

CONSTITUTION

Rules of the Association



Architectural Door Hardware Association Inc.

Registered Office: Suite 1, First Floor,
978 Main Road
Eltham, VIC 3095 Australia
PO Box 1027, Research VIC 3095
Phone: (03) 9430 5025 Facsimile: (03) 9445 9219
info@adha.net.au

Architectural Door Hardware Association Inc

RULES

I N D E X

<u>Clause</u>	<u>Subject</u>	<u>Page</u>
1	NAME	4
2	INTERPRETATION	4
3	STATEMENT OF PURPOSES	4
4	ALTERATION OF THE RULES	5
5	ELIGIBILITY FOR MEMBERSHIP	5
6	MEMBERSHIP, ENTRY FEES AND SUBSCRIPTIONS	6
7	REGISTER OF MEMBERS	7
8	CEASING MEMBERSHIP	7
9	DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS	8
10	DISPUTES AND MEDIATION	9
11	ANNUAL GENERAL MEETINGS	9
12	SPECIAL GENERAL MEETINGS.....	10
13	SPECIAL BUSINESS	10
14	NOTICE OF GENERAL MEETINGS	10
15	QUORUM AT GENERAL MEETINGS.....	11
16	PRESIDING AT GENERAL MEETINGS	11
17	ADJOURNMENT OF MEETINGS	11
18	VOTING AT GENERAL MEETINGS	11
19	POLL AT GENERAL MEETINGS.....	11
20	MANNER OF DETERMINING WHETHER RESOLUTION CARRIED.....	12
21	PROXIES	12
22	EXECUTIVE COMMITTEE.....	12
23	OFFICE HOLDERS.....	13
24	ORDINARY MEMBERS OF THE COMMITTEE	13

25	ELECTION OF OFFICERS AND ORDINARY COMMITTEE MEMBERS.....	13
26	VACANCIES.....	13
27	MEETINGS OF THE COMMITTEE	14
28	NOTICE OF COMMITTEE MEETINGS.....	14
29	QUORUM FOR COMMITTEE MEETINGS	14
30	PRESIDING AT COMMITTEE MEETINGS.....	14
31	VOTING AT COMMITTEE MEETINGS	14
32	REMOVAL OF COMMITTEE MEMBER.....	15
33	APPOINTMENT OF SECRETARY	15
34	DUTIES OF SECRETARY	15
35	MINUTES OF MEETINGS.....	15
36	FUNDS	15
37	SEAL	15
38	NOTICE TO MEMBERS.....	16
39	WINDING UP.....	16
40	CUSTODY AND INSPECTION OF BOOKS AND RECORDS.....	16
	APPENDIX	17
	APPENDIX 2	18
	APPENDIX 3	21
	APPENDIX 4	22
	APPENDIX 5	22
	APPENDIX 6.....	26
	APPENDIX 7	27

ASSOCIATIONS INCORPORATION ACT 1981
Architectural Door Hardware Association
RULES

1. NAME

The name of the incorporated association is **Architectural Hardware Industry Association** (in these rules called "the Association").

2. INTERPRETATION

1) In these rules, unless the contrary intention appears -

"**Act**" means the *Associations Incorporation Act 1981*;

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

"**Financial year**" means the year ending on 30th June.

"**General Meeting**" means a general meeting of members convened in accordance with these Rules.

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

"**Ordinary Member of the Committee**" means a member of the Committee who is not an officer of the Association.

"**Regulations**" means regulations under the Act.

"**Relevant documents**" has the same meaning as in the Act.

2) In these rules, a reference to the Secretary of an Association is a reference -

- a) if a person holds office under these Rules as Secretary of the Association - to that person; and
- b) in any other case, to the public officer of the Association.

3. STATEMENT OF PURPOSES

The purposes for which the Association is established are:

- 1) To protect and advance the character status and interest of persons in the Architectural Hardware Industry in Australia (herein after referred to as the "Industry").
- 2) To consider all questions affecting the interests of the industry and especially of the Members of the Association and to take such action as may be necessary to protect all or any of such interests.
- 3) To represent the Industry concerning legislative measures and proposals for Government regulations or enactments which may affect the interest of the industry.
- 4) To promote ethical conduct by Members of the Association in their relations with clients and fellow Members.
- 5) To provide such services as may assist Members to improve their technical and business methods including the exchange of statistics and credit information supplied by the members for this purpose.
- 6) To borrow and raise money in such manner and with or without security as the Association may think fit.

- 7) To purchase lease or otherwise acquire any real to personal property which may be deemed necessary or convenient for carrying out the objects and purpose of the Association and to manage improve or develop any such property and to sell or otherwise dispose of any property of the Association.
- 8) To provide opportunities for professional development and oversee the award of qualifications including that of Architectural Door Hardware Consultant.

4. ALTERATION OF THE RULES

These Rules and the Statement of Purposes of the Association must not be altered except in accordance with the Act.

5. ELIGIBILITY FOR MEMBERSHIP

- 1) Full membership of the Association shall be available only to those firms and companies actively and primarily engaged in the distribution of Architectural Hardware as merchants, and who:
 - a) include amongst their staff at least one member who is capable of preparing and interpreting schedules from architects' plan and specifications, (i.e., maintains a properly constituted estimating department);
 - b) provide a properly maintained tendering and or estimating service;
 - c) maintain a showroom staffed by consultants capable of providing sound advice to Architect, Contractor or Client;
 - d) carry a sufficient stock holding to carry out the distribution of architectural hardware to building and construction industry;
 - e) are likely to carry on business in such a manner as to uphold the integrity and standing of the Architectural Door Hardware Association; and
 - f) agree to uphold the Code of Practice as listed in appendix 6.
- 2) Full membership of the Association shall also be available to those firms or companies actively engaged in the manufacture or as agents for manufacturers of Architectural hardware (or such other products as the Committee may decide to be suitable) who:
 - a) have a clearly defined merchant distribution policy, which must be acceptable to the Association.
 - b) provide adequate technical support.
 - c) are likely to carry on business in such a manner as to uphold the integrity and standing of the Architectural Door Hardware Association.
 - d) Carry a sufficient stock holding, or maintain an ability to manufacture, to carry out the timely supply of architectural hardware to distributor merchants.
 - e) agree to uphold the Code of Practice as listed in appendix 6.
- 3) Affiliate Membership of the Association shall be available to companies on such terms as the Committee may decide to an applicant who is a manufacturer or distributor of any type of Architectural Hardware (or such other products as the Ordinary Members of the Committee may decide to be suitable), and who carries on its business in a manner compatible with the interests and standing of the Architectural Door Hardware Association; or to such other person, firm or company not otherwise qualified for membership, as the Committee may from time to time decide.

An Affiliate will be entitled:

 - a) to attend meetings of the Association
 - b) to receive publications from the Association but will have no other rights in relation to the Association.
- 4) Individuals may be admitted as Associates of the Association on such terms as the Committee may decide, provided that they

- a) agree to uphold the Code of Practice as listed in appendix 6.
- b) are likely to carry on business for their employer or self in such a manner as to uphold the integrity and standing of the Association; and
- c) agree to participate in programs of professional development in the Architectural Hardware Industry leading ultimately to the award of qualifications recognised by the Association.

An Associate will be entitled:

- i. to attend meetings of the Association; and
- ii. to receive publications from the Association

but will have no other rights in relation to the Association.

- 5) A person may be admitted as an Honorary Member if that person is invited by the Committee to accept honorary membership and accepts such membership.

An Honorary Member will be entitled:

- a) to attend meetings of the Association
- b) to receive publications from the Association

but will have no other rights in relation to the Association.

- 6) A person may be admitted as a Life Member if that person is invited by the Committee to accept Life Membership and accepts such membership. The Committee may only invite a person to accept Life Membership if that person has attained a distinguished position or achievement and has rendered valuable assistance to the Association or the Australian Architectural Hardware Industry.

A Life Member will be entitled:

- a) to attend meetings of the Associations
- b) to receive publications from the Association

but will have no other rights in relation to the Association

6. MEMBERSHIP, ENTRY FEES AND SUBSCRIPTIONS

- 1) An approved applicant for membership as provided in these Rules is eligible to be a member of the Association on payment of the application fee and annual subscription payable under these Rules.
- 2) Admission to membership of the Association (whether or not the applicant has previously been a member) shall not occur unless –
 - a) An application is received in accordance with sub-rule (3); and
 - b) the admission as a member is approved by the Committee.
- 3) An application for membership of the Association must –
 - a) be made in writing in the form set out in Appendix 1;
 - b) be lodged with the Secretary of the Association; and
 - c) be proposed by one and seconded by another member, to both of whom the applicant is known personally.
- 4) As soon as is practicable after the receipt of an application, the Secretary must refer the application to the Committee.
- 5) The Committee must determine whether to approve or reject the application.
- 6) If the Committee approves an application for membership, the Secretary must, as soon as

practicable –

- a) notify the applicant in writing of the approval for membership; and
 - b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the application fee and the first year's annual subscription.
- 7) The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (6), enter the applicant's name in the register of members.
 - 8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
 - 9) Every member shall by the fact of becoming a member be bound by these rules and the Code of Practice of the Association as contained in Appendix 6.
 - 10) If the Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
 - 11) A right, privilege or obligation bestowed by reason of membership of the Association –
 - a) is not capable of being transferred or transmitted to another person or company; and
 - b) terminates upon the cessation of membership whether by death or resignation or otherwise.
 - 12) The application fee is the relevant amount set out in Appendix 4.
 - 13) The annual subscription is the relevant amount set out in Appendix 4 and is payable in advance on or before 1 July in each year.

7. REGISTER OF MEMBERS

- 1) The Secretary must keep and maintain a register of members containing –
 - a) the name and address of each member; and
 - b) the date on which each member's name was entered in the register.
- 2) The register is available for inspection free of charge by any members upon request.
- 3) A member may make a copy of entries in the register.

8. CEASING MEMBERSHIP

- 1) A member of the Association who has paid all monies due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign
- 2) After expiry of the period referred to in sub-rule (1) –
 - a) the member ceases to be a member; and
 - b) the Secretary must record in the register of members the date on which the member ceased to be a member.
- 3) A Member will cease to be a member if:
 - a) the Member, being a partnership, is dissolved;
 - b) the Member, being a body corporate, is deregistered or subject to any form of insolvency administration;
 - c) the Member fails to pay any monies due to the Association within one month after the due date.
 - d) the Member ceases to be engaged in the industry for a period of greater than 12 months;
 - e) the Member, being a Full Member, fails to comply with requirements set out in Clause 5(1) or 5(2) of these Rules.

9. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- 1) Subject to these rules, if the Committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the Committee may by resolution –
 - a) suspend that member from membership of the Association for a specified period; or
 - b) expel that member from the Association;

- 2) A resolution of the Committee under sub-rule (1) does not take effect unless –
 - a) at a meeting held in accordance with sub-rule (3), the Committee confirms the resolution; and
 - b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

- 3) A meeting of the Committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).

- 4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given on the member a written notice–
 - a) setting out the resolution of the Committee and the grounds on which it is based; and
 - b) stating that the member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - c) stating the date, place and time of that meeting; and
 - d) informing the member that he or she may do one or both of the following:
 - i. attend that meeting;
 - ii. give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - iii. informing the member that, if at that meeting, the Committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

- 5) At a meeting of the Committee to confirm or revoke a resolution passed under sub-rule (1), the Committee must –
 - a) give the member, or his or her representative, an opportunity to be heard; and
 - b) give due consideration to any written statement submitted by the member; and
 - c) determine by resolution whether to confirm or to revoke the resolution.

- 6) If at the meeting of the Committee, the Committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

- 7) If the Secretary receives a notice under sub-rule (6), he or she must notify the Committee and the Committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

- 8) At a general meeting of the Association convened under sub-rule (7) -
 - a) no business other than the question of the appeal may be conducted; and
 - b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - c) the member, or his or her representative, must be given an opportunity to be heard; and
 - d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

- 9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in

person, or by proxy, in favour of the resolution. In any case, the resolution is revoked.

10. DISPUTES AND MEDIATION

- 1) The grievance procedure set out in this rule applies to disputes under these Rules between -
 - a) a member and another member; or
 - b) a member and the Association.
- 2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 4) The mediator must be -
 - a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement -
 - i. in the case of a dispute between a member and another member, a person appointed by the Committee of the Association; or
 - ii. in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 5) A member of the Association can be a mediator.
- 6) The mediator cannot be a member who is a party to the dispute.
- 7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 8) The mediator, in conducting the mediation, must -
 - a) give the parties to the mediation process every opportunity to be heard; and
 - b) allow due consideration by all parties of any written statement submitted by any part; and
 - c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 9) The mediator must not determine the dispute.
- 10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

11. ANNUAL GENERAL MEETINGS

- 1) The Committee may determine the date, time and place of the Annual General Meeting of the Association.
- 2) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- 3) The ordinary business of the Annual General Meeting shall be -
 - a) to confirm the minutes of the previous Annual General Meeting and of any general meeting held since that meeting; and
 - b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year; and
 - c) to elect officers of the Association and the ordinary members of the Committee; and
 - d) to appoint the auditors of the Association; and

- e) to receive and consider the statement submitted by the Association in accordance with Section 30(3) of the Act.
- 4) The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

12. SPECIAL GENERAL MEETINGS

- 1) In addition to the Annual General Meeting, any other general meetings may be held in the same year.
- 2) All general meetings other than the Annual General Meeting are special general meetings.
- 3) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 4) If, but for this sub-rule, more than 15 months would elapse between Annual General Meetings, the Committee must convene a special general meeting before the expiration of that period.
- 5) The Committee must, on the request in writing of members representing not less than 8 full members, convene a special general meeting of the Association.
- 6) The request for a special general meeting must –
 - a) state the objects of the meeting; and
 - b) be signed by the members requesting the meeting; and
 - c) be sent to the address of the Secretary.
- 7) If the Committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expense.

13. SPECIAL BUSINESS

All business that is conducted at a special general meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the Rules as ordinary business of the Annual General Meeting, is deemed to be special business.

14. NOTICE OF GENERAL MEETINGS

- 1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 2) Notice may be sent -
 - a) by prepaid post to the address appearing in the register of members; or
 - b) if the member requests, by facsimile transmission or electronic transmission.
- 3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

- 4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

15. QUORUM AT GENERAL MEETINGS

- 1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 2) Eight members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- 3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present –
 - a) in the case of a meeting convened upon the request of members – the meeting must be dissolved; and
 - b) in any other case – the meeting shall stand adjourned to a time and place to be determined by the Chairperson.
- 4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

16. PRESIDING AT GENERAL MEETINGS

- 1) The President shall preside as Chairperson at each general meeting of the Association.
- 2) If the President is absent from a general meeting, or are unable to preside, the members present shall select one of their number to preside as Chairperson.

17. ADJOURNMENT OF MEETINGS

- 1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 12.
- 4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

18. VOTING AT GENERAL MEETINGS

- 1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- 2) All votes shall be given personally or by proxy.
- 3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 4) A member is not entitled to vote at a general meeting unless all monies due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

19. POLL AT GENERAL MEETINGS

- 1) If at a meeting a poll on any question is demanded by not less than three members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

20. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

- 1) If a question arising at a general meeting of the Association is determined on a show of hands –
 - a) a declaration by the Chairperson that a resolution has been -
 - i. carried; or
 - ii. carried unanimously; or
 - iii. carried by a particular majority; or
 - iv. lost; and
 - b) an entry to that effect in the minute book of the Association – is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

21. PROXIES

- 1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 2) The notice appointing the proxy must be –
 - a) for a meeting of the Association convened under Rule 8(7), in form set out in Appendix 2; or
 - b) in any other case, in the form set out in Appendix 3.

22. EXECUTIVE COMMITTEE

- 1) The affairs of the Association shall be managed by an Executive Committee consisting of the President and ordinary members of the Committee. The Association shall aim to achieve equality in the number of ordinary members of the Committee from each category of full membership, and shall ensure that the numbers from each category do not fall below 30%. The name, company and membership category of each member of the Executive Committee shall be recorded in Appendix 5.
- 2) The Association in general meeting may from time to time increase or reduce the number of persons who may be appointed ordinary members of the Committee, but the number shall not be set below 6 or above 12. The number so determined shall be recorded in Appendix 5.
- 3) The Committee –
 - a) shall control and manage the business and affairs of the Association; and
 - b) may, subject to these rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
- 4) Subject to Section 23 of the Act, the Committee shall consist of –
 - a) the President of the Association; and
 - b) at least 6 and no more than 12 ordinary members –

each of whom shall be elected at an Annual General Meeting of the Association.

- 5) No executive committee member shall be remunerated for the provision of services to the association as an executive committee member.

23. OFFICE HOLDERS

- 1) The only officer of the Association shall be the President.
- 2) The provisions of Rule 25 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to the office mentioned in sub-rule (1).
- 3) An officer of the Association shall hold office until the Annual General Meeting two years after the date of his or her election but is eligible for re-election.
- 4) In the event of a casual vacancy in an office referred to in sub-rule (1), the Committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

24. ORDINARY MEMBERS OF THE COMMITTEE

- 1) Subject to these Rules, each ordinary member of the Committee shall generally hold office until the Annual General Meeting two years after the date of election but is eligible for re-election, provided that at the Annual General Meeting of the Association each year, one half (or nearest whole number) of the number of ordinary members of the Committee must retire from office and will be eligible for re-election. The one half (or nearest number) to so retire will be those members who have been the longest in office. As between members who have been in office an equal length of time, the member to retire will, in default of agreement between them, be determined by lot.
- 2) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

25. ELECTION OF OFFICERS AND ORDINARY COMMITTEE MEMBERS

- 1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee must be -
 - a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - b) delivered to the Secretary of the Association before the commencement of the Annual General Meeting.
- 2) A member may nominate for, but may not hold more than one office within the Association.
- 3) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
- 4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 6) The ballot for the election of officers and ordinary members of the Committee must be conducted at the Annual General Meeting in such manner as the Committee may direct.

26. VACANCIES

1. The office of an officer of the Association, or of an Ordinary Member of the Committee, becomes vacant if the officer or member –
 - a) ceases to be a member of the Association; or
 - b) becomes an insolvent under administration within the meaning of the Corporations Law; or
 - c) resigns from office by notice in writing given to the Secretary.

27. MEETINGS OF THE COMMITTEE

- 1) Committee must meet at least 4 times in each year at such place and such times as the Committee may determine.
- 2) Special meetings of the Committee may be convened by the President or by any 4 members of the Committee.

28. NOTICE OF COMMITTEE MEETINGS

- 1) Written notice of each Committee meeting must be given to each member of the Committee at least seven days before the date of the meeting.
- 2) Written notice must be given to members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

29. QUORUM FOR COMMITTEE MEETINGS

- 1) Any 4 members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee, provided that at least one is present from each category of full membership.
- 2) No business may be conducted unless a quorum is present.
- 3) If within half an hour of the time appointed for the meeting a quorum is not present –
 - a) in the case of a special meeting – the meeting lapses
 - b) in any other case – the meeting shall stand adjourned to a time and place to be determined by the Chairperson.
- 4) The Committee may act notwithstanding any vacancy on the Committee.
- 5) If at any time the number of Committee members falls below four, the continuing members may, except as regards an act or matter required to be done in an emergency, only act for the purpose of increasing the number of members to four or of calling a general meeting of the Association but for no other purpose.

30. PRESIDING AT COMMITTEE MEETINGS

- 1) At meetings of the Committee –
 - a) the President presides; or
 - b) if the President is absent, or are unable to preside, the members present must choose one of their number to preside.

31. VOTING AT COMMITTEE MEETINGS

- 1) Questions arising at a meeting of the Committee, or at a meeting of any sub-Committee appointed by the Committee, shall be determined or a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 2) Each member present at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes or any question, the person presiding may exercise a second or casting vote.

32. REMOVAL OF COMMITTEE MEMBER

- 1) The Association in general meeting may, by resolution, remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- 2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

33. APPOINTMENT OF SECRETARY

The Ordinary Members of the Committee may, from time to time, appoint or dismiss a Secretary of the Association on such terms as to remuneration and otherwise as the members shall think fit and may appoint an Acting Secretary to perform his/her duties temporarily during the absence or incapacity of the Secretary. Neither the Secretary nor the Acting Secretary need be a member of the Association.

34. DUTIES OF SECRETARY

The Secretary shall perform the usual duties on behalf of the Association and shall carry out instructions given at meetings or by the President on behalf of the Members and in particular shall be responsible for keeping Minutes of General Meetings and Meetings of the Executive Committee and for the collection of all subscriptions and levies and the payment thereof into the bank account of the Association.

35. MINUTES OF MEETINGS

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each Committee meeting, together with a record of the names of persons present at Committee meetings.

36. FUNDS

- 1) The Secretary of the Association must –
 - a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed, accepted, made drawn or endorsed on behalf of the association by such person or persons as the Committee shall from time to time appoint.
- 3) The funds of the Association shall be derived from application fees, annual subscription, donations and such other sources as the Committee determines.

37. SEAL

- 1) The common seal of the Association must be kept in the custody of the Secretary.
- 2) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two members of the Committee or, of one member of the Committee and of the public officer of the Association.

38. NOTICE TO MEMBERS

- 1) Except for the requirement in rule 12, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by–
 - a) delivering the notice to the member personally; or
 - b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
 - c) facsimile transmission; or
 - d) electronic transmission.

39. WINDING UP

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

40. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 1) Except as otherwise provided in these rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- 3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

APPENDIX 1



APPLICATION FOR MEMBERSHIP

COMPANY NAME: _____

ADDRESS: _____

_____ Postcode: _____

CONTACT NAME: _____ Phone: _____

Fax: _____ Email: _____

YEAR OF ESTABLISHMENT: _____

PROJECTS SCHEDULED & COMPLETED

(Please list three projects of different types e.g. School, Hospital that your firm or company has scheduled and completed)

PROJECT NAME	PROJECT TYPE	SUBURB	STATE

ADHA AIMS & OBJECTIVES

The aims and objectives for which the Association is established are:

- To protect and advance the character status and interest of persons in the Architectural Hardware Industry in Australia (herein after referred to as the "Industry").
- To consider all questions affecting the interests of the industry and especially of the Members of the Association and to take such action as may be necessary to protect all or any of such interests.
- To represent the Industry concerning legislative measures and proposals for Government regulations or enactments which may affect the interest of the industry.
- To promote ethical conduct by Members of the Association in their relations with clients and fellow Members.
- To provide such services as may assist Members to improve their technical and business methods including the exchange of statistics and credit information supplied by the members for this purpose.
- To borrow and raise money in such manner and with or without security as the Association may think fit.
- To purchase lease or otherwise acquire any real to personal property which may be deemed necessary or convenient for carrying out the objects and purpose of the Association and to manage improve or develop any such property and to sell or otherwise dispose of any property of the Association.

APPENDIX 2

CATEGORIES OF MEMBERSHIP

Distributors

(Please complete the questions below if you are a Distributor. Tick only one box)

Full Membership of the Association shall be available only to those firms or companies actively and primarily engaged in the distribution of Architectural Hardware as merchants, and who:		
a) Do you have amongst your staff at least one member who is capable of preparing and interpreting schedules from architects' plans and specifications.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b) Do you provide a tendering and or estimating service?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
c) Do you maintain a showroom staffed by consultants who are capable of providing sound advice to architect, contractor or client?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
d) Do you carry a sufficient stock holding to carry out the distribution of architectural hardware to building and construction industry?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
e) Will you carry on your business in such a manner as to uphold the integrity and standing of the Architectural Hardware Industry Association?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Manufacturers

(Please complete the questions below if you are a Manufacturer. Tick only one box)

Full Membership of the Association shall be available to those firms or companies actively engaged in the manufacture or as agents for manufacturers of Architectural hardware (or such other products as the Directors may decide to be suitable) who:		
a) Do you have a clearly defined merchant distribution policy?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b) Do you provide technical support?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
c) Will you carry on business in such a manner as to uphold the integrity and standing of the Architectural Hardware Industry Association?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
d) Do you carry a sufficient stock holding or maintain an ability to manufacture to carry out the timely supply of architectural hardware to distributor merchants?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Payment Details

The ADHA application fee of A\$100.00 and must accompany this application form and is non-refundable. The annual membership fee is A\$770 (inclusive of GST) and upon successful application you will be notified in writing and invoiced.

Cheque/Money Order *(Please make payable to Architectural Door Hardware Association Inc.)*

MasterCard Visa

Card No: _____ / _____ / _____ / _____ Amount: \$ _____

Cardholder's Name: _____ Expiry Date: _____

Cardholder's Signature: _____

Forward your application to:

Mr Richard Brooks
Secretary
Architectural Door Hardware Association Inc.
P O Box 1027
Research VIC 3095 AUSTRALIA
Phone: (613) 9430 5025 Fax: (613) 9445 9219

PROPOSER: _____ **COMPANY:** _____
(Proposer must be a current ADHA Member)

SECONDER: _____ **COMPANY:** _____
(Secunder must be a current ADHA Member)

Code of Practice

Architectural Hardware Industry Association has agreed a Code of Professional Practice, which will be binding, on Member Companies operating in the architectural hardware industry.

Clause 1.

A Member's conduct should uphold the dignity, reputation and good standing of the architectural hardware profession.

Clause 3.

A Member Company, which knowingly causes another person or Organisation to act in a manner inconsistent with this code or is party to such action, will be deemed to be in breach of it.

Clause 5.

It is expected that Members shall seek at all times to ensure that they attain and retain the appropriate levels of expertise necessary for the efficient running of projects. In addition they shall seek to ensure that employees have the appropriate levels of expertise for the efficient execution of their tasks and if necessary they will provide the appropriate level of training to help in that attainment.

Clause 7.

A Member shall not permit misleading statements or inaccurate information to be used in advertising or promotional material.

Clause 9.

A Member when acting for a client, shall inform the client in writing of any interest the Member may have which could prejudice the impartiality of advice or could conflict with the client's interests.

Clause 2.

A Member shall not recklessly or maliciously injure the professional reputation, prospects or business of others or adopt the illegal practice of passing off.

Clause 4.

A Member will at all times act honestly and in such a manner that clients are not misled.

Clause 6.

A Member shall perform only those services, which are within the Member's competence. Employees shall be trained and well supervised to ensure all contracts are undertaken in accordance with specifications and good practice.

Clause 8.

A Member will take all necessary steps to bring this Code of Practice to the attention of their employees and shall use their best endeavours to ensure that such persons observe this Code.

It is a duty of all Members to assist the Association in the enforcement of this Code. If the Association, having duly and properly examined an alleged breach of this Code by a Member, finds that Member in breach of the Code, it shall take such disciplinary action as it shall deem necessary.

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF
ASSOCIATION CONVENED UNDER RULE 9(7)**

I, _____ of _____
(name) (address)

being a member of _____
(name of Incorporated Association)

appoint _____ of _____
(name of proxy holder) (address of proxy holder)

being a member of that incorporated Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under rule 9(7), to be held on -

_____ and at any adjournment of that meeting.
(date of meeting)

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under rule 9(1)).

Signed: _____

Date: _____

APPENDIX 3
FORM OF APPOINTMENT OF PROXY

I, _____ of _____
(name) (address)

being a member of The Architectural Door Hardware Association Inc.

appoint _____ of _____
(name of proxy holder) (address of proxy holder)

being a member of that incorporated Association, as my proxy to vote for me on my behalf at the
annual/special* general meeting of the Association to be held on:- _____
(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against* the following resolution (insert details of resolution).

Signed: _____

Date: _____

*Delete if not applicable

APPENDIX 4

SCHEDULE OF FEES

Fee	Amount
Application Fee (Full members only)	\$100.00
Annual subscription fee (Full Members)	\$770.00
Annual subscription fee (Associate Members)	\$55.00
Annual subscription fee (Affiliate Members)	\$150.00

APPENDIX 5

The number of ordinary committee members has been set at 10.

Position	Committee Member	Company	Category	Elected
President	Ms Lydia Vujica	Jomon Architectural Hardware Pty Ltd	Merchant	August 2009
Ordinary Member	Malcolm McKenzie	Dorma Door Controls Pty Ltd	Manufacturer	August 2008
Ordinary Member	Terry Gotje	Gainsborough Hardware Industries Ltd	Manufacturer	August 2008
Ordinary Member	Joseph Monorchio	Jomon Architectural Hardware Pty Ltd	Merchant	August 2008
Ordinary Member	Craig Keeler-Milne	Keeler Hardware Pty Ltd	Merchant	Casual vacancy
Ordinary Member	Graeme Williams	Lorient Australia Pty Ltd	Manufacturer	August 2008
Ordinary Member	Robin Carter	Raven Products Pty Ltd	Manufacturer	August 2009
Ordinary Member	Alan Gibby	Australian Lock Company	Manufacturer	August 2009
Ordinary Member	Cameron Lord	Kaba Australia Pty Ltd	Manufacturer	August 2009
Ordinary Member	Lindsay Orford	Assa Abloy Australia	Manufacturer	August 2009

APPENDIX 6

Code of Practice

Architectural Door Hardware Association has agreed a Code of Professional Practice, which will be binding, on Member Companies operating in the architectural hardware industry.

Clause 1.

A Member's conduct should uphold the dignity, reputation and good standing of the architectural hardware profession.

Clause 3.

A Member Company, which knowingly causes another person or Organisation to act in a manner inconsistent with this code or is party to such action, will be deemed to be in breach of it.

Clause 5.

It is expected that Members shall seek at all times to ensure that they attain and retain the appropriate levels of expertise necessary for the efficient running of projects. In addition they shall seek to ensure that employees have the appropriate levels of expertise for the efficient execution of their tasks and if necessary they will provide the appropriate level of training to help in that attainment.

Clause 7.

A Member shall not permit misleading statements or inaccurate information to be used in advertising or promotional material.

Clause 9.

A Member when acting for a client, shall inform the client in writing of any interest the Member may have which could prejudice the impartiality of advice or could conflict with the client's interests.

Clause 2.

A Member shall not recklessly or maliciously injure the professional reputation, prospects or business of others or adopt the illegal practice of passing off.

Clause 4.

A Member will at all times act honestly and in such a manner that clients are not misled.

Clause 6.

A Member shall perform only those services, which are within the Member's competence. Employees shall be trained and well supervised to ensure all contracts are undertaken in accordance with specifications and good practice.

Clause 8.

A Member will take all necessary steps to bring this Code of Practice to the attention of their employees and shall use their best endeavours to ensure that such persons observe this Code.

It is a duty of all Members to assist the Association in the enforcement of this Code. If the Association, having duly and properly examined an alleged breach of this Code by a Member, finds that Member in breach of the Code, it shall take such disciplinary action as it shall deem necessary.

APPENDIX 7



NOMINATION FORM – ADHA Executive Committee

I/we the undersigned financial member of the Architectural Door Hardware Association hereby nominate:

_____ (Full Name of Nominee in Block Letters)

for election to the executive Committee of the Association, in accordance with Rule 23, as a representative for the office of:

- Director (Distributor) Director (Manufacturer)

NOMINATOR (Please use Block Letters)

	NAME	COMPANY	SIGNATURE	DATE
NOMINATOR				
SECONDER				

NOMINEE'S ENDORSEMENT

I, _____,

being a member of the Architectural Door Hardware Association Inc. hereby accept nomination for election to the position indicated above:

My Business Details are:

Business Name: _____

Business Address: _____

Telephone: workplace: _____ **Private:** _____

Signature: _____ **Date:** _____

Nominations must be received by [date]

Returning Officer, Mr Richard Brooks
Architectural Door Hardware Association Inc.
P O Box 1027, Research VIC 3095 AUSTRALIA
Phone: (613) 9430 5025 Fax: (613) 9445 9219