

The Australian Retailers Council Association

I CERTIFY under section 161 of the Fair Work (Registered Organisations) Act 2009 that the pages herein numbered 1 to 29 both inclusive contain a true and correct copy of the registered rules of ~~t~~The Australian Retailers AssociationCouncil

GENERAL MANAGER
FAIR WORK COMMISSION

Rules of the Australian Retailers Association Council

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1 - NAME OF ASSOCIATION

The Association shall be known as AUSTRALIAN RETAILERS ASSOCIATION COUNCIL (hereinafter referred to as "the Association").

2 - OFFICE

The office of the Association shall be at such place as the ~~ARA Council~~Board may determine.

3 - OBJECTS

The objects for which the Association is established are:

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

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- (k) to provide a framework for the development and maintenance of technical standards for consumer products and services sold or supplied by its members;
- (l) to promote, establish and finance foundations and fellowships for literary, historical or scientific research relating to the retail industry;
- (m) to enter into any amalgamation, affiliation, fusion or alliance with or to communicate with or subscribe to or to promote or assist in the promotion of any other firm, association, corporation or other entity whether incorporated or unincorporated having objects similar to or calculated to benefit generally the members of the Association and to acquire shares and interests in or lend money upon debentures or otherwise to any such company firm or association;
- (n) to collect and diffuse information on all matters affecting members of the Association in their businesses and to print, publish and circulate or make available by any means any papers, circulars, periodicals, books which the Association may think desirable for the promotion of its objects;
- (o) to secure to members the advantages of unity of action in all matters affecting their interests;
- (p) to register as an organisation or industrial union of employers under the ~~Workplace Relations Act 1996~~ and relevant legislation of any State in Australia; and
- (q) to represent members who are employers in industrial proceedings of every kind.

4 - POWERS

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

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

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

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- (v) to raise funds by means of subscriptions of members and levies on members ~~and otherwise, and impose fines on members~~ for all the purposes and objects of the Association in such amounts and in such manner as is provided for in these Rules;
- (w) to act as an organisation and/or industrial union of employers under the laws of the Commonwealth of Australia and its territories or any State within the Commonwealth;
- (x) to bring any industrial disputes, claims or matters relating to industrial matters before any Court, Commissioner, Committee, Inquiry, Board or any Tribunal whatsoever of the Commonwealth of Australia or any of the States of the Commonwealth of Australia including, but without limiting the generality of the foregoing, the High Court of Australia, the Federal Court of Australia, the ~~Australian Industrial Relations Commission~~ Fair Work Commission and any Court or Tribunal constituted pursuant to the Fair Work Act 2009 (Cth) and the ~~Act~~ Workplace Relations Act 1996;
- (y) to represent the interests of employers in all branches of the retail industry before Courts, Boards, Conciliation Committees, other tribunals, any other bodies and at conferences with Trade Unions and other bodies of employers or employees;
- (z) to adopt whatever procedure as may be considered advisable in the interests of members of the Association and in the maintenance of the right of private enterprise;
- (aa) to appoint, employ, remove or suspend such ~~managers, clerks, secretaries,~~ employees, contractors and other persons as may be necessary or convenient for the purposes of the Association;
- (bb) to make available to any persons not being members of the Association such of the services and facilities of the Association upon such terms and conditions as the ~~ARA Council~~ Board shall think fit;
- (cc) to do all such other lawful things as may appear to be incidental or conducive to the objects of the Association; and
- (dd) to adopt any additional objects from time to time.

5 - INTERPRETATION

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

“Act” shall mean the ~~Workplace Relations Act 1996~~ Fair Work (Registered Organisations) Act 2009 (Cth).

“Admission Date” means the date on which an applicant for membership is admitted to the membership of the Association under these Rules.

~~“Association” shall mean the Australian Retailers Association, an organisation of employers registered under the Act, and “ARA” shall bear the same meaning.~~

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

"Associate" means an individual, firm, corporation, or other entity enrolled pursuant to Rule 16.1

“Association” shall mean the Australian Retail Council, an organisation of employers registered under the Act, and “ARC” shall bear the same meaning.

“Authorised Representative” means a person nominated to represent a member in accordance with Rule 11.

"Division" means a Division of the Association based on either State and/or Territory boundaries or the category of business of a member, and established by the ~~ARA Council~~ Board to facilitate the management of services to a group of members.

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“Financial year” or “financial year of the Association” shall mean the period commencing on 1 July in one year and concluding on 30 June in the succeeding year.

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

“Member” means a member under Rule 6 but does not include an “Associate” or “Subscriber”.

“Month” means a calendar month.

“Office Bearer” or “Office Bearers” means the Chairperson, the Vice Chairperson, the Secretary and the Treasurer.

~~“National Retailer” shall mean a retailer which carries on business in more than one State.~~

“Person” or words importing persons shall include corporations.

“Register” means the Register of Members required to be kept in accordance with Rule 12.

~~“State Retailer” means a retailer which carries on business in one State only.~~

“State” means a state of the Commonwealth of Australia provided that for the purposes of these Rules the Northern Territory shall form part of the State of South Australia and the Australian Capital Territory shall form part of the State of New South Wales.

“Subscriber” means a person operating in the industry who accesses for a fee ~~for~~ services and facilities of the Association but plays no part in its governance.

5.2 In these Rules, unless the context otherwise requires:

- (a) The singular shall include the plural and vice versa;
- (b) Headings are for convenience and do not affect meaning;
- (c) The expression “in writing” or the word “written” includes all forms of printing, typing, facsimile, text messaging, email, minute taking and other physical or electronic means of representing words, figures, drawings or symbols in a visible and tangible or electronic form, in English;
- (d) Any reference to an act of communicating with another person other than orally in their presence, such as but not limited to “lodging [a document] with” or “notifying” a person, includes communicating with that person by any then available form of electronic communication, including but not limited to email;
- (e) A communication sent by email to the intended recipient at the correctly recorded email address of that person shall be taken to have been received by the intended recipient at the time recorded on any delivery receipt for the email or, in the absence of such delivery receipt, the time of despatch recorded on that email;
- (f) Any reference to a person “signing” a document or to a “signature” on a document shall include electronic signing or signature;
- (g) The word “shall” means a mandatory requirement;
- (h) A reference to a statute, regulation or statutory instrument shall include any successor to any of them, whether in whole or in part;
- (i) If something is required to be done under these rules and the last day for doing the thing is a Saturday or Sunday or a public holiday in the place where the thing is to

be done, then the thing may be done on the next day that is not a Saturday, a Sunday or a public holiday; and

(j) Any schedule to these Rules forms part of these Rules.

6 - MEMBERSHIP ELIGIBILITY

Any person, firm or company which is an employer or other person carrying on business in the retail trading industry, which includes any trade, business or undertaking in or allied with the business of shopkeepers, storekeepers or sellers by retail of articles, goods, materials or provisions of any kind, within the Commonwealth of Australia and its territories shall be eligible for membership.

Provided that in New South Wales and the Australian Capital Territory the retail trading industry includes the business of shopkeepers or retail storekeepers, and where carried on by a person principally engaged in such business or by a subsidiary or related company of that person, any other trade, business or undertaking carried on in connection therewith but the industry shall not include the industry of:

1. manufacturing (including altering, assembling, making, processing and repairing) except where the manufacturing:
 - (i) is carried on by a person whose principal business is that of a retail trader or by a subsidiary or related company of that retail trader and the manufacturing:
 - (a) is carried on in premises conducted by that retail trader or by a subsidiary or related company wholly or predominantly as retail trading premises and for the sole purpose of the retail sale of or in respect to or the use of the manufactured articles or goods by that retail trader or a subsidiary or related company in or from those premises, or
 - (b) is ancillary or incidental to the said principal business, and is carried on for the sole purpose of retail sale of or in respect to use of the manufactured articles or goods by that retail trader or by a subsidiary or related company in or from premises conducted by that retail trader or a subsidiary or related company wholly or predominantly as retail trading premises, or
 - (ii) consists of footwear repairing carried on by a person principally engaged in footwear repairing;
2. dry-cleaning where carried on by a person whose principal business is the provision of dry-cleaning services;
3. the slaughtering of live-stock; or
4. the selling, distributing, repairing, maintaining, towing, wrecking, servicing and/or parking of motor vehicles (of all kinds), caravans, trailers, boats or boat trailer combinations or the like and the equipment or parts of components thereof or the supply of the running requirements for any such vehicles or items or the rental of motor vehicles where the said activities or any of them are carried on by a person whose principal undertaking is the carrying on of such activities or any of them.

7 - ENROLMENT AND REPRESENTATION

- 7.1 The Association shall not enrol or represent a person, firm or company which operates only in a State or territory in respect of which the Association has formed no Division.
- 7.2 In New South Wales and the Australian Capital Territory the Association shall not enrol or represent any member in respect of any of the following industries carried on by him/her:

1. manufacturing (including altering, assembling, making, processing and repairing) except where the manufacturing:
 - (i) is carried on by a person whose principal business is that of a retail trader or by a subsidiary or related company of that retail trader and the manufacturing:
 - (a) is carried on in premises conducted by that retail trader or by a subsidiary or related company wholly or predominantly as retail trading premises and for the sole purpose of the retail sale of or in respect to or the use of the manufactured articles or goods by that retail trader or by a subsidiary or related company in or from those premises, or
 - (b) is ancillary or incidental to the said principal business and is carried on for the sole purpose of the retail sale of or in respect to or use of the manufactured articles or goods by that retail trader or by a subsidiary or related company in or from premises conducted by that retail trader or by a subsidiary or related company wholly or predominantly as retail trading premises, or
 - (ii) consists of footwear repairing carried on by a person principally engaged in footwear repairing;
2. the provision of dry-cleaning services and retail sales incidental or ancillary thereto where provided by a person whose principal business is the provision of dry-cleaning services;
3. the slaughtering of live-stock; or
4. the retail selling of uncooked meat and/or the processing of uncooked and/or the production of manufactured meat products by a person whose principal business is the slaughtering of live-stock, and/or the processing and/or selling of uncooked meat and/or the production of manufactured meat products; or
5. the selling, distributing, repairing, maintaining, towing, wrecking, servicing and/or parking of motor vehicles (of all kinds), caravans, trailers, boats or boat trailer combinations or the like and the equipment or parts of components thereof or the supply of the running requirements for any such vehicles or items or the rental of motor vehicles where the said activities or any of them are carried on by a person whose principal undertaking is the carrying on of such activities or any of them; or

6. the sale by wholesale or retail of:

- (a) milk from vehicles;
- (b) alcoholic and other drinks in or from a hotel or tourist hotel licensed under the Liquor Act 1912, or in or from a liquor store in or situated close to such hotel or tourist hotel and which is conducted by that licensee or owner under the hotel or tourist hotel license concerned, as varied or extended;
- (c) articles on premises conducted as squash courts by a person principally engaged in the management of squash courts;
- (d) articles other than bread and timber, by a person, principally engaged in manufacturing on or from premises conducted by him wholly or predominantly as a manufacturing establishment where the articles concerned are manufactured by that person;
- (e) bread in or from an establishment conducted by a person predominantly engaged in the business of baking and selling bread where the bread is baked on that establishment; or
- (f) timber and other articles in or from an establishment which is principally a timber merchant establishment.

Provided further that the Association shall not enrol a person engaged in the Australian Capital Territory in the industry as defined in Rule 6 unless that person (or a subsidiary company or related company of that person) is principally engaged in the business of a shopkeeper or retail storekeeper and is engaged in retail selling from retail trading premises in New South Wales.

Provided further that despite anything elsewhere contained in these Rules the Association shall also consist of an unlimited number of ordinary members who as at 18th July 1978 were persons firms partnerships companies corporations and unincorporated bodies engaged or employing any employee within the State of New South Wales and the Australian Capital Territory in the Retail Trading Industry which includes the business of shop keepers and store keepers and any other trade business or undertaking in or substantially connected with the sale by retail of articles, goods materials, produce or provisions of all kinds and who as at that date were members of the Association in accordance with the then Rules of the Association and nothing in the foregoing provisos shall render any such person firm etc. ineligible in whole or in part for membership of or representation by the Association.

8 - APPLICATION FOR MEMBERSHIP

- 8.1 An application for membership shall be ~~in writing~~ in a form determined by the ~~ARA Council~~Board.
- 8.2 Retailers shall forward their applications to any office of the Association which must be signed by an authorised representative of the retailer who has the power and authority to bind the applicant and must be accompanied by the membership fee, unless otherwise determined by the Board.
- 8.3 On receipt of an application for membership the ~~Secretary Association~~ shall inform the applicant of:
 - (i) the financial obligations arising from membership; and
 - (ii) the circumstances and the manner in which a member may resign from the Association.
- 8.4 The Admission Date shall be the date on which the membership fee is received and upon admission to membership pursuant to these Rules, the applicant shall be registered in the Register in the relevant category of membership. Upon submission to the ARA Council the Council may approve or disapprove of the application or may adjourn from time to time consideration of it. If an application is approved, the applicant shall be informed accordingly and entered in the Register of members.

9 - HONORARY LIFE MEMBERSHIP

The ~~ARA Council Board~~ may admit to honorary life membership, any person who has served with distinction as a member of the ~~ARA Council Board~~, or prior to 2006 as a member of the National Council or a Division Council.

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

10 - SUBSCRIPTIONS

10.1 The annual subscription payable by members shall be determined from time to time by the ~~ARA Council Board~~.

10.2 The annual subscription ~~of a retailer~~ shall be paid to any office of the Association.

10.3 Subject to Rule 10.5 hereof a member's first annual subscription shall be payable on ~~his/her admission to membership~~ the Admission Date and future annual subscriptions shall be payable in advance at yearly intervals thereafter. Provided the ~~ARA Council Board~~ may provide for the abatement of a proportionate part of a subscription of any member admitted as such during the currency of any financial year.

10.4 The ~~ARA Council Board~~ may decide to have subscriptions for its members payable in advance at half yearly intervals or at such other intervals and in such manner as may seem appropriate to the ~~Council Board~~.

10.5 The subscription to be paid by an affiliated association and an associate shall be determined by the ~~ARA Council Board~~ commensurate with the services to be rendered by the Association.

10.6 Any person whose membership ceases or is terminated shall forfeit any claim to a return of any subscription paid by them to the Association, regardless of the date of resignation, non-renewal, cessation or termination of membership.

10.76 Levies

If the ~~ARA Council Board~~ at any time deems that an emergency has arisen making it advisable that a levy should be made, the Secretary by the giving of one week's written notice shall summon an Extraordinary General Meeting of members to consider whether such levy should be imposed, and if so, what amount.

10.87 Unfinancial Members

(a) Any member failing to pay any levy within two months after notification thereof has been posted to him/her by the Association, or whose subscription is three months in arrears, shall be disqualified from taking part in any affairs of the Association. In default of payment of the amount of any levy or subscription within one month of the final demand under the hand of the Secretary, such levy may be recovered at law in proceedings instituted by the Secretary.

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

11 – REPRESENTATION

- 11.1 A member of the Association which is a firm, company or other incorporated body must appoint an authorised representative (Authorised Representative) to act for it in all matters connected with the Association. ~~shall by notice in writing to the Secretary under the hand of the Manager or Secretary of the member from time to time appoint a representative (who shall be a partner, director, general manager, chief executive officer, chair or proprietor of the member or the member's business) to act for the member in meetings and proceedings of the Association and may by like notice from time to time remove any such representative and appoint another in his/her place or in the place of a representative who had died or resigned.~~
- 11.2 Where a member of the Association has appointed an Authorised Representative in accordance with Rule 11.1, the member must provide to the Association evidence that the representative was duly appointed upon request by the Association. the Association may at its discretion request the member to provide evidence that the Representative was duly appointed by the member. Where such a request is made by the Association the member shall supply evidence of the regularity of the appointment to the Association within seven (7) days of the member receiving the request.
- 11.3 Upon the Board being satisfied of the validity of the appointment of the Authorised Representative, the Association shall advise the member and the Authorised Representative of that fact, and the Authorised Representative will thereafter be notified entitled to represent the member until the member notifies the Association to the contrary. Where an Authorised Representative ceases to act for a member, the member may shall appoint another Authorised Representative in accordance with the provisions of this Rule.
- 11.2 The Authorised Representative shall have all the privileges of a member under these Rules (except the power of appointing an Authorised Representative under this present Rule) and shall be eligible to hold office in the same way as an individual member.

12 - REGISTER OF MEMBERS

- 12.1 For the purposes of the Act, tThe Secretary shall ~~keep or cause to be kept~~ maintain or cause to be maintained a register of members in which shall be ~~recorded entered for each the name and postal address of every member of the Association; and a list of the names, postal addresses and occupations of the persons holding office in the Association.~~
- (a) The business name, postal address, telephone number and email address;
- (b) The Authorised Representative of the member;
- (c) The Admission Date;
- (d) The date of termination or resignation of the Member (as applicable); and
- (e) Any other information prescribed from time to time by the Board.
- 12.2 An entry of the name of a member in the register shall be evidence of membership of the Association.
- 12.3 A member Members shall notify the Association of any changes to the particulars for that member required at Rule 12.1(a) and (b).

13 - RESIGNATION

- 13.1 A member may resign from membership by written notice addressed and delivered to the Secretary of the Association.

13.2 A notice of resignation takes effect:

- (a) where the member ceases to be eligible to become a member of the Association:
 - (i) on the day on which the notice is received by the Association; or
 - (ii) on the day specified in the notice, which is a day not earlier than the day when the member ceases to be eligible to become a member;

whichever is the later; or

- (b) in any other case:
 - (i) at the end of 2 weeks after the notice is received by the Association; or
 - (ii) on the day specified in the notice;

whichever is later.

13.3 A notice delivered to the person mentioned in rule 13.1 shall be taken to have been received by the Association when it was delivered.

13.4 A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with rule 13.1.

13.5 A resignation from membership of the Association is valid even if it is not effected in accordance with this rule if the member is informed in writing by or on behalf of the Association that the resignation has been accepted.

14 - TERMINATION OF MEMBERSHIP

14.1 If a member ceases to be engaged in or as an employer in the industry the membership of such member may, subject to the member being accorded ~~natural justice~~procedural fairness, be determined summarily by resolution of the ~~ARA Council~~Board provided however that such determination shall not affect the liability of the member to pay all monies owing by the member to the Association.

14.2 Any dues payable but not paid by a former member of the Association, in relation to a period before the member's resignation from the Association took effect, may be sued for and recovered in the name of the Association in a court of competent jurisdiction, as a debt due to the Association.

14.3 A member who:

- (a) if a natural person, is of general bad character;
- (b) if a body corporate, whose constituent documents make provisions inconsistent with the purposes for which the Association was formed shall cease to be a member of the Association.

14.4 If a member shall:

- (a) infringe any of the rules of the Association;
- (b) be guilty of any act, neglect, default, proceeding or practice which the ~~ARA Council~~Board, ~~in its discretion, may consider to be dishonourable, to be~~believes is wilful or negligent conduct or conduct calculated to be inconsistent with membership of the Association or such as may bring discredit on the Association; ~~or~~

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~~(e) — in the opinion of the ARA Council Board the interests of the Association require that any member shall cease to be a member;~~

the ~~ARA Council Board~~ may, if it thinks fit, by notice in writing request the member to resign within a time to be specified in such notice and in default of the receipt of such resignation the ~~ARA Council Board~~ shall submit the question of his/her expulsion to a special meeting of the ~~ARA Council Board~~ to be called for that purpose. The member whose expulsion is under consideration may attend such meeting and may show cause why he/she should not be expelled from the Association. If after giving fair consideration to the member two-thirds of the members of the ~~ARA Council Board~~ present and voting at such meeting shall vote for the expulsion of such member he/she shall thereupon cease to be a member. The voting at any such special meeting shall be by ballot if not less than five members present so demand. The ballot shall be conducted in such a manner as the Chair shall decide. A declaration by the Chair that a resolution has been duly passed or that it has been lost shall be conclusive.

- 14.5 Members ceasing to be such from any cause whatsoever shall have no claim of any kind, monetary or otherwise on the Association or its assets.

15 - AFFILIATED ASSOCIATIONS

- 15.1 ~~The Association may enter into affiliation arrangements with any other association with which it has a mutuality of interest or where the other association desires to access products or services provided by the Association. Such affiliation arrangement shall be subject to such terms and conditions as to rights and duties, including subscriptions, as the Board thinks fit. Any registered industrial union of employers in the Commonwealth of Australia or unregistered trade association in the Commonwealth of Australia engaged in the industry defined in Rule 6 which desires to be admitted to membership as an affiliated association shall complete a form of application bearing the correct name and address of the applicant and the signature of an authorised officer of such applicant. The form of application for membership of the Association as an affiliated association shall be submitted to the ARA Council and prior to consideration of such application the ARA Secretary shall cause the applicant to be informed in writing of the financial obligations arising from affiliation and the circumstances and the manner in which the affiliation may be terminated. The ARA Council may approve or reject an application and may attach such conditions to its approval as it sees fit. It may adjourn from time to time consideration of an affiliated application.~~

- 15.2 Each affiliated association shall be entitled to send ~~two~~one representatives to attend all General Meetings of the Association and such representatives shall be entitled to ~~exercise the same rights and privileges as any ordinary member at such General Meetings~~speak at any such Meeting, provided that such representatives:
- (a) shall not be entitled or permitted to vote; and
 - (b) shall not have their attendance counted toward determining whether a quorum has been established or maintained for a Meeting, provided always that only one such representative shall have the right to vote on any ballot, and the Chair of the meeting shall be notified prior to the taking of a ballot, which representative will vote on behalf of an affiliated association.

16 - ASSOCIATES AND SUBSCRIBERS

- 16.1 Associates

An individual, firm, corporation or other entity whether incorporated or unincorporated which is not eligible for membership of the Association may be admitted as an Associate to the Association if in the opinion of the ~~ARA Council Board~~ he/she or his/her business has an interest in or in connection with the retail industry and subject to the payment of a fee as determined by the Board. This is irrespective of where the proposed Associate resides or carries on business.

- 16.2 Each Associate shall be entitled to send a representative to attend any general meeting of the Association but neither an Associate nor its representative shall be entitled to vote or speak at any meeting or to hold office in the Association or to take part in any election under these Rules or to

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take part in the affairs of the Association otherwise than to receive notices of and be present at meetings of the Association.

16.3 Subscribers

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

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

17 - GENERAL MEETINGS

17.1 Annual General Meeting

- (a) The Annual General Meeting shall be held in each year during such month as the ~~ARA Council Board~~ may direct.
- (b) The business of the Annual General Meeting shall be:
 - (1) the reception, discussion and consideration of the accounts, balance sheet, financial report and ordinary reports of the ~~ARA Council Board~~ and of any Committee instructed to report to such meeting and of the Auditors;
 - ~~(2) Deleted~~
 - (~~2~~3) to elect the Auditors of the Association for the ensuing year and fix the remuneration of the Auditors; and
 - (~~3~~4) any other business which under these rules ought to be transacted at the annual general meeting.
- (c) All other business transacted at the annual general meeting and all business transacted at general meetings (other than the annual general meeting) which shall be called special general meetings shall be deemed special.

17.2 Special General Meeting

- (a) The ~~ARA Council Board~~ may whenever it thinks fit and shall upon the requisition made in writing and signed by any ten or more members convene a special general meeting.
- (b) Any requisition made by the members shall express the object of the meeting proposed to be called and shall be delivered to the registered office of the Association. The meeting shall be convened for the purposes specified in the requisition and if convened otherwise than by the ~~ARA Council Board~~ for those purposes only.
- (c) Upon the receipt of such requisition the ~~ARA Council Board~~ shall forthwith proceed to convene a general meeting and if it does not proceed to convene the same within thirty days from the date of receipt of the requisition the requisitionists or any other ten (10) members may themselves convene a meeting but any meeting so convened shall not be held after sixty (60) days from the receipt of such requisition.

17.3 Proceedings at General Meetings

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- (a) No business shall be transacted at any general meeting unless a quorum of members or their ~~A~~uthorised ~~R~~epresentatives is present at the time when the meeting proceeds to business. Save as herein otherwise provided ten (10) members personally present shall be a quorum.
- (b) If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place; and if at the adjourned meeting a quorum of members is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (c) The ~~President~~Chairperson, or in his/her absence, the Vice ~~President~~Chairperson shall chair every general meeting of the Association. If at any such meeting neither the ~~Chairperson~~President nor the Vice ~~President~~Chairperson is present within fifteen (15) minutes after the time appointed for the meeting, or is unwilling to chair the meeting, the members present shall choose one of their number to be Chair.
- (d) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the results of the show of hands) demanded by at least five members, and unless a poll is so demanded a declaration by the Chair that a resolution has, on the show of hands, been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour for/ or against that resolution.
- (e) If a poll is duly demanded, it shall be taken in such a manner as the Chair directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The admissibility of any vote may be determined by the Chair.
- (f) In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
- (g) A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll on any other question shall be taken at such time during the meeting as the Chair of the meeting directs. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A demand for a poll may be withdrawn.
- (h) On a show of hands or on a poll every member present in person or by his duly appointed representative as herein provided shall have one (1) vote.
- (i) Votes may be given either personally or by representative or proxy. The representative or proxy shall be appointed in accordance with Schedule 1 or as otherwise approved by the ~~ARA Council~~Board.
- (j) A member or an ~~A~~uthorised ~~R~~epresentative of a member of the Association may appoint any partner, director, general manager, secretary, senior executive officer or proprietor of the member or the member's business to act as his/her proxy at any meeting of the Association. The instrument appointing a proxy shall be received by the Secretary at least twenty-four (24) hours before the time of holding the meeting at which the person named in such instrument proposes to vote.
- (k) Whenever a ballot of members of the Association is to be taken for the purpose of submitting a matter to a vote of the members of the Association or of a section or division of the Association, the Secretary shall notify every member concerned of the meeting at which the vote is to take place or of the arrangements for any ballot which is to be held by post and shall ensure that every financial member concerned be given the opportunity of voting at such meeting or ballot.

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- (l) No member shall be entitled to vote at any general meeting unless all moneys presently payable by him/her to the Association have been paid.

Facilitative provisions for conducting general meetings – multiple locations and attendance via electronic means

- 17.4 Notwithstanding any other provisions of these Rules a general meeting may be conducted either:
- (a) by way of one meeting of the members at one location, or by way of a series of meetings at different locations, with the general meeting being taken to have occurred, and the requirements for a quorum being determined, at the time of the last of the meetings in the series; or
 - (b) by way of one meeting of the members where electronic facilities allow a reasonable opportunity for members present at the meeting to observe and participate in the meeting, including communicating conveniently through electronic means; or
 - (c) by any combination of the methods specified in sub paragraphs (a) and (b).
- 17.5 Where all participants are not present in person at a meeting the location of the meeting shall be taken to be the office of the Association.

18 - ARA COUNCIL BOARD MEETINGS

- 18.1 The ARA Council Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it sees fit, but, unless otherwise decided by the ARA Council Board, shall meet not less than four times a year. Without limiting the discretion of the ARA Council Board to regulate its meetings the members of the ARA Council Board may, if they think fit, confer by any means of instantaneous audio or audio/visual communication and a resolution passed by such a conference shall, notwithstanding that the members of the ARA Council Board are not present together in one place at the time of the conference, be deemed to have passed at a meeting of the ARA Council Board held on the day on which and at the time at which the conference was held provided that:
- (a) ~~reasonable steps shall have been taken to give at least 48 hours' prior notice of the conference has been given to all members of the ARA Council Board, unless the President advises all other members of the Board that the conference is urgent, in which case 24 hours' shall be sufficient notice to Board members for the time being entitled to receive notice of a meeting of the ARA Council Board;~~ and
 - (b) each of the members of the ARA Council Board participating in the conference shall be able to hear each of the other members participating in the conference.
- 18.2 Questions arising at any meeting of the ARA Council Board shall be decided by a majority of votes and a determination by a majority of the members of the ARA Council Board shall for all purposes be deemed a determination of the ARA Council Board. In the case of an equality of votes the cChair of the meeting shall have a second and casting vote.
- 18.3 The quorum necessary for the transaction of the business of the ARA Council Board shall be fifty per cent of the members of the Board then holding office plus one~~five (5)~~.
- 18.4 The continuing members of the ARA Council Board may act notwithstanding any casual vacancy in the ARA Council Board, but if and so long as their number is reduced below the number fixed by these Rules as the minimum number of members of the ARA Council Board, the continuing members may act for the purpose of increasing the number of members of the ARA Council Board to that number or of summoning a general meeting of the Association, but for no other purpose.

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18.5 The ~~President-Chairperson~~ or a Vice ~~President-Chairperson~~ shall preside at meetings of the ~~ARA CouncilBoard~~ but if no such chair is present within five minutes after the time appointed for the meeting the members present may choose one of their number to chair the meeting.

18.6 The ~~ARA CouncilBoard~~ shall cause minutes to be made:

- (a) of all appointments of officers;
- (b) of the names of all members and members of the ~~ARA CouncilBoard~~ present at all meetings of the Association and of the ~~ARA CouncilBoard~~; and
- (c) of all proceedings at and resolutions of all meetings of the Association and the ~~ARA CouncilBoard~~.

Such minutes shall be:

(d) signed by the ~~c~~Chair of the meeting at which the proceedings were held or by the ~~c~~Chair of the next succeeding meeting-; and

(e) kept in minute books of the Association (which may be stored electronically).

18.7 Subcommittees and Advisory Committees

A subcommittee or advisory committee established by the ~~ARA CouncilBoard~~ in accordance with these Rules may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members thereof present, and in the case of an equality of votes the Chair of the meeting shall have a second or casting vote. A subcommittee or advisory committee shall report to the ~~ARA CouncilBoard~~ as the ~~ARA CouncilBoard~~ deems fit, and the ~~ARA CouncilBoard~~ may consider, approve, amend, reject or veto resolutions or decisions of such subcommittees or advisory committees.

19 - NOTICE OF MEETINGS

19.1 A notice may be served by the Association upon any member ~~either personally or by sending it by post or through electronic mail in writing addressed to such member in accordance with the details recorded in the Register- the post in a prepaid envelope or wrapper or by facsimile or electronic mail addressed to such member at his registered place of address.~~

~~Each member shall notify to the Secretary an address which shall be deemed his/her registered address for the purpose of these Rules.~~

~~19.2 Any notice sent by post shall be deemed to have been served:~~

~~— (a) — in the case of a letter, envelope or wrapper — on the day following that on which the letter, envelope or wrapper containing the same is posted.~~

~~— (b) — in the case of facsimile or electronic mail — on the day it was sent.~~

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

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

20 – ASSOCIATION STRUCTURE AND GOVERNANCE

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20.1 — Divisions

~~— The Association shall have such Divisions, either based on States and/or Territories of the Commonwealth of Australia or based on the categories of retailer members as the ARA Council from time to time may determine. Divisions will be utilised for management purposes, and will have no separate representational role in the Association except as delegated by the ARA Council.~~

~~20.2 State or Category Advisory Committees of members may be established by the ARA Council, and will be subcommittees of the ARA Council providing advice to the management and the ARA Council.~~

~~20.3 Membership of a Division or Advisory Committee established pursuant to this Rule shall not carry with it either the right to vote or move or second a resolution at a meeting of such Division or Committee. Furthermore, membership of any Advisory Committee established pursuant to these Rules shall not carry with it either the right to vote, or the right to move or second a motion at any meeting of the ARA Council.~~

201 - ARA COUNCIL BOARD

20.1 The ARA Council Board shall comprise of at least eight five (58), but not more than fourteen nine (914) members or their properly authorised member's representatives. ~~These elected Council Board members shall include at least three two (23) members, each of whom represent between one (1) and (nine (9) retail stores. The elected Council Members shall together represent retail stores in a state or states where the ARA has members, as well as national retail stores.~~

~~201.2 The term of appointment to the Board office for Board members shall be will be four (4) years. After the term of office of councillors elected in 2017 expires each elected member of the ARA Council shall retire every 4 years but shall be eligible for re-election. Retiring councillors shall retain their office until candidates are declared elected. Incoming councillors resulting from a scheduled election or casual vacancy within an existing term shall take office at the first ARA Council meeting post declared results or as the ARA Council may from time to time prescribe. Subject to Rule 27 a Board member holds office until they die, resign, are removed from office or their successor takes up office under Rule 25.25.~~

~~201.3 Provided that a maximum of four (4) additional members may be appointed from time to time by the Council Board to serve on the Council Board ins a special advisory capacity, including as a representative of a body which has merged, or is intending to merge with the ARA Association. These appointed members will have an advisory role only, with no voting powers. The appointments of these additional members will be reviewed as considered necessary by the Council Board, or otherwise on a biennial basis.~~

~~201.4 Temporary Appointment.~~

(a). When the ~~officeholder role~~ role of Chairperson, Vice Chairperson, Secretary or Treasurer on the ARA Council Board becomes:

- i. temporarily vacant as the respective officer is absent or unable to perform the functions of their office; or
 - ii. casually vacant in accordance with these rules and the process of filling that vacancy has commenced,
- then the ARA Council Board may temporarily appoint a person, eligible to be appointed to the respective office, to perform the functions of ~~their~~ that office or a person is elected to fill the casual vacancy, as the case may be.

(b). A person temporarily appointed in accordance with sub-rule 21.4(a) shall:

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- i. Perform the duties of an Acting ~~President~~Chairperson, Vice ~~President~~Chairperson, Secretary or Treasurer.
- ii. Vacate the temporary appointment once fulfilled in accordance with ~~ARA~~ Rule 26.1.

20.5 The remuneration (if any) to be paid to members of the Board shall be determined by Members annually by way of resolution at the Annual General Meeting.

212 - POWERS OF THE ~~ARA~~ COUNCIL BOARD

212.1 The supreme control of the Association is vested in the members of the Association in General Meeting. Subject thereto the management of the business and control of the Association shall be vested in the ~~ARA Council~~Board.

212.2 The ~~ARA Council~~Board shall have the following powers:

- (a) to adopt such measures as it from time to time deems expedient for the purpose of giving effect to the objects of the Association or any of them;
- (b) to purchase, take in exchange, or on lease or otherwise acquire and for any estate or interest therein, any real or personal property rights or privileges, which the Association is authorised to purchase or acquire and which it may deem requisite or expedient to acquire for the purpose of the Association's business and at its discretion to sell, subdivide, let, exchange, dispose of and generally control any property of the Association on such terms as it thinks fit;
- (c) at its discretion to pay for any property, rights or privileges acquired by or services rendered to the Association, either wholly or partially in cash or in bonds, debentures or other securities of the Association and any bonds, debentures or other securities, may be either specifically charged upon all or any part of the property of the Association, or not so charged;
- (d) to secure the fulfilment of any contracts or engagements entered into by the Association by mortgage or charge of all or any of the property of the Association for the time being or in such other manner as it may think fit;
- (e) to raise or borrow money in the name of or otherwise on behalf of the Association as it may from time to time think expedient, and to secure the repayment thereof or the fulfilment or discharge of any liability, guarantee or obligation of or undertaking by the Association in such manner and upon such terms and conditions as it thinks fit, and in particular by the issue of bills or notes, by mortgage or charge of or on any of the property or assets of the Association, both present and future;
- (f) to appoint, under contract or otherwise, salaried staff, clerks, agents and servants, for permanent, temporary or special services, as it may from time to time think fit, and to determine their powers and duties and fix their salaries or emoluments, subject to any contract, to remove, suspend or dismiss any such salaried staff, clerks, agents and servants;
- (g) to institute, conduct, defend, compound, or abandon, any legal proceedings by or against the Association or its staff, or otherwise concerning the affairs of the Association, and also to compound and allow time for payment of satisfaction of any debts due, and of any claims or demands by or against the Association;
- (h) to make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association;
- (i) to draw, accept, make, endorse, transfer, discount, guarantee and negotiate such cheques, bills of exchange and promissory notes and give such indemnities and guarantees and enter into such obligations as may seem to it to be expedient for the purposes of the Association;

- (j) to invest and deal with any moneys of the Association not immediately required for the purposes thereof upon securities and in such manner as it may think fit, and from time to time or vary or realise such investments;
- (k) No loan, grant or donation of any amount exceeding one thousand dollars (\$1000.00) shall be made by the Association unless the ARA Council Board has:
 - (a) satisfied itself:
 - (i) that the making of the loan, grant or donation would be in accordance with these Rules; and
 - (ii) in relation to a loan - that, in the circumstances, the security proposed to be given for the repayment of the loan is adequate and that the proposed arrangements for the repayment of the loan are satisfactory; and
 - (b) approved the loan, grant or donation; but the foregoing shall not apply to any payments made by the Association by way of provision for, or reimbursement of, out-of-pocket expenses incurred by persons for the benefit of the Association.
- (l) to enter into all such negotiations and contracts, and rescind and vary all such contracts, and execute, and do all acts, deeds, and things, in the name and on behalf of the Association as it may consider expedient for or in relation to any of the matters aforesaid, or otherwise for the purposes of the Association;
- (m) to form Divisions of the Association in any part of the Commonwealth of Australia, or its territories or amongst any category of its retailer members;
- (n) to direct and instruct any member of the ARA Council Board or any Committee of the ARA Council Board or any member of the salaried staff of the Association or agent of the Association as the ARA Council Board may see fit for the purpose of implementing the policies or decisions of the ARA Council Board made pursuant to these Rules;;
- (o) to affiliate the Association with, and consent to the affiliation with the Association of any organisation, association or body corporate or incorporate, having objects altogether or in part similar to those of the Association, upon such terms and conditions and subject to the payment of such fees for subscription (if any) as the ARA Council Board may think fit, and at any time to terminate or cancel such affiliation by or with the Association;
- (p) to purchase or otherwise acquire and undertake all or part of the property, assets, liabilities and engagements, of any one or more of the associations, companies, firms or chambers with which this Association is authorised to amalgamate, affiliate, fuse or ally and to transfer all or any part of the property, assets, liabilities and engagements of this Association to any one or more of the associations, companies, firms or chambers with which this Association is authorised to amalgamate, affiliate, fuse or ally;
- (q) to appoint and dissolve subcommittees with such instructions and for such purposes as the ARA Council Board may think proper for the implementation of the policies determined or decisions made by the ARA Council Board;
- (r) to appoint and dissolve advisory committees (the members of which need not be members of the ARA Council Board) to inquire and report and give technical and other advice on any subjects of interest to the Association or its members;
- (s) from time to time to make and alter, vary and rescind such by-laws for the carrying out of these Rules, to put into effect the powers and authorities thereby vested in the ARA Council Board, and for regulating the conduct and proceedings of the Association and of the ARA Council Board meetings and generally to provide for all such matters and things

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relating to the management of the property of the Association and to the conduct of its business are not inconsistent with or repugnant to these Rules or required to be done by the Association in General Meeting;

- (s) to make demands or claims in connection with industrial matters on behalf of members of the Association on any organisation, trade union or body of employees and to submit claims, industrial disputes or questions as to any industrial matter to the ~~Australian Industrial Relations~~Fair Work Commission for conciliation or arbitration, or to any court, board or other tribunal or authority empowered to deal with the same;
- (t) to enter into industrial agreements with any organisation, trade union or association or body of employees or employers. Any such agreement shall be under the seal of the Association or which shall be affixed in accordance with these Rules. Any other documents executed by the Association shall be signed for and on behalf of the Association by such person or persons as the ~~ARA Council~~Board may appoint;
- (t) to give assistance to any member of the Association charged with a breach of any law, regulation, or award, involving a question of principle or of an established custom affecting members of the Association or members of any particular Division;
- (u) to set up, alter and dissolve any technical, educational or advisory bureaux for the benefit and use of members;
- (v) to make regulations and/or by-laws dealing with the conduct of business, the relations of members one to another and to impose ethical and business standards and codes on the members of the Association; and
- (w) to do all such things either alone or in combination or association with any company, corporation, association or partnership or person as are incidental or conducive to the attainment of the objects and/or powers of the Association;
- (x) to authorise any member of the Board or the staff of the Association to sign documents on behalf of the Association.

23—DUTIES OF THE EXECUTIVE DIRECTOR

~~23.1 The Executive Director or, interchangeably known as the Chief Executive Officer, refers to the most senior non-elected operational executive of the senior management of the ARA.~~

~~23.2 The Executive Director is authorised and responsible for the management of the organisation and its operations using duties delegated by the ARA Council.~~

~~23.3 For the purpose of Rule 23.2, the Executive Director is responsible for:~~

- ~~(a) Clear and robust internal leadership of the organisation's people.~~
- ~~(b) Organisational culture of innovation based on its values.~~
- ~~(c) Monitoring political and other external environments to position the organisation and industry for the best advantage continuously.~~
- ~~(d) ARA's government and public relations representative.~~
- ~~(e) The day to day governance, direction and control management of the organisation, including:~~
 - ~~i. developing, implementing and ongoing reporting budgets and strategies;~~

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- ii. ~~informing ARA Council of material developments in the organisation's affairs and operations and business;~~
- iii. ~~observing the limitations of authority and seek the ARA Council approval for any transactions that exceed the threshold set by the ARA Council seek the consent;~~
- iv. ~~identifying and managing the operation and corporate risk for the organisation, including formulating strategies for managing and mitigating those risks;~~
- v. ~~managing the organisation's financials and reporting mechanisms;~~
- vii. ~~serving as an authorised representative and Fit and Proper Person on behalf of the ARA for the execution of documents in accordance with Rule 22 (t).~~

224 - DUTIES OF ARA PRESIDENTCHAIRPERSON AND VICE PRESIDENTCHAIRPERSON

224.1 The ~~ARA PresidentChairperson~~ in all official relations of the Association shall take precedence over all other members of the ~~ARA CouncilBoard~~. If the ~~ARA PresidentChairperson~~ shall be unable at any time to perform his/her duties, such duties shall be undertaken by the ~~ARA Vice-Chairperson President~~. The Vice ~~President-Chairperson~~ shall give to the ~~ARA PresidentChairperson~~ such assistance in carrying out his/her duties as he/she shall require.

224.2 The ~~ARA PresidentChairperson~~ [and in their absence the Vice ~~PresidentChairperson~~] will:

- facilitate the effective contribution of all ~~councillors~~Board members and promote constructive and respectful relations between ~~or councillors~~the Board and management;
- provide leadership by empowering and motivating colleagues;
- develop a positive relationship with the ~~Executive Director and~~ senior management of the Association;
- demonstrate strong communication skills, both verbal and written;
- understand and demonstrate a commitment to corporate governance principles and practices;
- promote a suitable vision and strategy, offering strategic insight and direction; and
- oversee the development of a sound risk management framework.

23 - DUTIES OF SECRETARY

23.1 The Secretary will:

- advise the Board on corporate governance issues;
- ensure compliance with the internal corporate governance system;
- prepare the agenda for Board meetings in consultation with the Chairperson;
- coordinate the timely completion and dispatch of Board papers;
- ensure that the disclosures required by the Act are made to members and the Fair Work Commission;

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- ensure that ~~appropriate company records~~ the records required to be kept and maintained by an organisation registered under the Act are kept and maintained,
- ensure that the Association complies with its rules, governance framework and statutory obligations, including advising the notifications of the Australian Electoral Office from time to time; and
- provide for the keeping of committee of management minute books,

and in addition to duties elsewhere specified in these Rules shall cause to be kept:

- (a) a faithful record of the business transacted at all meetings of the Association, or any Committee thereof; and
- (b) a register of members of the Association ~~and their addresses~~, in accordance with Rule 12.1.

23.2 The Secretary shall cause to be issued:

- (a) notices of all resolutions, decisions, amendments in Association Rules, regulations, Agreements and of all meetings connected with the Association; and
- (b) all notices and returns required to be given by or on behalf of the Association under any Act of Parliament.

23.3 The Secretary is authorised on behalf of the Association to bring or defend, or cause to be brought or defended, any action, prosecution or complaint in any Court of Law and/or Arbitration touching or concerning any property or any right or claim to property of the Association, and in particular to sue for or institute proceedings in respect of arrears of contributions, subscriptions, fees, levies, fines or any other moneys payable by members to the Association. The ~~SE~~ecretary, and any member of the salaried staff of the Association, to whom he/she delegates authority, is also authorised to represent and appear on behalf of the Association and any member thereof in any such Court in any proceedings concerning the Association or any member thereof.

24 - AUDIT AND DUTIES OF TREASURER

24.1 An Auditor or Auditors shall be appointed in accordance with the Act and regulations made thereunder by the Association at an ~~appropriate~~ Annual General meeting. ~~A duly audited financial statement of accounts, covering the period from the date of the presentation of the last statement of accounts up to the date of closing of the Association's financial year, together with a balance sheet shall be caused to be prepared by the Treasurer to be audited by the Auditor and be presented to the Annual General Meeting.~~

24.2 As soon as practicable after the end of each financial year the Auditor shall inspect and audit the financial records of the Association and prepare a report on that inspection and audit, such report to be distributed to members and presented to the next occurring annual general meeting in accordance with the RO Act and Rule s17.1(b) (2) and 39.4 of these Rules.

24.3 The Auditor shall hold office from the time of appointment unless terminated by resolution passed at an Annual General Meeting of the Association, he/she has died or retired and any casual vacancy occurring in the office of Auditor may be filled by resolution of the Board.

24.3-4 The Treasurer has the responsibility, working closely with management to:

- oversee how the association's financial reserves are spent, either directly dictating expenditure or authorizing it as required;
- ensure that the association has enough money to operate, and that there is no material overspending to report to Board meetings and/or to the general membership the financial status of the organization to ensure checks and balances; and

- ensure the keeping of accurate records and ensuring the availability for audit inspection of supporting documentation to a reasonable level of detail that provides a clear audit trail for all transactions

25 – STATE OR CATEGORY ADVISORY COMMITTEES

- ~~25.1 The ARA Council may establish and dissolve such State or Category Advisory Committees as it shall think fit from time to time, and any such committee as is established shall have advisory functions only. Members of State or Category Advisory Committees shall be appointed by the ARA Council for such periods and on such terms as the ARA Council shall determine but the members thereof shall have no vote in the deliberations of the ARA Council and shall not participate in the meetings of the ARA Council other than upon invitation of the ARA Council and for the purpose of providing advice and recommendations only.~~
- ~~25.2 For the purposes on this Rule:-~~
- ~~———— “State Advisory Committee” shall mean a committee based upon the membership of the ARA within a State; and~~
- ~~———— “Category Advisory Committee” shall mean a committee formed in relation to a category of members within the ARA as determined by the ARA Council~~
- ~~25.3 If a State Advisory Committee is established by the ARA Council, membership will include:~~
- ~~• Members nominated by the ARA Council from the ARA Council membership~~
 - ~~• Other members nominated by the State Advisory Committee and approved by the ARA Council.~~
- ~~———— The State Advisory Committee can elect a Chair from its ARA Council membership.~~
- ~~25.4 Nothing in this rule 25 will constrain the board in terms of the term and type of appointment of appointees to the Council as provided in rule 21.3.~~
- ~~25.5 The ARA will cause notice to be given to all members by circular of the meeting of any duly constituted committee in time for the attendance by such members of such committees as the procedural rules invite or allow any or all members to attend and take part provided that for operational reasons it may limit the numbers of members on any occasion~~

25 – ELECTIONS

- 25.1 Elections will be held to establish the member of the Board. Elections for members of the Board will be conducted in accordance with this Rule, the provisions of the Act and the directions of the Returning Officer.
- 25.2 The Board elections shall be held every four (4) years on a date fixed by the Board Returning Officer, provided that the date is no more than four (4) years after the prior election date, with the election process to commence at least three (3) months prior to the end of the four (4) year period unless the Board determines otherwise.
- 25.3 The term of the new Board commences at the time that the Returning Officer notifies the results of an election in accordance with Rule 25.27.

Eligibility for election

- 25.4 No person shall be eligible to be elected to the Board unless they are a financial member or Appointed Representative of a financial member of the Association on the day that the roll of voters closes.

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25.5 A person elected to the Board is entitled to seek re-election to it for an unlimited number of terms, provided that such member may not serve any more than two terms of office consecutively.

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Method of election

25.6 Elections for members of the Board shall be conducted by secret postal ballot until such time as electronic voting procedures are available through the Australian Electoral Commission, in which event such elections shall be conducted by electronic voting in accordance with the RO Act or as authorised by the General Manager of FWC.

Appointment of Returning Officer

25.7 Subject to the Act, a Returning Officer shall be appointed by the Board, not being the holder of any office in, and not being an employee of, the Association, for the conduct of elections (including the acceptance or rejection of nominations).

25.8 The Returning Officer shall conduct the election in accordance with these Rules, and the Act.

Roll of voters

25.9 The Returning Officer must notify the Secretary that he/she is required to deliver a list of members entitled to vote in the election.

25.10 The list of eligible members entitled to vote is to be closed seven (7) days prior to the date for the opening of nominations, and subsequently delivered to the Returning Officer by electronic means.

Notice of election shall be published

25.11 On receipt of notification of an election by the Board, the Returning Officer will provide an election notice to be sent by electronic means to all members of the Association who appear to be entitled to vote in the election.

25.12 The election notice is to:

- a) state that the election is to be held by the Returning Officer; and
- b) invite nominations for the election; and
- c) advise where nomination forms may be obtained; and
- d) fix the time and date for the close of nominations in the election; and
- e) specify the place where nominations for the election may be lodged; and
- f) specify the qualifications (if any) needed by candidates in the election and by a person nominating a candidate; and
- g) advise of the time frame for the opening and closing of the ballot in the election with respect to the period for lodging nominations in accordance with Rule 25.13 or any further period required under Rule 25.15.

Nominations

25.13 A Member may nominate for election to the Board by lodging their nomination with the Returning Officer in writing within three weeks of the publication or distribution of the election notice.

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25.14 A completed nomination for an election must contain the following information:

- a) the full name, residential address, mobile telephone number and gender of the candidate;
- b) the full name of the corporate entity the candidate will be representing if elected to the Board. A candidate is entitled to represent a corporate entity during the period that they own (in part or whole) that entity, or they are a director, officer or employee of that entity, or they are an Authorised Representative of that entity;
- c) the number of retail stores the candidate represents;
- d) the candidate's current position or role;
- e) the candidate's qualifications; and
- f) in not more than 100 words any experience which the candidate considers relevant to their nomination; and
- g) the candidate's written consent to the publication of the information which has been supplied under sub-paragraphs (b) - (g) of this Rule on a ballot paper or other related documentation in the event of a contested election under Rule 25.17.

Defective nominations

25.15 If the Returning Officer finds a nomination to be defective, the Returning Officer must, before rejecting the nomination, notify the person concerned of the defect and, where practicable, give the person the opportunity of remedying the defect or providing further information in support of the nomination, within a period of not less than seven (7) days.

Election by default

25.16 If at the close of nominations the number of persons who have been duly nominated as candidates in the election does not exceed the number of offices up for election, the Returning Officer shall declare the candidates/nominees elected.

Contested elections

25.17 If, by the close of nominations in an election, the number of persons who have been duly nominated as candidates in the election exceeds the number of persons to be elected, a ballot must be held.

25.18 The candidates with the highest number of votes shall be declared elected until all positions on the Board are full.

Conduct of the ballot

25.19 The Returning Officer shall advise eligible members of the conduct of the ballot.

25.20 The ballot shall open fourteen (14) days after the close of nominations or at the close of any further period for lodging nominations and shall close three weeks after the ballot is opened or as otherwise required by the Act. The Returning Officer shall dispatch the ballot papers to all voters on the roll on the day that the ballot opens.

25.21 The Returning Officer, within fourteen (14) days after the close of nominations, shall provide or cause to be provided correspondence to every member eligible to vote in the election with the details of the ballot, including:

- a) the opening date of the ballot;

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- b) the closing date of the ballot (which shall be three weeks after the ballot opens or as otherwise required by the Act);
- c) the full name of each candidate;
- d) the full name of the corporate entity the candidate will be representing if elected to the Board; and
- e) the candidate's current position or role.

25.22 The Returning Officer shall after the closing date for the ballot papers count, or cause to be counted, the valid votes accordingly.

Scrutineers

25.23 The Association will appoint scrutineers (not exceeding two) to represent the candidates and supervise all relevant stages of the election following the close of nominations.

25.24 A scrutineer may be present at any stage in the ballot, including bringing to the attention of the Returning Officer any alleged irregularity in:

- a) the issue of ~~electronic ballot papers~~ ballot papers, including if applicable electronic ballot papers;
- b) the formality or informality of electronic ballot papers; and
- c) the counting of votes.

25.25 A scrutineer shall not:

- a) interrupt the scrutiny without lawful reason;
- b) divulge any information acquired concerning the votes of any particular voter or voters;
- c) fail to carry out any lawful request by the Returning Officer;
- d) interfere with any ballot material; or
- e) act in a manner which will interfere with the proper conduct of the election.

Failure to fill vacancies

25.26 If at any election, the number of nominations received is less than the minimum number of required Board members prescribed by Rule 20.1, then the Returning Officer shall invite nominations again for the relevant office(s) as soon as practicable after the close of nominations set out in the election notice and advise of the time frame for lodging a further nomination(s).

Declaration of results

25.27 The Returning Officer must, following completion of the election, give written notification of the results of the election to the Secretary within forty eight (48) hours' of the Returning Officer making their declaration.

Election of Office-Bearers

25.28 At the first meeting of the Board following the declaration of the results of the elections for the Board, those members so declared elected shall elect the Office Bearers by and from their number by way of a secret ballot at such meeting conducted under the authority of the Returning Officer applying the foregoing provisions of this Rule to the extent that they are applicable to such attendance ballot.

26 - CASUAL VACANCY

26.1 If a casual vacancy arises ~~in any office~~ on the Board the following provisions apply:

- (a) if the unexpired part of the term of office is less than 12 months, or less than three-quarters of the original term for the office, whichever is the greater, the ~~ARA Council~~ Board may fill the vacancy:

A. In the case of a vacancy in the office of an Office Bearer – by appointment by and from the remaining members of the Board; or

B. In the case of a vacancy in the office of a Board member other than an Office Bearer – by appoint of any member of the ARA Association who is otherwise eligible to hold that office in accordance with Rule ~~39.225.4~~ .

for the remainder of the unexpired term; and

- (b) the unexpired part of the term of office is more than twelve months, or three quarters of the term, whichever is the greater, the ~~ARA Council~~ Board shall advise its Returning Officer to fill the vacancy by ordinary election. Such election shall be conducted in accordance with the provisions of Rule ~~2539 for the office that apply to the office to be filled adjusted for the fact that the vacancy is a casual one.~~

26.2 A Member appointed or elected to fill a casual vacancy shall hold such office for the balance of the unexpired term of the office filled and, if applicable, until the successor in that office takes up the office.

~~26.3 Any person appointed or elected to fill a casual vacancy shall retain his/her office so long only as the vacating member would have retained the same if no vacancy occurred.~~

27 - VACATION OF OFFICE

27.1 The office of a member of the ~~ARA Council~~ Board shall be vacated:

- (a) if he/she shall cease to be a member of the Association or to be an Authorised ~~R~~epresentative of a member;
- (b) if he/she is found guilty of gross neglect of duty, which without limitation includes being absent from three consecutive meetings of the ~~ARA Council~~ Board or 60% of the total number of meetings of the ~~Council Board~~ in the calendar year whichever is the greater without special leave of absence from the ~~ARA Council~~ Board and the ~~ARA Council~~ Board resolves that his/her office be vacated;
- (c) if he/she retires from office;
- (d) if in the opinion of the majority of members voting at a general meeting or the majority of the ~~ARA Council~~ Board voting at a ~~Board~~ ~~ARA Council~~ meeting he/she is guilty of misappropriation of the funds of the Association or a substantial breach of the rules of the Association, or of gross misbehaviour or gross neglect of duty, providing the person concerned has been given adequate opportunity to attend such meeting and be heard in his/her defence; ~~or~~;

~~(e) If a member shall:~~

~~(i) become bankrupt or make an assignment for the benefit of his/her creditors or execute any Deed of Arrangement or of composition with his/her creditors or~~

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~~attempt to take the benefit of any statutory provision for the liquidation of his affairs or being a company shall pass any resolution for its voluntary winding up or if an order is made for its winding up (except in any case for the purpose of reconstruction or amalgamation);~~

~~(ii) becomes incapacitated due to an intellectual disability and unable to fulfil the inherent requirements of their role on the Board; or~~

~~(iii) be convicted in any Court of Law of any crime or of an offence involving fraudulent intent.~~

28 - ALTERATION OF RULES

- 28.1 Subject to Rule 28.2 these Rules may be altered from time to time by resolution passed at a general meeting provided that at least 21 days' notice in writing of the proposed amendments shall have been sent to all members.
- 28.2 The ARA Council Board shall have the power to repeal, alter or add to any rule for the purpose only of obtaining the consent of or certification by the Registrar to an alteration to the Rules pursuant to the Workplace Relations Act 1996 Act or to enable an altered Rule to be registered or to remove a ground of objection taken by an objector in accordance with the regulations under the said Act or by the Registrar under the said Act.

29 - ACTS OF ARA COUNCILLORS BOARD MEMBERS

- 29.1 Any member of the ARA Council Board may retire from his office upon giving one month's notice of his intention so to addressed to the ARA Council Board and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.
- 29.2 No member of the ARA Council Board shall be disqualified by his office from rendering or performing as a member of the Association any work or service for the Association whether for remuneration, share of profits or otherwise.
- 29.3 No member of the ARA Council Board shall be disqualified by his/her office from holding any office or place of profit under the Association or under any company, in which this Association shall be a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Association in which any member of the ARA Council Board shall be in any way interested be avoided nor shall any member of the ARA Council Board be liable to account to the Association for any profit arising from any such office or place of profit or realised by any such contract or arrangement by reason only of such member holding that office or of the fiduciary relations thereby established provided that the nature of his/her interest must be disclosed by him/her at the meeting of the ARA Council Board at which the contract or arrangement is determined if his/her interest then exists, or in any other case at the first meeting of the ARA Council Board after the acquisition of his/her interest.

No member of the ARA Council Board shall vote as such in respect of any contract or arrangement in which he/she is so interested as aforesaid and if he/she does so vote his/her vote shall not be counted but this prohibition may at any time or times be suspended or relaxed to any extent by a general meeting and such prohibition shall not apply to any contract by or by way of indemnity or in relation to contracts which may be equitably allotted by the Association. A general notice that a member of the ARA Council Board is a member of any specified firm or company and is regarded as interested in all transactions with that firm or company shall be a sufficient disclosure under this Rule as regards such member and the said transactions and after such general notice it shall not be necessary for such member to give a special notice relating to any particular transaction with that firm or company.

30 - APPLICATION OF INCOME AND PROPERTY

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

31 - INVESTMENT

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

- (a) in any investment for the time being authorised as investments of trust money;
- (b) in any of the stock or securities of the Commonwealth or any of the States or Territories thereof or of any municipal corporation or power, gas or local authority or any public undertaking or government instrumentality;
- (c) upon the security of real property in any part of the Commonwealth; and
- (d) in such other manner as may from time to time be authorised by a general meeting of the Association.

32 - PROPERTY

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

~~33 - AUDIT AND DUTIES OF TREASURER~~

~~33.1 An Auditor or Auditors shall be appointed in accordance with the Workplace Relations Act 1996 and regulations made thereunder by the Association at an appropriate Annual General meeting. A duly audited financial statement of accounts, covering the period from the date of the presentation of the last statement of accounts up to the date of closing of the Association's financial year, together with a balance sheet shall be caused to be prepared by the ARA Treasurer to be audited by the Auditor and be presented to the Annual General Meeting.~~

~~33.2 The Auditor shall hold office from the time of appointment unless terminated by resolution passed at an Annual General Meeting of the Association, he/she has died or retired and any casual vacancy occurring in the office of Auditor may be filled by resolution of the ARA Council.~~

~~33.3 The Treasurer has the responsibility, working closely with management to:~~

- ~~• oversee how the association's financial reserves are spent, either directly dictating expenditure or authorizing it as required;~~

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- ~~• to ensure that the association has enough money to operate, and that there is no material overspending to report to council meetings and/or to the general membership the financial status of the organization to ensure checks and balances; and~~
- ~~• to ensure the keeping of accurate records and ensuring the availability for audit inspection of supporting documentation to a reasonable level of detail that provides a clear audit trail for all transactions~~

334 - ASSOCIATION ACCOUNTS

- 334.1 The funds and property of the Association shall be under the general control of the ~~ARA Council Board~~.
- 334.2 The ~~ARA Council Board~~ shall cause proper books of accounts to be kept by the Association recording a true account of the financial transactions of the Association, and of all income and expenditure, and the assets, credits and liabilities of the Association.
- 334.3 The ~~ARA Treasurer Board~~ shall in accordance with these Rules cause the books of account to be maintained completely written up as herein before required and at the end of each financial year of the Association, shall cause to be prepared a Financial Report in accordance with sub rule 34.8, including statement of income and expenditure and a Balance Sheet for such financial year, which shall be submitted to the ~~ARA Council Board~~ for its approval and then to the Auditors of the Association and provided to the membership not later than the twenty-first day prior to the Annual General Meeting.
- 334.4 The ~~ARA Treasurer Board~~ shall receive and examine all accounts against the Association, and shall submit them to the ~~ARA Council Board~~ at its next meeting after such account shall have been received and with such comments and memoranda with regard thereto as to him/her may seem proper.
- 334.5 Cheques shall be signed by such persons as may from time to time be authorised by the ~~ARA Council Board~~ on its behalf.
- 334.6 All cheques, negotiable instruments and moneys belonging to the Association shall forthwith, upon receipt, be paid to such bankers as shall from time to time be nominated by the ~~ARA Council Board~~ to the credit of the Association.
- 334.7 It shall be the duty of the ~~ARA Treasurer~~ to certify as to the correctness of accounts for payment, and no statement of receipt and expenditure or balance sheet shall be submitted to any meeting of the Association unless the same shall have first been certified as correct by him/her.
- ~~34.8 Deliberately left blank~~
- 334.9 In respect of each financial year of the Association the accounts and financial statements required to be prepared by the Association shall be prepared, audited, and presented to the ~~ARA Council Board~~ and a general meeting of the members of the Association in accordance with the requirements of the Act, and without limiting the generality of the foregoing:
- (a) As soon as practicable after the end of each financial year, the ~~ARA Association~~ shall cause to be prepared a General Purpose Financial Report, to be prepared in accordance with the Australian Accounting Standards, from the financial records kept by the ~~ARA Association~~ in relation to the financial year concerned;
 - (b) As soon as practicable after the end of each financial year, the ~~ARA Council Board~~ must cause an Operating Report to be prepared in relation to that financial year, the preparation of which Report shall be the responsibility of the ~~ARA Treasurer and staff of the ARA Association acting under his instructions and directions~~;

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- (c) The ~~ARA~~ Auditor must audit the financial records of the ARA Association for each financial year and must furnish to the ~~ARA Council his~~ Board a report in relation to that year within a reasonable time of having received the General Purpose Financial Report;
- (d) The ARA Association shall provide, free of charge to its members, either a full report in relation to each financial year (consisting of a copy of the Auditor's Report, the General Purpose Financial Report and the Operating Report) or if the ARA Council Board so resolves, a Concise Report for the said financial year ~~in accordance with the requirements of section 265 of the Act.~~
- (e) The Report in relation to a financial year to be presented to be provided to members as referred to in the preceding sub-Rule shall be provided to members not less than 21 days before the Auditor's Report, the General Purpose Financial Report and the Operating Report are presented to a general meeting of members.
- (f) The Auditor's Report, the General Purpose Financial Report and the Operating Report in respect of each financial year, shall be presented to a general meeting of the members of the ARA Association not later than six months after the end of the relevant financial year.
- (g) A copy of the Auditor's Report, the General Purpose Financial Report, the Operating Report and any Concise Report in respect of any financial year, shall be lodged with the Office of the Industrial Registrar not later than 14 days after the presentation of the said reports to a general meeting of the members of the ARA.
- (h) ~~The ARA Association will develop and implement policies relating to expenditure.~~
The Board shall develop and implement policies and procedures in relation to the expenditure of the funds of the Association ("expenditure policy") which expenditure policy shall include:
- (A) authority for the expenditure of funds;
 - (B) levels of delegation for such authorities;
 - (C) manner of approving and making expenditure;
 - (D) the fixing of honorariums for honorary officers;
 - (E) conditions for the payment or reimbursement of expenses incurred by officers or employees of the Association.
- The Board shall review the expenditure policy as soon as practical after the end of each financial year of the Association, for the purposes of :
- (F) assessing whether and the extent to which the expenditure policy has been implemented within the Association in the period under review;
 - (G) making any changes to the expenditure policy that it believes to be necessary to maintain and/or enhance its implementation; and
 - (H) giving such directions as it believes necessary to ensure the expenditure policy is implemented or continues to be implemented.

35 – ARA SECRETARY

35.1 — The ARA Secretary will:

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- ~~• advise the Council on corporate governance issues;~~
- ~~• ensure compliance with the internal corporate governance system;~~
- ~~• prepare the council agenda in consultation with the chair and executive director;~~
- ~~• coordinate the timely completion and dispatch of council papers;~~
- ~~• ensure that the disclosures required by the Act are made to members and the Registered Organisations Commission;~~
- ~~• ensure that appropriate company records are maintained;~~
- ~~• ensure that the Association complies with its rules, governance framework and statutory obligations, including advising the notifications of the Australian Electoral Office from time to time; and~~
- ~~• provide for the keeping of committee of management minute books~~

~~and in addition to duties elsewhere specified in these Rules shall cause to be kept:~~

- ~~(a) a faithful record of the business transacted at all meetings of the Association, or any Committee thereof; and~~
- ~~(b) a register of members of the Association and their addresses.~~

~~35.2 He/she shall cause to be issued:~~

- ~~(a) notices of all resolutions, decisions, amendments in Association Rules, regulations, Agreements and of all meetings connected with the Association; and~~
- ~~(b) all notices and returns required to be given by or on behalf of the Association under any Act of Parliament.~~

~~35.3 He/she is hereby authorised on behalf of the Association to bring or defend, or cause to be brought or defended, any action, prosecution or complaint in any Court of Law and/or Arbitration touching or concerning any property or any right or claim to property of the Association, and in particular to sue for or institute proceedings in respect of arrears of contributions, subscriptions, fees, levies, fines or any other moneys payable by members to the Association. He/she, and any member of the salaried staff of the Association, to whom he/she delegates authority, is also authorised to represent and appear on behalf of the Association and any member thereof in any such Court in any proceedings concerning the Association or any member thereof.~~

346 - SEAL

The ARA Council Board shall provide for the safe custody of the seal and the seal shall never be used except by the authority of the ARA Council Board and in the presence of two members of the ARA Council Board at the least who shall sign every instrument to which the seal is affixed. Under delegation from the council Board, the Executive Director or his Chief Executive Officer or their approved nominee may sign agreements relating to the business which do not require the affixing of the seal. All prescribed returns must however be signed by an officer, either President Chairperson or the Secretary.

357 - DISSOLUTION

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- 357.1 For the dissolution of the Association the affirmative vote of two-thirds of the financial members on the list of members shall be requisite, such vote to be taken by poll or ballot at a special general meeting duly called by circular stating the object of such meeting.
- 357.2 If, upon the dissolution of the Association, there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institute or institutions having objects similar to the objects of the Association to be determined by the members of the Association at or before the time of the dissolution.

368 - INDEMNITY

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

37 – TRANSITIONAL ARRANGEMENTS

- 37.1 The provisions of this rule shall prevail over any conflicting provisions in the Rules.
- 37.2 In this rule "Amalgamation Day " shall mean means the day fixed by FWC pursuant to Section-73 of the Act as the day upon which the amalgamation of Australian Retailers Association (ARA) and the National Retail Association Limited, Union of Employers (NRA) takes effect.
- 37.3 On the Amalgamation Day, all offices existing under the Rules of either the ARA or the NRA prior to the Amalgamation Day are abolished and all persons holding any such office shall cease to hold that office.
- 37.4 Subject to the Act and the Rules of the Association, any member of the ARA immediately prior to the Amalgamation Day (including any honorary member) shall be a member of the Association after the Amalgamation Day and shall have the financial status within the Association that the member would have had in the ARA if the amalgamation had not taken place. If that member was a financial member of the ARA immediately prior to the Amalgamation Day that member shall not be liable to pay subscriptions to the Association until such subscriptions would fall due for that member under these Rules based on the date of admission of that member as a member of the ARA.
- 37.5. Subject to the Act and the Rules of the Association any member of the NRA immediately prior to the Amalgamation Day (including any honorary member) shall be a member of the Association after the Amalgamation Day and shall have the financial status within the Association that the member would have had in the NRA if the amalgamation had not taken place. If that member was a financial member of the NRA immediately prior to the Amalgamation Day that member shall not be liable to pay subscriptions to the Association until such subscriptions would fall due for that member under these Rules based on the date of admission of that member as a member of the NRA.
- 37.6 A person who was appointed as a representative of a member of the ARA on the day immediately prior to the Amalgamation Day shall continue as the representative of that member after that date until such time as that person ceases to be the representative of that member pursuant to these Rules.
- 37.7 A person who was appointed as a representative of a member of the NRA Limited on the day immediately prior to the Amalgamation- Day shall continue as the representative of that member after that date until such time as that person ceases to be the representative of that member pursuant to these Rules

37.8 On and from the Amalgamation Day there shall be a Transitional Board and the following persons shall hold office as a member of that Board:

<u>Name</u>	<u>Office held</u>
<u>Nicole Sheffield</u>	<u>Chair and Board Member</u>
<u>Antony Moore</u>	<u>Vice Chair and Board Member</u>
<u>Dorothy (Alice) Barbery</u>	<u>Board Member</u>
<u>Sharon Beaumont</u>	<u>Board Member</u>
<u>Shane Bracken</u>	<u>Board Member</u>
<u>Krista Diez-Simson</u>	<u>Board Member</u>
<u>Drew Meads</u>	<u>Board Member</u>
<u>Anthony Wilson</u>	<u>Board Member</u>

and together the foregoing persons shall constitute the Transitional Board.

37-9 The persons appointed to the offices prescribed pursuant to Rule 37.8 shall hold office until their respective successors are declared elected in elections to be conducted under these Rules.

37.10 Any casual vacancy occurring in any office of the Transitional Board may be filled by the remaining members of that Board from amongst Members of the Association willing to serve, provided that they shall hold office only for so long only as that office could have been held by the member who vacated that office.

37.11 On and from the Amalgamation Day, the Transitional Board may exercise all of the powers of the Board as prescribed by these Rules.

37.12 Nominations for elections of the Directors of the Board to replace the offices forming the Transitional Board shall be called by the Returning Officer by not later than 12 months after Amalgamation Day and such elections shall be conducted in accordance with the provisions of Rule 25 of these Rules.

39 – ELECTIONS

39.1 – Scheme of Elections

~~———— The elections of the Association shall be carried out in accordance with the following scheme:~~

- ~~———— (a) ——— All members shall elect by and from their numbers the ARA Council.~~
- ~~———— (b) ——— Nominees for election to the ARA Council shall identify the state or states wherein they represent retail stores.~~
- ~~———— (c) ——— Those members shall be elected who gain the most votes in each category of state and national retailer, with the maximum number being as prescribed in Rule 21.~~
- ~~———— (d) ——— The ARA Council shall elect by and from its number the following as the office bearers of the ARA: ARA President, ARA Vice President, ARA Secretary and ARA Treasurer.~~

39.2 – Nominations

- ~~———— (a) ——— Only a financial member or an authorised representative of a member of the Association shall be eligible for election as a member of the ARA Council.~~
- ~~———— (b) ——— Deliberately left blank~~
- ~~———— (c) ——— Only members elect of the ARA Council shall be eligible to nominate or be nominated and to vote in the election of Office Bearers.~~
- ~~———— (d) ——— Nominations shall be in writing, giving the name and address of the candidate for election.~~

39.3 – Election of Office Bearers

~~———— The Office Bearers shall be elected in accordance with the principles and procedures in Rules 39.1, 39.4 and 39.5 hereof.~~

39.4 – Conduct of Election

~~———— Every election shall be conducted as follows:~~

- ~~———— (a) ——— The ARA Council shall appoint a Returning Officer not being the holder of any other office in and not being an employee of the Association, and who shall not be a candidate at the election. Such an appointment shall be made no later than two months before nominations are open for an ordinary election for members entitled to vote according to Rule 39.4 (i) and Rule 39.2. All elections for office under these Rules shall be for a 4 year appointment.~~
- ~~———— (b) ——— Notice that an election will be held enclosing a nomination form and advising of the closing date for nominations shall be forwarded by the relevant Returning Officer as follows:~~
 - ~~———— (i) ——— Election of ARA Council~~

~~———— The roll of voters for any ballot is to be closed fourteen (14) days before the day on which nominations for the election open.~~

~~Notice and nomination form to be posted to each member entitled to vote at the election, by 28 February of a scheduled election year commencing from 2019 and not less than fourteen (14) days nor more than twenty eight (28) days before the closing date for nominations.~~

~~(ii) Election of ARA Office Bearers~~

~~Notice and nomination form to be posted or handed to each member elect of the ARA Council within three (3) days after the declaration of the election of the ARA Council and not more than seven (7) days before the closing date for nominations.~~

~~(c) If there be no more candidates than the number required to be elected those nominated shall be declared to be elected. If there be more candidates for any office than required to be elected the Returning Officer shall:~~

~~1. conduct a secret ballot.~~

~~2. allow nominees to provide candidate statements in a manner that the Returning Officer prescribes.~~

~~3. be provided a period of 28 days between the close of nominations and the opening day of the ballot to facilitate this process.~~

~~Pending the declaration of the result of any such election the persons holding office shall retain office.~~

~~(d) The Returning Officer shall issue the necessary ballot paper initialled by him/her, a declaration envelope and a prepaid envelope, both in the form prescribed by the *Fair Work (Registered Organisations) Act 2009* in a sealed envelope to be handed or posted to each member entitled to vote not less than fourteen (14) days before the closing date for voting.~~

~~(e) Such ballot paper shall set out:~~

~~(i) the description and number of offices to be filled;~~

~~(ii) the name of each candidate for each office to be filled;~~

~~(iii) instructions that the voting member is to strike out from the ballot paper the name of each candidate for whom he does not desire to vote and thereafter to fold the ballot paper so that the marking thereon is not visible until unfolded; and~~

~~(iv) the name and address of the Returning Officer to whom the ballot papers shall be returned, the closing date and the time for receipt of votes and instructions that the ballot papers shall be placed in the declaration envelope and returned to the Returning Officer in the prepaid envelope.~~

~~(f) The ballot papers shall be placed in the declaration envelope and returned in the prepaid envelope to the Returning Officer on or before the closing date fixed for voting.~~

~~(g) The non receipt of a ballot paper by a member entitled to vote, or the non return of a ballot paper or the return of a ballot paper improperly filled in or not enclosed in a sealed envelope, shall not invalidate the ballot. If the Returning Officer finds that a nomination is defective, he/she must, before rejecting the nomination, notify the person concerned of the defect and, where practicable, give the person the opportunity of remedying the defect within a period of not less than seven (7) days after the person is notified.~~

RULES OF THE AUSTRALIAN RETAIL COUNCIL

- ~~———— (h) ——— No voter shall vote for a greater or lesser number of candidates than the number directed on the ballot paper and any vote or ballot paper contrary to this provision or otherwise improperly filled in shall be informal.~~
- ~~———— (i) ——— The Returning Officer shall arrange for the use of a post office box or other receptacle to which ballot papers may be returned to him and arrange for the same not to be opened by any other person. The Returning Officer shall arrange for votes to be counted and shall within three days after the closing date for voting declare the result of the ballot to the members of the Association by post or in such manner as the ARA Council may from time to time prescribe and the candidate or candidates declared elected.~~
- ~~———— (j) ——— The Returning Officer shall count the votes indicated upon the ballot papers which are properly marked. The candidates who receive the greatest number of votes shall be progressively elected until all offices are filled.~~
- ~~———— (k) ——— If two or more candidates receive an equal number of votes and one or more of them has to be excluded, the Returning Officer shall decide by lot which of them shall be excluded.~~
- ~~———— (l) ——— The Returning Officer shall arrange for votes to be counted and shall within three days after the closing date for voting declare the result of the ballot to the members of the Association by post or in such manner as the ARA Council may from time to time prescribe and the candidate or candidates declared elected.~~
- ~~———— (m) ——— Every person concerned in the ballot shall ensure as far as practicable that no irregularity occurs in the ballot.~~

39.5 — Scrutineers

- ~~———— (a) ——— Each candidate at any election shall have the right, if he/she so desires, to appoint before the closing of the ballot a scrutineer to represent him/her at the ballot; and shall give notice of any such appointment of a scrutineer in writing to the Returning Officer.~~
- ~~———— (b) ——— Every scrutineer shall, so far as is possible having regard to the time of his/her appointment have the following rights and duties:~~
 - ~~———— (i) ——— to be present with the Returning Officer when the ballot papers are being forwarded and to watch the interests of the person whom he/she represents; and~~
 - ~~———— (ii) ——— to be present with the Returning Officer when the ballot papers are opened and when the votes are counted and to watch the interests of the person whom he/she represents, but no election shall be vitiated by reason of the fact that a scrutineer does not exercise any all of his/her rights or duties if he has a reasonable opportunity to do so.~~
- ~~———— (c) ——— Scrutineers shall have the right to question the inclusion or exclusion of any ballot paper the decision of the Returning Officer shall, subject to the Workplace Relations Act be final.~~
- ~~———— Scrutineers may not remove, mark, alter or deface any ballot paper or other documents used in the ballot.~~

AUSTRALIAN RETAILERS COUNCIL ASSOCIATION

FORM OF PROXY

I,being a member of the Australian Retailers
Association Council,

do hereby appoint.....

of (Company/Firm).....

as my proxy to vote for me on my behalf at the..... General Meeting of the Association

to be held on theday of..... 20.....,

and at any adjournment thereof.

As witness my hand this.....day of 20.....,

Signed by the said.....

in the presence of.....

This proxy must be received by the ARA Secretary at least twenty-four hours before the time of holding the meeting at which the person named in such instrument proposes to vote.

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