 159(1) of the Act. However, the remaining alterations warrant more detailed consideration.

### **Reducing positions on the Committee**

[9] Current Rule 28 provides for 10 office positions on the Committee. The Committee consists of a President, Vice President, Secretary, Treasurer and six ordinary members. Furthermore, the rule sets out certain qualifications for office. Relevantly, no person shall be eligible for the position of President, Vice President, Secretary or Treasurer unless the person is primarily involved in salon ownership and operations that provide services for the Hair and Beauty Industry and that such person has served as a Committee Member for one term of two years directly prior to standing for election.

[10] The proposed alterations to Rule 28, and consequential amendments to Rule 33 and subrule 38(f), reduce the number of positions on the Committee from 10 to 6. The alterations to rule 28 also remove the abovementioned qualifications for office for the positions of Secretary and Treasurer.

[11] An organisation has the right to mould its internal structures as it sees fit, provided it complies with the requirements of the legislation and the rules of the organisation.<sup>1</sup> Therefore, I must consider whether the reduction of the number of positions on the Committee has an oppressive, unreasonable or unjust effect on members or applicants for membership having regard to the objects of the Act.<sup>2</sup>

[12] Parliament's intention in enacting the Act includes ensuring organisations are representative of and accountable to their members and are able to operate effectively;<sup>3</sup> and encouraging members to participate in the affairs of organisations to which they belong.<sup>4</sup>

[13] On 28 March 2024, Maureen Harding, National President, stated:

“We have struggled over the past two elections to fill positions, with the last elections needing to take 3 attempts to fill 6 positions. As a membership organisation with 801 members as per 31 Dec 2023, we do not feel that this reduction will reduce the ability of our members to participate.”

[14] The size of the Committee is small in relation to the number of members of the organisation, and it is further reduced by the proposed alterations. However, given the circumstances as expressed by HABA's National President above, the requirement to encourage member participation must be balanced against the need for the organisation to be able to operate effectively.

[15] Having regard to the above and the outcome of HABA's recent elections, it is evident that HABA has had difficulty filling positions on its Committee for some time. The reasons provided by HABA for reducing the size of the Committee are bona fide. In addition, by removing the qualifications for office for the positions of Secretary and Treasurer, it will allow a wider pool of people to be able to nominate for these positions on the Committee. Therefore, I find that the proposed alterations reducing the size of the Committee do not have an oppressive, unreasonable or unjust effect on members or applicants for membership within the meaning of section 142(1)(c) of the Act.

[16] On 13 March 2024, Maureen Harding, National President, gave consent under subsection 159(2) of the Act for me to make various amendments to the alterations for the purpose of correcting typographical, clerical or formal errors. Accordingly, the following corrections have been made:

- In proposed subrule 55A(iii) after the '\$' sign, insert '3,500'; and
- In proposed subrule 55A(iv) after the word 'Treasurer', insert a comma and the words 'Vice-President'.

[17] In my opinion, the remaining alterations comply with and are not contrary to the Act, the *Fair Work Act 2009*, modern awards and enterprise agreements, are not otherwise contrary to law and were made under the rules of the organisation. I certify accordingly under subsection 159(1) of the Act.



DELEGATE OF THE GENERAL MANAGER

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<sup>1</sup> *Imlach v Daley* (1985) 7 FCR 457 at 462

<sup>2</sup> Section 142(1)(c) of the Act provides that rules:

must not impose on applicants for membership, or members, of the organisation, conditions, obligations or restrictions that, having regard to Parliament's intention in enacting this Act (see section 5) and the objects of this Act and the *Fair Work Act 2009*, are oppressive, unreasonable or unjust.

<sup>3</sup> Subsection 5(3)(a) of the Act

<sup>4</sup> Subsection 5(3)(b) of the Act

**CONSENT OF AUTHORISED OFFICER in accordance with Section 159(2) of the *Fair Work (Registered Organisations) Act 2009***

I, Maureen Harding of Shop3/27/29 Oxford Rd, Ingleburn NSW 2565, am the National President of the Hair and Beauty Association Limited (“HABA”) and am authorised to give consent under section 159(2) of the *Fair Work (Registered Organisations) Act 2009* to the General Manager (or Delegate) to amend the alteration for the purpose of correcting a typographical, clerical or formal error.

Alterations to the rules of HABA were notified to the Fair Work Commission on 5<sup>th</sup> February 2024. I give consent for the Executive Director to amend the alterations for the purpose of correcting the following typographical errors due to a corrupted file not saving properly.

1. In the amended rules provided in Clause 55A.(iii) the dollar amount to be paid to the Vice President has been omitted.

**Current**

55A.(iii) The Vice-President shall be paid a taxable payment of \$, per year for services rendered. This amount will be paid at the end of one full year of service in the position of Vice-President.

**Intended**

55A.(iii) The Vice-President shall be paid a taxable payment of \$3,500 per year for services rendered. This amount will be paid at the end of one full year of service in the position of Vice-President.

2. In the amended rules provided in Clause 55A(iv) the Vice-President position was omitted.

**Current**

55A.(iv) All board members, other than the Treasurer and President shall be paid a taxable payment of \$2,500 per year for services rendered on the provision that they attend 75% of the board meetings in the calendar year. This amount will be paid at the end of one full year of service in the position of board member.

**Intended**

55A.(iv) All board members, other than the Treasurer, Vice-President and President, shall be paid a taxable payment of \$2,500 per year for services rendered on the provision that they attend 75% of the board meetings in the calendar year. This amount will be paid at the end of one full year of service in the position of board member.

Signed and dated by an officer authorised to give consent.



Maureen Harding,

HABA National President

12 March 2024

**DECLARATION OF AUTHORISED OFFICER in accordance with Regulation 126 *Fair Work (Registered Organisations) Regulations 2009***

**ALTERATION OF OTHER RULES OF ORGANISATIONS in accordance with section 159 of the *Fair Work (Registered Organisations) Act 2009***

I, Maureen Harding of Shop3/27/29 Oxford Rd, Ingleburn NSW 2565, am the National President of the Hair and Beauty Association Limited (“HABA”) and am authorised to give this notice of particulars of alterations to the rules of Hair and Beauty Association Limited and to make this supplementary declaration as required by Regulation 126 of the *Fair Work (Registered Organisations) Regulations 2009*, in response to the correspondence sent the 28/02/24.

**Question 1** - Rule 98 of the HABA rulebook states that the Executive Director can call the meeting and give notice of the meeting. The declaration of Maureen Harding lodged with the application states that the CEO called the meeting and sent notice. Can HABA please confirm whether the Executive Director is the same person as the CEO?

Response 1 – As per the definition of Executive Director in HABA’s Rules - “*Executive Director*” means the most senior employee employed or contracted by the Association. The title of the most senior employee is CEO and thus is also the Executive Director as per the Rules of the HABA. The Committee instructed the CEO to call for the AGM meeting and for the notices to be sent, which was completed.

**Questions 2** - Rule 70 of the HABA rulebook states that notice of meetings must specify the place, day and hour of meeting. Can HABA please confirm that this information was provided in the notice? I am assuming it was, as people attended the meeting so they must have known where/when, but the declaration doesn’t provide any information about this requirement.

Response 2 – There was a misinterpretation of what should be included in the Reg-1260 Declaration. HABA officially announced the AGM in December with a mailing [https://mailchi.mp/askhaba/haba-agm-announcement-new-date?e=\[UNIQID\]](https://mailchi.mp/askhaba/haba-agm-announcement-new-date?e=[UNIQID]) sent to all members, as well as being listed on the HABA website, [AGM Announcement - Hair and Beauty Australia \(askhaba.com.au\)](https://askhaba.com.au). This was followed up with a second email to all members sent on 10th January 2024, with the agenda, voting forms, as well as a reminder of the time and date of the meeting.

**Question 3** - Rule 80 of the HABA rulebook states that at any meeting unless a ballot be required under these Rules or determined at a meeting every resolution shall be decided by a show of hands or in such other way as the majority of members present may decide. **Can HABA please provide information as to how the vote was conducted?** As the declaration just states that all voted in support of the proposed changes.

Response 3 – Maureen Harding, National President, and the Chairperson of the AGM asked for an electronic “raising of hand” to vote for the acceptance of each motion, and verbally confirmed with the attendees on their vote.

The motions to approve the rule changes were unanimous to Approve and the rule changes were passed.

I declare that the particulars set out in this notice are true and correct to the best of my knowledge and belief.

Signed and dated by an officer.

A solid black rectangular box used to redact the signature of the officer.

Maureen Harding,  
HABA National President  
7 March 2024

**DECLARATION OF AUTHORISED OFFICER in accordance with Regulation 126 *Fair Work (Registered Organisations) Regulations 2009***

**ALTERATION OF OTHER RULES OF ORGANISATIONS in accordance with section 159 of the *Fair Work (Registered Organisations) Act 2009***

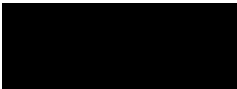
I, Maureen Harding of Shop3/27/29 Oxford Rd, Ingleburn NSW 2565, am the National President of the Hair and Beauty Association Limited (“HABA”) and am authorised to give this notice of particulars of alterations to the rules of Hair and Beauty Association Limited and to make this declaration as required by Regulation 126 of the *Fair Work (Registered Organisations) Regulations 2009*.

1. I declare that the alterations were made in accordance with the rules of the Hair and Beauty Association Limited.
2. The particulars of the rule alterations are attached to this declaration and labelled ‘Schedule A’.
3. The actions taken under the rules to make this alteration were as follows:
  - (a) After multiple requests for nominations to join the HABA Committee in 2021 it became apparent that the current size of the committee was too large as only 6 members applied to join. After a consultation with current and former committee members HABA felt that a smaller committee could serve the industry and that it could be beneficial to open the committee to people from outside of the hair and beauty industry who could bring expertise.
  - (b) The initial plan was tabled at a Committee members 31 July 2023.
  - (c) HABA consulted with the Fair Work Commission to seek guidance on what comparable organisations had done and for some general advice. Based on this consultation the current Committee was presented with a plan to reduce the number of future committees to 6 from 10, allow a maximum of 2 non-industry members on to the committee with some caveats around skill sets and roles these 2 committee members should have and positions they could take and to reduce the minimum number of committee meetings from 9 to 5. These were accepted at a Committee meeting on 9 October 2023.
  - (d) Based on the Committee meetings approval an amended draft constitution was sent to Fair Work for a technical review of the proposed wording.
  - (e) On 10 November 2023 Fair Work provided comments which was reviewed and a based on technical feedback amendments were made to follow Fair Work regulations, as well some help to clarify some wording.
  - (f) The CEO on behalf of the National President called for an AGM initially for 18<sup>th</sup> of December 2023.
  - (g) The CEO sent notice to members on 18th November 2023 and included a copy proposed rule changes, which is attached to this declaration. The date of the AGM was postponed to the 15<sup>th</sup> of January 2024 due to feedback from members about the

proximity of the meeting to Christmas, with a notice sent to members on the 15<sup>th</sup> of December 2023. Follow-up reminders were sent on the 21<sup>st</sup> of December 2023, and the 10<sup>th</sup> January 2024.

- (h) The AGM was held on the 15 January 2024.
  - (i) 15 either in person or through proxy members attended the AGM. As such the meeting was quorate.
  - (j) All voted in support of the proposed changes to the rules of HABA.
4. I declare that the particulars set out in this notice are true and correct to the best of my knowledge and belief.

Signed and dated by an officer.

A solid black rectangular box used to redact the signature of the officer.

Maureen Harding,

HABA National President

30 January 2024





I CERTIFY under section 161 of the Fair Work  
(Registered Organisations) Act 2009 that the pages  
herein numbered 1 to 25 both inclusive contain a true  
and correct copy of the registered rules of Hair and  
Beauty Australia.

DELEGATE OF 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 Hair and Beauty Australia

### MEMORANDUM

1. The name of the Association is “HAIR AND BEAUTY AUSTRALIA”.
2. The registered office of the Association is situated at [51 Walker Street, North Sydney, 2060](#) in the State of New South Wales. The registered office and / or the principal place of business of the Association shall at all times be located in Sydney, NSW.
3. The objects for which the Association is established are:
  - (a) To safeguard and promote the interests of hairdressing, beauty and related industries in respect of legislation, and to propose legislation which would promote those industries.
  - (b) To maintain registration as an industrial organisation of employers under the *Fair Work (Registered Organisations) Act 2009* (Cth);
  - (c) To consider all matters affecting hairdressers, beauty therapists and related professions, and to initiate and petition Parliament or Ministers thereof; and to promote deputations in relation to measures affecting those professions.
  - (d) To obtain Parliamentary or other legal acknowledgment of the rights and status of hairdressers, beauty therapists and related professions.
  - (e) To represent the profession or any individual business entity involved in the hairdressing, beauty and / or related industries before any industrial tribunal or commission.
  - (f) To organise exhibitions, demonstrations, lectures, conferences and seminars on subjects pertaining to the hair, beauty and related industries.
  - (g) To give prizes for and in other ways encourage means of promoting the education and well-being of the profession in the public arena.
  - (h) To provide industrial and other expert assistance to members in respect of all questions affecting the profession.
  - (i) Subject to the provisions hereof and of the *Corporations Act 2001* (Cth) to purchase hire or otherwise acquire for the purposes of the Association any real or personal property and in particular any lands building furniture effects utensils books newspapers periodicals fittings apparatus appliances conveniences and accommodation and as far as the law allows and these Rules of the Association permits to sell demise let mortgage or dispose of the same.
  - (j) To erect maintain improve or alter any buildings for the purposes of the Association.
  - (k) To borrow or raise money by the issue of or upon bonds debentures bills of exchange promissory notes or other obligations or securities of the Association or by mortgage or charge of all or any of the property of the Association.
  - (l) To acquire any rights and privileges which the Association may regard as necessary or convenient for the purposes hereof.
  - (m) Subject to the *Corporations Act 2001* (Cth) to invest the money of the Association not immediately required upon such securities as may from time to time be determined.
  - (n) To co-operate with any other Associations or societies with similar objects for the furtherance or carrying out any of the aforesaid objects.
  - (o) To do all such other things as are incidental or conducive to the attainment of the above objects.
4. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in these Rules and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the persons who at the time are or have been members of the Association or to any of them or to any persons claiming through any of them. Provided that nothing herein contained shall prevent the payment

## INTERPRETATION

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in good faith of remuneration to any employees officers or servants of the Association or to any member thereof or other person in return for any services actually rendered to the Association but so that no member of the Committee or Management or governing body of the Association shall be appointed to any salaried position with the Association or any office of the Association paid by fees and that no remuneration or other benefits in money or moneys worth shall be given by the Association to any member of such Committee or Management governing body except repayment of out-of-pocket expenses or reasonable and proper rent for premises demised or let to the Association.

5. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a member or within on year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he ceased to be a member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding one dollar (\$1.00) payable by each member.

6. The Association may be dissolved by a resolution passed by a majority of at least three quarters (3/4) of the members of the Association present and voting at a general meeting specially convened for the purpose. The resolution of dissolution shall specify an Association or fund which has similar objects and which has rules that prohibit the distribution of its assets and income to its members, to which the property and funds of the Association shall be transferred.

7. The liability of the members is limited.

8. True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipt and expenditure take place, and of the property credits and liabilities of the Association and these accounts will be kept as specified in applicable industrial laws and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the rules of the Association for the time being or applicable industrial laws shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by a person who is a registered company auditor who shall provide a report to the Association in accordance with applicable industrial laws.

9. No addition, alteration or amendment shall be made to or in the Rules of the of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Industrial Registrar pursuant to applicable industrial laws and a Minister of the Crown or such person authorised by law to so do for the time being administering the Corporations Act 2001 (Cth) or such other legislation which lawfully supersedes it.

## RULES

### INTERPRETATION

1. In these rules:-

“the Act” means the *Corporations Act 2001* (Cth);

“the Association” means Hair and Beauty Australia Ltd;

“Hairdresser” means a person engaged in:-

## CONSTITUTION

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(a) arranging, dressing, curling, waving, cleansing, cutting, trimming, shaving, singeing, bleaching, tinting, colouring or otherwise treating the hair or beard of any person, whether by hand, or by any mechanical or electrical apparatus or appliances; or

(b) massaging, cleansing or stimulating the scalp, face or neck of any person, whether with the use of cosmetic, antiseptic or similar preparations, or of tonics, lotions, or cream or otherwise;

and “hairdressing” shall have a corresponding meaning.

“Beautician” or “Beauty Therapist” means a person engaged in carrying out facial treatment, scalp treatment, any waxing, eyebrow arching and eyebrow tinting; or any other related service, and “beauty therapy” shall have a corresponding meaning.

“hair and beauty industry” includes hairdressing salons; beauty salons; day spas; manufacturers of hair and / or beauty products; training colleges which offer recognised courses in hairdressing and / or beauty therapy; commercial entities which supply products and / or services which are unique to the abovementioned;

“income” means all monies received by the Association, and includes but is not limited to, income received from Entrance Fees, Subscription Fees, Trade Shows, Educational and Training Services, Alliance Partnerships and all monies derived from investments made by the Association.

“the seal” means the common seal of the Association.

“Secretary” means any person who performs the duties of the Secretary of the Association and who is elected to that position as specified hereafter. Such office shall be an honorary position

“Executive Director” means the most senior employee employed or contracted by the Association.

Expressions referring to writing shall, unless the contrary intention appears, be construed to include references to printing, lithography, photography, photocopy, or facsimile transmissions paper and other modes of representing or reproducing words in a visible form:

Words or expressions contained in these rules shall be interpreted in accordance with the Acts Interpretation Act 1987 and of the Act as in force as at the date at which these Rules become binding on the Association where in the context of these Rules the masculine pronoun appears the feminine pronoun may be imported and vice versa if the circumstances apply.

2. Where the Association has identified that an industrial dispute exists, the Executive Director must notify Fair Work Australia in writing within seven (7) days of that fact, including a description of the circumstances relating to that dispute.

## CONSTITUTION

3. The Association for the purposes of registration is declared to consist of more than two employers who have employed in aggregate more than 50 employees.

## MEMBERSHIP

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4. The Committee may whenever it thinks fit register an increase in members, and shall maintain a Membership Register in accordance with applicable industrial laws.

### MEMBERSHIP

5. Persons eligible for membership shall be:-

- (a) Any person who carries on business:
  - (a) as a hairdresser and / or a beauty therapist; or
  - (b) which supplies products and / or services (including training services) unique to the hair and / or beauty industry;
- (b) Any employer who carries on a business, and who employs staff or personnel whose employment is covered by an industrial award covering the hair and beauty industry (or part of that industry);
- (c) Any financial member of the incorporated company presently known as Professional Hairdressers Association Ltd A.B.N 40 000 016 026.

5A. Any financial member of the Professional Hairdressers Association Ltd A.B.N 40 000 016 026 (PHA) shall automatically become a member of the Association for as long as they remain a financial member of PHA, and such members:

- (a) will have all the voting rights of a financial member of the Association; and
- (b) will be exempt from paying a membership fee to the Association for the transfer of membership from PHA to HABA, but will then be required to make annual membership payments.

5B. A partnership or corporation which is eligible for membership under Rule 5 shall be represented by any one partner or one director only.

5C. The Committee may reject an application for membership if:

- (a) the applicant, being a natural person, is in the Committee's opinion not of good character; or
- (b) any partner in a partnership that has applied for membership is in the Committee's opinion not of good character; or
- (c) any director in a corporation that has applied for membership is in the Committee's opinion not of good character; or
- (d) the corporation that has applied for membership has in place a constitution that contains any provision which is inconsistent with the objects of this Association.

5D. An associate member, as determined by the Committee from time to time, shall not have any voting rights under these Rules of the Association.

5E. A provisional member is a member who pays a lesser annual membership fee than that of a financial member, and despite Rule 30, is not eligible to be a member of the Committee.

5F. Despite anything else contained in the Rules of the Association, all persons eligible for membership must provide the association with;

- a) ABN Number;
- b) Certificate of Currency from an insurance provider.

## MEMBERSHIP

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6. Any person not otherwise complying with the above conditions of membership, but who shares the objects of this Association, may be elected at an Annual General Meeting an honorary member of the Association from year to year. Such honorary member shall be exempt from payment of any entrance fee or subscription and no honorary member shall be eligible for election to any office or to the committee or be entitled to vote at any meeting.

7. The members of the Association shall consist of all of the current financial members of the Association and all such other persons as may from time to time be elected and entered in the register of members in accordance with these Rules and applicable industrial laws.

7A. Where there is no appropriate level of membership and pricing arrangement, the Executive Director will hold in its discretion the power to create a new level of Associate membership and pricing structure. Such membership and membership categories will remain pending Associate Members until such time as the Committee of Management confirms the membership type and pricing strategy at the first available Committee Meeting. Membership categories will be determined in line with clause 17a.

I Members shall be considered financial at the time of receipt of payment for their annual membership fee.

II Membership fees shall be payable either in one annual instalment, two half yearly instalments, four quarterly instalments or twelve monthly instalments only.

8. Each candidate for membership shall forward a signed Membership Application Form to the Executive Director. This application form may be provided electronically or in physical form.

9. The application form of each candidate shall be accompanied by the entrance fee (but only if the Executive Director decides to impose it) and subscription fee for the following twelve months and if so accompanied the applications shall be brought before the Committee.

10. At the next ensuing meeting of the Committee or in case there be a meeting of the Committee within seven days after the receipt by the Executive Director of such application then at the next but one ensuing meeting of the Committee the name of the candidate shall be submitted for approval; and the Committee may accept or reject the application in accordance with applicable industrial laws or may postpone the consideration thereof until the next subsequent meeting but such application shall not be deferred beyond two Committee meetings.

11. In the event of a candidate for membership being rejected pursuant to Rule 5C hereof the entrance fee and subscription accompanying the application shall be returned to the candidate.

12. A rejected candidate shall not be eligible to submit a further application until six months after his rejection.

13. (a) The Association shall notify all applicants of:-  
(i) the financial obligations arising from membership; and  
(ii) the circumstances, and manner, in which a member may resign.

(b) Every Candidate who shall have been elected as aforesaid shall be notified to that effect by the Executive Director and shall then be entitled to have his name entered upon the register of members and an elected candidate shall not be entitled to exercise any of the privileges of a member until the same shall have been done.

## MEMBERSHIP

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- (c) Candidates accepted for membership in accordance with Rule 13(b) shall be notified in writing of their acceptance within 28 days of such acceptance.
14. The entrance fee payable by members shall from the date hereof not exceed \$100.00. However, the Executive Director shall have the power to waive the payment of such a fee, at his or her discretion.
15. (a) The annual subscription fee shall be payable yearly in advance. A member's subscription shall become due on each anniversary of the date when that member first became a member of the Association.
- (b) However, where there has been a period of time exceeding six (6) weeks where the member temporarily ceased being a member because the annual subscription fee was not paid by the due date, and the member later pays the annual subscription fee on a date which is outside of this period of time, that former date shall be considered the relevant date for the purposes of Rule 15(a). However, should the member choose to pay a re-join fee or late fee, the later date shall be considered the relevant date for the purposes of Rule 15(a).
- (c) No fees (including any entrance fee) will be payable by a member other than as specified in Rules 14 and 15(a) hereof. However, this Rule shall not affect the Association's right to charge additional fees to members and non-members who have had additional professional services and / or goods provided to them by the Association or their employees, contractors, or agents.
16. (i) No levy is to be imposed for political objects and no donation or other payment for political objects is to be made out of amounts levied by the organisation unless:-
- (a) separate fund be established for the purpose of imposing of such levies and the making of such donations or other payments; and
- (b) that contributions raised from members of the Association by any such levy be voluntary and be applied only to the purpose for which they were raised, unless the members making the contributions agree to some other application; and
- (c) that the committee of the Association approve the imposing of each such levy and the making of each such donation or payment and satisfy itself that the imposing of each such levy and the making of each such donation or other payment out of the amounts levied is in accordance with the other Rules or rules of the Association.
- (ii) Written consent to the imposition of a levy as specified in Rule 16(i) hereof shall be a written affirmative positive statement from such of the members who wish to contribute to such levy.
- “donation or other payment for political objects” includes a payment to a candidate, group or party and a payment towards or the payment of any expenses incurred, either directly or indirectly, by a candidate, group or party, in relation to the election of candidates to Parliament or to some other public office;
- “group” means a group of candidates, or part of a group of candidates, for election to Parliament or to any public office;
- “Parliament” includes the Parliament of any State, Territory or the Commonwealth of Australia.
- “party” means a body or organisation, incorporated or unincorporated, having as one of its objects or activities the promotion of the election to Parliament or to any public office of a candidate or candidates endorsed by it or by a body or organisation of which it forms a part;
- “Public office” means the office of a member of any shire, municipal or city council, or of any public body that has power to raise money, either directly or indirectly, by means of a rate.
17. The Executive Director can at anytime suggest to the Board the need for an annual membership fee increase where they see fit at anytime, to continue to offer high standard member services. The membership increase must not exceed a 25% per annum of the current membership fee. This would be decided by a vote at a monthly committee meeting. Any other increases to membership fees must be presented at an Annual General Meeting for voting.



## MEMBERSHIP

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18. While a person continues carrying on a business in the hair, beauty and / or related industry, the Association shall have the power from time to time to award a life membership to any such person who has shown merit in the hairdressing, beauty and / or related industry and who has been a member in good standing for 10 years or more of the Association and who has performed services for the Association and its members and such award shall be an honorary membership for life to the member so favoured and that member shall not be required to make any further subscription payments of annual fees provided however that such award is personal to the member and not transferable and further that the Association shall limit the making of any awards to one person only within the space of two (2) years and no more.

Life Members of PHA shall be recognised as “Foundation Life Members” of HABA and shall receive the same benefits as PHA Life Members.

Life members, although not financial shall have full and equal voting rights to that of financial members and shall be eligible for representation on Committees and Sub Committees as elected or nominated.

19. The name of every person becoming an ordinary member shall be forthwith entered in the register of members together with the date of his admission and his business or private address and no name shall be erased from such register except by order of the committee duly entered in the minutes.

19A. No person (whether that person is a member or otherwise) may use the Association’s logo in any manner whatsoever, without the prior express written consent of the Association, and such consent may also include any conditions imposed by the Association, which must be complied with for the use of the Association’s logo by that person to be permissible.

20. (a) Every member shall from time to time inform the Executive Director in writing of any alteration in his address and all notices required to be given to any member shall be deemed to be duly given if delivered at or posted to his last address entered in the register.

(b) A member shall within fourteen (14) days after:-

(i) the business or parts 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

(ii) such a person succeeds to the business or part of the business of a member of the Association,

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

21. The rights and privileges of every member shall be personal to himself; they shall not be transferable by his own act or by the operation of law and no member shall be entitled to exercise any of the rights and privileges of a member unless all moneys due by him to the Association have been paid.

22. Any member may withdraw from the Association by giving fourteen (14) days notice in writing to the Executive Director of his intention to do so and upon the expiration of the aforesaid notice period he shall cease to be a member. Provided however that any person who shall by any means cease to be a member shall nevertheless remain liable for and shall pay to the Association all moneys which at the time of his ceasing to be a member may be due from him to the Association.

(a) Members who resign before the expiry of their membership fee will not be entitled to a pro rata refund of membership fees paid.

23. If any member shall not have paid his annual subscription fee within fourteen (14) days after the same shall be payable, his name may by order of the Committee be removed from the register of members. Provided however that the Committee grants the Executive Director the authority to restore any person whose name has been so removed to his former status in the Association on receipt of a new application to

## MANAGEMENT

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join together with payment of subscription for the following twelve months. The Executive Director may, at their absolute discretion, also require such a person to also pay an entrance fee in the above circumstances.

24. If any injury shall be done to any of the books periodicals or furniture of the Association by any member thereof such member shall forthwith either purchase a new copy of such book or periodical or a new and similar Rule of furniture or pay the value thereof and in the event of failing to comply with the order of the Committee to this effect he shall be liable to be expelled from the Association.

25. Any member whose estate has been sequestrated or assigned shall forthwith cease to be a member of the Association.

26. (a) Any member, after receiving notice from the Association of any complaint, may at such members request have such complaint determined by the Executive Committee who shall act in accordance with the principles of natural justice so that such member has every opportunity to defend himself against any such complaint and without limiting the generality of the foregoing a member shall have the following rights:-

- (i) to receive a written copy of the complaint made against him;
- (ii) to have sufficient time to reply to the complainants either verbally or in writing;
- (iii) to receive not less than 14 days notice of any hearing if such a hearing is proposed;
- (iv) at all times to be granted reasonable time to deal with all matters of and arising from such complaint;
- (v) to receive the written decision of the Executive Committee and the reasons therefore within 21 days of submitting a written explanation or attending a hearing;
- (vi) to be granted not less than 21 days in which to appeal from any decision of the Executive Committee;

(b) Any person aggrieved by such decision may within 21 days of the date of publication of such decision give notice to the Association of an appeal against such decision, which appeal shall be in writing and shall provide the detailed grounds for such appeal, which appeal shall be determined by the full committee of the Association at the earliest convenient date to the parties.

27. The Committee shall have power to fine suspend or expel any member proved to its satisfaction to have been guilty of a breach of any of the Rules or by-laws of the Association or to have been guilty of improper conduct on the premises of the Association or elsewhere or of conduct prejudicial to the interests of the Association or to have wilfully made any false statement or to have obtained relief on a false pretence or who may have been convicted of any crime or who may knowingly introduce an expelled member to the premises of the Association. Any member so expelled shall forfeit his membership and interest in the Association.

## MANAGEMENT

28. Subject to decisions of the Members of the Association in General Meeting the Association shall be managed by a committee consisting of President, Vice President, Secretary and Treasurer and ~~six~~<sup>two</sup> ordinary members all of whom shall retire two years after election but shall be eligible for re-election provided however that no person shall be eligible for the position of President, ~~or~~ Vice-President, ~~Secretary or Treasurer~~ unless such persons are primarily involved in salon ownership and operations that provide services for the Hair and Beauty Industry and that such person has served as a Committee Member for one term of two years directly prior to standing for election for any of the positions as an office bearer of the Association.

## MANAGEMENT

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29. (Repealed)

30. No person shall be qualified ~~to be a member~~ to hold the position of President, Vice President, of the Committee who is not a financial member of the Association.

30A. The Committee shall have a minimum of 4 financial members of the association. The 2 remaining members may be non-members of the Association.

30B The Secretary position may be held by a non-member of the Association if the person is a practicing lawyer in Australia.

30CB The Treasurer position may be held by a non-member of the Association if the person holds a current and valid accounting professional designation.

30DC The two ordinary members may be held by any person in good standing even if they are not a member of the association.

31. An office holder or a member of the Committee may retire from office upon giving fourteen days' notice in writing to the Executive Director of his intention to do so and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.

32. The office of a member of the Committee shall become vacated if the person has been found guilty pursuant to Rule 26 hereof of the Association, of:-

- (a) misappropriation of the funds of the Association, or
- (b) a substantial breach of the rules of the Association, or
- (c) gross misbehaviour or gross neglect of duty, or
- (d) fails to remain a financial member of the Association, or
- (e) if by notice in writing to the Executive Director he resigns his office.

33. If there are less than ~~sixeight~~ (68) members of the committee at any time, the relevant vacancies shall be filled in accordance with the provisions of the next following Rule.

34. Subject to Rule 33 above:

- (a) any casual vacancy occurring on the Committee which vacancy shall be for a period in excess of 12 months then such vacancy shall be filled by the Association conducting an ordinary election as specified hereafter.
- (b) any casual vacancy for a period of less than 12 months may be filled by the Committee as follows:-
  - (i) seconding a member who stood for election but was unsuccessful at the previous ordinary election or;
  - (ii) appointing a member with a majority approval from the remaining members on the Committee~~seconding any member who has skills or ability suitable for service on the Committee~~; or
  - (iii) leaving the position vacant.

## MANAGEMENT

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35. At least half of all the persons comprising the committee members and office holders shall constitute a quorum for all Committee meetings.

36. The Association may by special resolution remove any member of the Committee or office bearer if that person has been found guilty under these Rules of:

- (a) misappropriation of funds of the Association, or
- (b) a substantial breach of the Rules of the Association, or
- (c) gross misbehaviour or gross neglect of duty.

A Committee Member or Office Bearer who fails to attend more than ~~three~~ **five (5)** Committee Meetings in any calendar year, for any reason, shall automatically be deemed to have been guilty of gross neglect of duty.

However, where:

- (a) a Committee Member or Office Bearer provides the Committee with a written request for a leave of absence in advance; and
- (b) that request is granted by the majority of the Committee,

then the absences that form part of the granted request will not be taken into account when determining if that Committee Member or Office Bearer has failed to attend more than five (5) Committee Meetings in any calendar year.

Subject to Rule 33 above, a replacement member may be elected or appointed in accordance with Rule 34.

37. The Association in general meeting by special resolution may subject to the approval of the Industrial Registrar amend these Rules of the Association so as to from time to time increase or reduce the number of members of the Committee and may alter their qualifications and may also determine in what rotation if any the members of the Committee shall retire from office.

38.

- (a) The committee shall appoint a Returning Officer to conduct elections for the election of the members of the Association. The Returning Officer shall not hold any other office in, and shall not be an employee of the Association, section or division thereof.

The Returning Officer shall have such powers as are necessary for the conduct of the aforesaid elections including the fixing of the closing dates of the elections and the appointment of Assistant Returning Officers.

- (b) The election of members of the committee shall be carried out in accordance with this rule.
- (c) Members of the committee shall be elected every two (2) years by secret postal ballot of the members eligible to vote, commencing from 2010.
- (d) Nominations for elections will open on the first Monday of October in the year elections are due to be held. The membership roll for members who are entitled to be nominated and to vote will close on the second Friday of September for that respective year.
- (e) Only financial members of the Association will be eligible to vote.
- (f) Nominations for the President, Vice President, Treasurer, Honorary Secretary, and ~~two~~ **six (6)** ordinary committee members shall be called for by written notice to the members of the Association.
- (g) Nominations shall be made in writing signed by the nominee and a witness and lodged with the Returning Officer prior to the closing time for nominations, which shall be no less than 14 days and no more than 28 days after the date that nominations are open.
- (h) An Officer may not nominate for more than one of the following positions; President, Vice President, Treasurer and Secretary.
- (i) An Officer may nominate for a position mentioned in clause 38 (h) and also nominate for a position as an ordinary committee member, however may not hold two positions in any one term.

## MANAGEMENT

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- (j) If a nomination is considered by the Returning Officer to be defective, he shall before rejecting the nomination notify the person concerned of the defect and where it is practicable to do so give him the opportunity of remedying the defect within a period which shall be specified by the Returning Officer, which period shall not be less than 7 days after his being so notified.
  - (k)
    - (i) Where the number of candidates exceeds the number of vacancies to be filled the Returning Officer shall conduct an election by secret postal ballot of the members eligible to vote.
    - (ii) Where the number of candidates does not exceed the number of vacancies, the Returning Officer shall declare such candidates elected.
    - (iii) Where the number of candidates is insufficient to fill the vacancies the committee shall arrange for the conduct of an election by the Returning Officer in accordance with this rule, mutatis mutandis, to fill the vacant position(s). Provided that if there is still an insufficiency of candidates to fill the vacancies, the committee may appoint an eligible member of the Association to fill such vacancies.
  - (l) The Returning Officer shall prepare the ballot papers and cause same to be distributed to the members eligible to vote.
  - (m) The names of the candidates shall be listed alphabetically on the ballot which shall specify the closing time and date of the ballot. The Returning Officer shall determine the opening and closing times and dates for nominations and for the ballot, which shall be no less than 14 days and no more than 28 days after the date that the ballot papers are distributed to the members. The Returning Officer may appoint such Assistant Returning Officers as he may consider necessary.
  - (n) A member who is eligible to vote in accordance with rule 38(e), and who will be absent during the period in which the ballot is to be conducted, may apply to the Returning Officer to vote in absentia. Provided the Returning Officer receives the request in a form he or she considers acceptable, the Returning Officer shall comply with that request.
  - (o) The person with the highest number of primary votes shall be elected.
  - (p) Ballot papers shall be returned to the Returning Officer prior to the closing time and date of the ballot.
  - (q) The counting of the ballot shall be conducted by the Returning Officer within five working days after the close of the ballot, in the presence of such nominated scrutineers as may be present.
  - (r) Each candidate may nominate one scrutineer. No candidate may act as a scrutineer for another candidate. The Returning Officer shall be advised not later than the closing time of the ballot, of the name of each candidate's scrutineer. The Returning Officer shall cause each scrutineer to be notified of the times and dates for the counting of the ballot. The scrutineer shall be entitled to be present at the counting of the ballot papers and shall reasonably represent the interests of the candidate or candidates whom he represents, but shall in no other way interfere with the conduct of the ballot.
  - (s) The Returning Officer shall declare the result of the ballot immediately the counting of votes is concluded and shall provide to the Executive Director a written statement of the result signed by himself.
39. The Committee shall as may be deemed expedient by the President. The Executive Director shall ensure that at least seven day's notice of such meeting is given to every member of the Committee.
40. Notwithstanding any vacancy in the Committee the continuing members and office bearers may continue to manage the business of the Association. Provided however that if the combined number of office bearers or committee members falls below four the Committee shall not act except for the purpose of filling such vacancies as provided in Rule 34(a).
41. The President shall take the Chair at all meetings of the Committee and in his absence the Vice-President and in his absence a Chairperson shall be elected from among the Committee members present.
42. A resolution in writing signed by the majority of all the members of the Committee shall be valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.

## **POWERS AND DUTIES OF THE COMMITTEE**

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43. At all meeting of the Committee the Chairperson shall have a casting vote as well as a deliberative vote.

44. For the purpose of facilitating business and internal economy the Committee may appoint sub-committees from the members of the Committee; the constitution duties and powers of such sub-committees shall be determined by the Committee. All actions, motions or resolutions of such sub-committees, shall be subject to confirmation by the Committee and until such confirmation is provided by resolution of the full committee, shall not be binding upon the members of the Association.

45. All acts done at any meeting of the Committee or a sub-committee or by any person acting as a member of the Committee or of such sub-committee shall notwithstanding that it shall afterwards be discovered that there was some defect in the election or appointment of such members of the Committee or sub-committee or persons acting as aforesaid or that they or any of them were disqualified by or under the Rules of Association be as valid as if every such person had been duly elected or appointed and was qualified under the Rules to be a member of the Committee or sub-committee.

46. No resolution passed at any meeting of the Committee shall be rescinded at any subsequent meeting of the Committee during the same year unless a notice of the intention to propose such rescission shall have been given in the notice paper convening the meeting and the motion to rescind the previous resolution be carried by an absolute majority of the members of the Committee then present.

47. No meeting of the Committee and no act or thing done or transacted at any such meeting shall be invalid on the grounds that notice of such meeting was not received by any member or members of the Committee in sufficient time to enable him or them to be present at such meeting.

48. Subject to the provisions of these Rules the Committee may make such rules as it thinks proper as to the summoning and holding of committee meetings and for the transaction of business thereat but notice of all committee meetings shall be provided not less than 7 days prior to such meetings and the Agenda for such committee meetings shall be provided to each committee member.

## **POWERS AND DUTIES OF THE COMMITTEE**

48A.

(a) The President shall:

- (i) Be Chairman of all meetings of the Association and the Federal Council at which he is present and exercise all the powers and duties of that position.
- (ii) Sign the minutes of the proceedings of meetings when adopted by subsequent meetings.
- (iii) Possess a deliberative vote as well as a casting vote in the event of an equality of votes.

Provided that if the President shall be absent the powers and duties of the President at a meeting of the Association shall be executed and performed by the Vice President, and if the Vice President is also absent, by a member of the committee chosen by those present at such meeting.

(b) The Hon. Secretary shall:

- (i) Make and keep a record of all the proceedings of meetings of the Association.
- (ii) Conduct all necessary correspondence and duly record the same.
- (iii) Maintain the register of members and such other registers as may from time to time be required.
- (iv) Prepare and forward all returns required by law.



## POWERS AND DUTIES OF THE COMMITTEE

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- (v) Have the control and supervision of the servants, records and offices of the Association.
  - (vi) Perform such other functions as may be required of him or her by the committee of the Association or as required under the provisions of the Act, as amended.
  - (vii) Be authorised by the Committee to delegate any of the foregoing duties to the Executive Director
- (c) The Treasurer shall be responsible for:
- (i) Apply for when due and account for all moneys received by the Association.
  - (ii) Pay the same to credit of the Association into such Bank as the Committee may from time to time determine.
  - (iii) Disburse all monies of the Association under authority of the Committee and no monies shall be paid until authorised by the Committee.
  - (iv) Produce his books of accounts at all meetings of the Committee.
  - (v) Submit an audited balance sheet at the Annual General Meeting in accordance with these Rules of Association.
  - (vi) Generally fulfill all duties of the office he assumes.
  - (vii) Be authorised by the Committee to delegate any of the foregoing duties to the Executive Director.
49. (a) The management of the business and the control of the Association shall be vested in the committee and in addition to the powers and authorities expressly conferred by these Rules of the Association upon them the Committee may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute or by the Rules of the Association forbidden or required to be exercised or done by the Association in general meeting.
- (b) The day to day operational activities of the Association shall be managed by an Executive Director directly employed or contracted by the Association who in addition to his day-to-day operational duties shall sit on the Committee as an ex-officio member of the Committee at the Committee's request but shall have no voting rights at such Committee meetings.
- (c) That the Committee shall not have the power to effect a purchase, sale mortgage of any real estate of the Association without first obtaining the prior approval of a majority of the members of the Association at an ordinary or extraordinary general meeting.
- (d) The Committee shall not in each financial year of operation expend funds so as to exceed the Associations net income without the prior approval of the members of the Association who shall for the purpose of approving such expenditure meet in a General Meeting convened by the President, Vice President or Secretary specifically for the purpose of approving the expenditure of the Association.
50. The Committee shall at its first meeting authorise the preparation of a suitable design for a Certificate of Membership and shall authorise the Executive Director to order one or more blocks for printing of the approved design. The Executive Director shall further be authorised to hire such blocks to any duly registered member for a sum and on conditions to be determined by the Committee.
51. (a) Without prejudice to the general powers conferred by Rule 50 of these Rules of the Association hereof the Committee shall have power -
- (1) To pay the costs charges and expenses preliminary and incidental to the formation establishment and registration of the Association.

## **POWERS AND DUTIES OF THE COMMITTEE**

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- (2) Subject to the Act to take or lease any buildings for the purpose of the Association.
- (3) Subject to the Act to purchase lease or otherwise acquire any furniture books newspapers documents and property necessary for any purpose of the Association.
- (4) To determine from time to time the conditions on which members may use the library and as to what books may be removed by whom and on what conditions.
- (5) To delegate subject to such conditions as they may think fit any of their powers (except the election of members of the Committee) to sub-committees consisting of any members of the Committee and to make such rules if any as to the proceedings of such sub-committees as may seem expedient.
- (6) To institute conduct defend compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association.
- (7) To refer any claims or demands by or against the Association to arbitration and observe and perform any award made by the arbitrators.
- (8) To make and give receipts releases and other discharges for money payable to the Association and for all claims and demands made on the Association.
- (9) To act on behalf of the Association in all matters relating to bankruptcy assignment or liquidation.
- (10) Subject to the Act to invest and deal with any of the moneys of the Association not immediately required for the purposes hereof upon such securities and in such manner as they may think fit and from time to time to vary or realise such investments.
- (11) From time to time to make vary and repeal any by-laws for the regulation of the affairs of the Association its officers or servants or for observance by the members of the Association.
- (12) To impose a charge on members or non-members for admission to any lecture demonstration exhibition or other similar activity of the Association.
- (13) Subject to these rules as to the rights of honorary members and visitors.
- (14) Subject to these rules as to rights and privileges which shall be accorded to the members of the Association.
- (15) As to the arrangements with any other Associations or bodies for reciprocal concessions or otherwise within the objects of the Association.
- (16) To appoint and at their discretion remove or suspend the Executive Director, managers, secretaries, clerks, agents, servants and employees from permanent temporary or special services as they may from time to time think fit and to determine their duties and fix their salaries or emoluments whether or not such person is a member of the Committee and membership of the Committee shall not be a disqualifying consideration provided such appointment is otherwise notified to the members at the next succeeding annual general meeting.
- (17) To set aside out of the Income of the Association such sums as they may think proper as a reserve fund to meet contingencies or for improving or maintaining any of the property of the Association and for such purposes as the Committee shall in their discretion think conducive to the interests of the Association and subject to the Act to invest the general sums set aside upon such investments as they think fit and vary such investments and dispose of all or any part thereof at their discretion for the benefit of the Association and to deal with the reserve funds as they may think fit and as may be permitted in the Rules of the Association.
- (18) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts deeds and things in the name and on behalf of the Association as they may consider expedient for in relation to any of the purposes of the Association and which it shall be lawful for the Association to undertake or do.

52. The Committee shall also undertake the management of the Academy mentioned in the Rules of the Association which shall be for the purpose of tuition in the trade of hairdressing and related business practices of members of the profession who are not qualified for membership of the Association but may be candidates for membership of the Association.



## POWERS AND DUTIES OF THE COMMITTEE

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Every nominee for membership of the Academy shall forward to the Executive Director a completed Membership Application Form with the relevant membership fees.

The Committee may decline to accept any such nomination without stating reasons and the fee shall in such case be returned to the candidate for membership.

The Committee shall arrange for the giving of lectures and the holding of classes and demonstrations on subjects connected with the profession and shall also conduct examinations at such times as it shall appoint and shall prescribe rules standards and qualifications which must be complied with by candidates.

Notwithstanding the last preceding Rule hereof the Committee shall have power to arrange with any person not a member of the Association for the delivery of any lecture or the taking of any class or the giving of any demonstration and the Committee shall have power to make such arrangement for remuneration of such person as it may think fit.

53. At every ordinary meeting of the Committee the following shall be the order of business:-

- (i) Minutes of previous meeting read and confirmed and signed by the Chairman.
- (ii) Consideration of matters arising out of the minutes.
- (iii) New Members & Resignations.
- (iv) Correspondence.
- (v) Report by Executive Director.
- (vi) Finance (accounts receivable, accounts payable).
- (vii) General business.

53A. The Committee of Management will convene for no less than 95 meetings per year.

53B. Any three Directors may, whenever the Directors think fit, convene a general meeting of the Company's Members.

53C. The Company may hold a meeting at 2 or more venues using any technology that gives Members entitled to vote, a reasonable opportunity to participate. This may include participating via telephone or video conference.

54. The President, Vice President, Treasurer and Secretary shall form an Executive Committee whose duty shall be to deal with any business that may be referred to it by the Committee and any matters of urgency affecting the interests of the Association or by these Rules of the Association. A report of any such action shall be furnished to the next monthly meeting of the Committee or as soon as may be practicable.

55. Such Executive Committee shall be authorised to incur expenditure up to an amount not exceeding five thousand dollars (\$5,000.00) in any calendar year without the authorisation of the Committee.

Reimbursement for costs will only be made upon presentation of tax invoices and receipts for reasonable costs incurred as approved in accordance with Accounting Standards. Expenses incurred must show benefit to the Association as a whole and not only to the individual executive member.

- (a) No payment will be made to any Committee Member other than payment of out of pocket expenses incurred by the Committee Member in the performance of any duty as a Committee Member

## POWERS AND DUTIES OF THE COMMITTEE

- (b) Where the amount payable exceeds \$50, the Committee of Management must approve this cost in writing before the expense is incurred. Failure to do so will result in the cost being directly incurred by the Committee Member personally.
- 55A. (i) The President shall be paid a taxable payment of ~~\$79,500~~ \$79,500 per year for services rendered. This amount will be paid at the end of one full year of service in the position of President.
- (ii) The Treasurer shall be paid a taxable payment of ~~\$7,500~~ \$7,500 per year for services rendered. This amount will be paid at the end of one full year of service in the position of Treasurer.
- (iii) The Vice-President shall be paid a taxable payment of \$, per year for services rendered. This amount will be paid at the end of one full year of service in the position of Vice-President.
- (iv) All board members, other than the Treasurer and President, shall be paid a taxable payment of ~~\$42,500~~ \$42,500 per year for services rendered on the provision that they attend 75% of the board meetings in the calendar year. This amount will be paid at the end of one full year of service in the position of board member.
- 55B The Committee of Management holds the following responsibilities:
1. Setting the policy for the Association. This is done by:
    - I. Creating or updating the mission and vision statements.
    - II Determining the Association’s programs and services.
    - III Approving the strategic plan.
  2. Monitoring the Association’s operations:
    - I. Hiring and periodically evaluating the Association’s executive director.
    - II Working with and providing support to the executive.
    - III Approving the annual budget, annual report, etc.
    - IV Approving major contracts and grants.
    - V Soliciting and reviewing program evaluations.
    - VI Troubleshooting as necessary.
  3. Serving as a representative for the Association:
    - I. Fundraising, by directly donating to the non-profit and soliciting donations from others.
    - II Advocating for the organisation
  4. Fulfilling other board ~~responsibilities~~responsibilities:
    - I Documenting policies and decisions to create an Association memory.
    - II Preparing for and attending board meetings.
    - III Researching and discussing issues before decisions are made.
    - IV Replacing and orienting board members when a vacancy arises.
  5. The board of directors also has certain legal obligations known as duties which include but are not limited to the following:
    - I Take reasonable care when making decisions for the Association (called “duty of care”)
    - II Act in the best interest of the Association (called “duty of loyalty”)
    - III Act in accordance with the Association’s mission (called “duty of obedience”)
    - IV Stand aside when there is a conflict of interest (called “recusal”)

## POWERS AND DUTIES OF THE COMMITTEE

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6. While the board has many responsibilities, there are also things it should avoid. Board members should avoid being over- or under-involved. More specifically, the board of directors should not:

I Concern itself with the day-to-day management of the Association. That is the executive director's job.

II Rubber stamp decisions. While the board should take the recommendations of the ~~Associations's~~ Associations' director, staff and members into consideration, the board needs to be an independent decision-making body. Decisions should be made on behalf of the majority of members in the best interests of the majority of members and the industry, not the individual board member.

55C

~~I.—Each officer of the organisation shall disclose to the organisation any remuneration paid to the officer:~~

~~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~~

~~b) by any related party of the organisation in connection with the performance of the officer's duties as an officer.~~

~~II.—The disclosure 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.~~

~~III.—The organisation 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 each of those officers:~~

~~i.—the actual amount of the officer's relevant remuneration for the disclosure period; and~~

~~ii.—either the value of the officer's relevant non-cash benefits, or the form of the officer's relevant non-cash benefits, for the disclosure period.~~

~~IV.—For the 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.~~

55D

## POWERS AND DUTIES OF THE COMMITTEE

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~~I.— 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~~
  - ~~a) a relative of the officer has or acquires;~~
- ~~that relates to the affairs of the organisation.~~

~~II.— The disclosure required by sub-rule (A) shall be made to the organisation:~~

- ~~a) as soon as practicable after the interest is acquired; and~~
- ~~a) in writing.~~

~~III.— The organisation shall disclose to the members of the organisation and its branches any interests disclosed to the organisation pursuant to sub-rule (A).~~

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

- ~~a) in relation to each financial year;~~
- ~~a) within six months after the end of the financial year; and~~
- ~~b) in writing.~~

55E

~~I.— 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~~
  - ~~i. to a declared person or body of the organisation or a branch of the organisation;~~~~
- ~~or~~
- ~~a) the total of the payments made by the organisation, during the disclosure period:
  - ~~i. to each related party of the organisation; or~~
  - ~~i. to each declared person or body of the organisation.~~~~

~~II.— Sub-rule (A) does not apply to a payment made to a related party if:~~

- ~~a) the payment consists of amounts deducted by the organisation from remuneration payable to officers or employees of the organisation; or~~
- ~~a) the related party is an officer of the organisation, and the payment:
  - ~~i. consists of remuneration paid to the officer by the organisation; or~~
  - ~~i. is reimbursement for expenses reasonably incurred by the officer in performing the officer's duties as an officer.~~~~

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

## EXECUTIVE DIRECTOR

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- ~~a) in relation to each financial year;~~
- ~~a) within six months after the end of the financial year; and~~
- ~~b) in writing.~~

### SEAL

56. The Committee shall provide for the safe custody of the Common Seal which shall be in the custody of the Executive Director and shall not be placed on any instrument or document whatsoever except by the authority of the Committee previously given and in the presence of the President or Vice-President and the Secretary two of whose signatures shall be affixed to such instrument or document.

### CUSTODY OF MONEYS

57. All cheques drawn upon the bank of the Association shall be signed by two signatories, consisting of either the Treasurer or the President, and countersigned by the Executive Director.

58. No securities deposited with the bankers of the Association shall be delivered by the said bankers without the order of at least two of the following three persons: the Executive Director, the Treasurer, and President.

59. All moneys payable to the Association shall be received by the Committee and shall be paid into the banking account of the Association by a duly authorised officer.

59A.

(i) Every officer of the association whose duties includes duties relating to financial management of the organisation must undertake approved training covering the officer's financial duties.

(ii) Approved training must be undertaken within six months of a person assuming office or where the officer already holds office, within 6 months of the proclamation date.

(iii) Approved training will be as determined by the Fair Work Commission's General Manager.

### EXECUTIVE DIRECTOR

60. Subject to Rule 49 an Executive Director shall be appointed by the Committee for such term and upon such conditions as it thinks fit, and any Executive Director so appointed may be removed by the Committee, subject to the terms of employment previously agreed.

61. The Executive Director shall take charge of the books documents and accounts of the Association and shall cause correct entries to be made in the books of all matters and things to be entered therein in the ordinary course of the proceedings of the Association and shall whenever required by the Association render to them an account of all transactions matters and things relating to the Association or its affairs over which the Executive Director may have control or of which he may have cognisance.

62. The Executive Director shall convene meetings of the Committee of the Association at such time and place as he may from time to time, and be directed by the Committee or the President as the case may be.

## **GENERAL MEETING**

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63. All amounts over five hundred (\$500.00) shall be paid by cheque, credit card, or electronically.

64. (Repealed)

## **GENERAL MEETING**

65. (Repealed)

66. General meetings shall be held at least once in each calendar year at such time and place as may be prescribed by the Committee and at intervals of not more than eighteen (18) months after a prior General Meeting.

67. The abovementioned general meetings shall be called ordinary meetings. All other meetings of the Association shall be called extraordinary general meetings. A Motion or Resolution passed by a General Meeting shall overrule any decision, resolution or motion of the Committee where any dispute arises.

68. The President may whenever he may think fit and shall within fourteen days after receipt of a requisition made in writing by not less than fifty (50) financial members convene an extraordinary general meeting and the requisitionists may call such meeting if there be no President or if the President fails to call a general meeting within the said period.

69. Any such requisition shall specify the object or objects of the meetings required and shall be signed by the members making the same and shall be left with the Executive Director at the office of the Association. The meeting shall be convened for the purposes specified in the requisition only.

70. In the case of all general meetings of the Association twenty eight clear days notice at least specifying the place day and hour of meeting and in the case of special business the general nature of such business shall be given to the members by post or otherwise served as hereafter provided.

71. The inadvertent omission to give any such notice to any of the members shall not invalidate any resolution passed at any such meeting.

72. The business of an ordinary meeting shall be to receive and consider the balance sheet the reports of the Committee and of the Auditors, to consider the levels of Entrance and Subscription fees, and to transact any other business which under these Rules ought to be transacted at an Annual General Meeting and any business which may be brought under consideration by the report of the Committee issued with the notice convening such meeting. All other business transacted at an ordinary meeting and all business transacted at an extraordinary general meeting shall be deemed special.

73. At all general meetings of the Association fifteen members shall form a quorum. Any of the following, or any combination of thereof, shall count towards the calculating of a quorum: members who physically attend the meeting; members who participate electronically; members who have completed and sent in proxy voting forms.

**GENERAL MEETING**

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74. No business shall be transacted at any general meeting unless the quorum requisite be present at the commencement of such business.

75. If within one hour from the time appointed for the meeting a quorum of members be not present the meeting if convened upon the requisition of members as aforesaid in Rule 66 shall be dissolved' in any other case it shall stand adjourned to the same day in the following week at the same hour and place and if at such adjourned meeting a quorum of members be not present it shall be adjourned sine die.

76. Whenever an ordinary or extraordinary general meeting shall in consequence of the non-attendance of a sufficient number of members or by the resolution of the members present be adjourned to a future date notice thereof shall be duly given by circular to advertisement as determined by the Chairperson of the Meeting.

77. The President shall take the chair at all general meetings and in his absence the Vice-President and in his absence a Chairperson shall be elected from among the members present.

78. No person other than a financial member duly registered and the appointed auditor shall be entitled to be present at any general meeting unless otherwise determined by resolution or assented to at that general meeting.

79. Every member shall have one vote and all questions shall be decided by a majority of the members present and voting by Proxy shall be permitted. The instrument appointing a proxy shall be in writing under the hand of the Appointer or of his Attorney duly authorised in writing. The instrument appointing a Proxy shall be deemed to confer authority to demand or join in demanding a Poll.

A member shall be entitled to instruct his Proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed, the Proxy may vote as he thinks fit.

The instrument appointing a Proxy may be in the following form or in a common or usual form.

**HAIR AND BEAUTY AUSTRALIA**

I, ..... of .....  
being a financial member of Hair and Beauty Australia hereby appoint: ..... of .....  
or ..... failing him/her: .....  
of .....

As my Proxy to vote for me on my behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Association to be held on the day of..... 20..... and at any adjournment thereof. My Proxy is hereby authorised to vote \*in favour\* of/\* against\* the following resolution:

SIGNED this ..... day of ..... 20 .....

**NOTICES**

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Signature: .....

\*\* Strike out whichever is not desired.

NOTE - In the event of the member desiring to vote against or for any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the Proxy may vote as he thinks fit.

The instrument appointing a Proxy and the Power of Attorney or other authority if any under which it is signed or a notarily certified copy of that power or authority shall be deposited at the registered office of the Association as is specified for that purpose in the Notice convening the meeting, not less than seven days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, in default of which the instrument of proxy shall not be treated as valid.

80. At any meeting unless a ballot be required under these Rules or determined at a meeting every resolution shall be decided by a show of hands or in such other way as the majority of members present may decide. In all cases the Chairperson shall be entitled to a casting vote as well as a deliberative vote and a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost and an entry to that effect in the minutes shall be sufficient evidence of the fact without proof of the number of votes recorded in favour of or against such resolution.

81. No objection shall be made to the validity of any vote except at the meeting at which same shall be tendered and every vote not disallowed at such meeting shall be deemed valid for all purposes.

82. After all business introduced by the Committee shall have been disposed of it shall be competent for any member of the Association to bring under the notice of the meeting any business or matter within the object or purposes of the Association and give any notice he may think fit of a proposition to be considered at a future meeting.

83. In all cases of dispute doubt or difficulty respecting or arising out of matters of procedure or order the decision of the Chairperson shall be final and conclusive.

**NOTICES**

84. Any notice may be served upon any member either personally, electronically or by sending it through the post addressed to such member at his address as entered in the register of members.

85. Any notice required to be given by the Association to the members or to any of them and not expressly provided for by these Rules shall be sufficiently given if given by advertisement. Any notice required to be or which may be given by advertisement shall be advertised once in one of Sydney's daily newspapers.

86. Any notice sent by post shall be deemed to have been served at the expiration of forty eight hours after the letter containing the same is posted and in proving such service it shall be sufficient to prove that the letter containing such notice was properly addressed and posted.



## AUDIT

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### ACCOUNTS

87. The Committee shall cause true accounts to be kept of all moneys received and expended by the Association and the matters in respect of which such receipt and expenditure take place and of the assets credits and liabilities of the Association.

87A. The association must develop and implement policies relating to the expenditure of the organisation.

88. The accounts shall be closed annually on such date as may be prescribed by the Committee and if no other time be fixed on the 30th day of June in each year and a balance sheet containing a statement of the property and liabilities of the Association on that day shall be made out and submitted at the subsequent general meeting.

### AUDIT

89. Once at least in every year the accounts of the Associations shall be examined and audited and the correctness of the statement and balance sheet ascertained by a properly qualified Auditor.

90. The first Auditor shall be appointed by the Association at its first Annual General Meeting. Subsequent Auditors shall be appointed by the Association at the Annual General Meeting to be held in each year.

91. The Auditor shall be entitled to charge for all professional services properly undertaken on behalf of the Association as authorised by the Rules and the Committee, and any Auditor whose term of office has expired shall be eligible for reappointment.

92. The Auditor appointed pursuant to these Rules shall be independent of any bookkeeper, accountant or other person involved in preparing the books of accounts of the Association.

93. If any casual vacancy occurs in the office of Auditor the Committee shall forthwith obtain the reasons for resignation of the Auditor and shall not accept such resignation until the reasons for resignation are provided.

94. The Auditor shall at all reasonable times have access to the books and accounts of the Association for audit purposes and he may in relation to such accounts at any time require any explanation or information which he may deem necessary from any employee, office bearer or Committee member of the Association.

95. The Auditor supply to the Executive Committee audited copies of the Statement of Accounts and/or Balance Sheet intended to be laid before the Annual General Meeting of the Association twenty-one (21) days at least before the meeting to which the same are to be submitted and it shall be the Auditor's duty to examine the same with the accounts and vouchers and other papers relating thereto and report to the general meeting thereon.

96. Save as to matters which are a breach of Rule 4 every set of annual accounts of the committee when audited and approved by a general meeting shall have as aforesaid be conclusive except as regards any error

## LOANS AND GRANTS

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discovered therein within three months next after the approval thereof. Whenever any error is discovered within such period the accounts shall be forthwith corrected and thenceforth shall be conclusive.

97. For the purposes of interpretation where the expression “he” or “his” appears it may be deemed to apply either to male or female persons wherever the circumstances are appropriate.

98. Any of the Rules of the Association may be rescinded or altered or additions thereto made with the consent of the proper officers duly authorised under the Act and applicable industrial laws to permit such amendments or deletions and in the manner provided by law. The Executive Director shall upon receipt of instructions from the President or the Committee in respect of a change or alteration:

- (a) notify each member of the proposed change or alteration,
- (b) call a special general meeting to consider such proposed change or alteration,
- (c) deliver a copy of the proposed change or alteration to the Industrial Registrar,
- (d) upon receiving the consent of the Industrial Registrar to such proposed change or alteration complete and execute such documents as are required to effect the change or alteration as specified by the Act.

99. Despite rule 98 above, The Executive Committee shall have the power to rescind, alter or make addition to any relevant Rule of the association without calling a general meeting, provided that the alterations are made for compliance purposes under the relevant commonwealth legislation.

## INDEMNITY OF OFFICERS

100. All Office Bearers, Committee members and employees of the Association shall be indemnified by the Association from all charges, losses, claims and expenses incurred by them in and about the discharge of their respective duties except such as happen through their own wilful act or default and no Officer or Committee persons shall be liable for the acts receipts neglects or defaults of any other member of the Committee or Officer or for the joining in any receipt or other act for conformity or for any loss or expense happening to the Association through the insufficiency or deficiency of the title to any property acquired by order of the Committee for or on behalf of the Association or for the insufficiency or deficiency of any securities in or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortious or any other act or acts of any person or persons with whom any moneys securities or effects shall be deposited or for any loss or damage or misfortune whatever which shall happen in the execution of the duties of his respective office or in relation thereto unless the same shall happen through his own wilful act or default.

## LOANS AND GRANTS

101. The Association shall not make a loan, grant or donation unless the Committee of the Association:-

(a) has satisfied itself:-

(i) that the making of the loan, grant or donation will be in accordance with the other rules and Rules of the Association; or

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

## **LOANS AND GRANTS**

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(b) has approved the making of the loan, grant or donation.

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