



INDUSTRIAL RELATIONS ACT 1996
section 392

Certificate

Certified copy of the rules of an organisation

I, Melinda Morgan, Industrial Registrar, certify that the previous 26 pages are a true and correct copy of the rules of the *Mutual Banking Employers' Association* as at 31 May 2017 incorporating alterations to the rules consented to in matter R17/128.

Industrial Registrar

A handwritten signature in black ink, appearing to read 'M. Morgan'.

Date: 31/5/17.









New South Wales
Industrial Relations Act 1996

Mutual Banking Employers' Association
REG NO. ER40

RECORD OF REGISTRATION OF RULES

Date	Description	Registered
3 November 1995	Initial set of rules on confirmation of registration of the <i>New South Wales Credit Union Employers' Association</i> under the <i>Industrial Relations Act 1991</i> .	
18 October 2010	Alteration to rules including a change of name to <i>Australian Credit Union Employers' Association</i> - s 245 of the <i>Industrial Relations Act 1996</i> (Matter No. R010/0250)	
20 October 2015	Alteration to rules including a change of name to <i>Mutual Banking Employers' Association</i> - s 245 of the <i>Industrial Relations Act 1996</i> (Matter No. R15/166)	
31 May 2017	Alteration to various rules of the <i>Mutual Banking Employers' Association</i> - s 245 of the <i>Industrial Relations Act 1996</i> (Matter No. R17/128)	

----- end of entries -----

MUTUAL BANKING EMPLOYERS'
ASSOCIATION

Rules

Registered rules of *Mutual Banking Employers' Association*
as at 31 May 2017

ER40



New South Wales

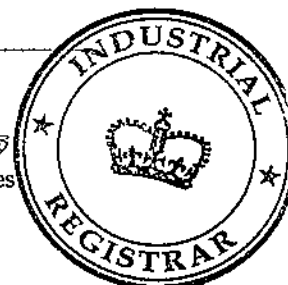


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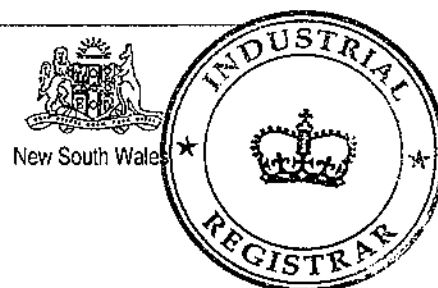
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Division 1. — Introductory Matters

1.1 Name

The name of the Association is:

Mutual Banking Employers' Association

1.2 Registered Office

The registered office of the association is determined by the *council* from time to time.

1.3 Definitions

In these Rules, unless the context requires otherwise:

Act means the *Industrial Relations Act 1996* (NSW) and any regulations made under it

ADI means a body corporate that *APRA* has authorised to conduct banking business in Australia under the *Banking Act 1959* (Cth)

APRA means the Australian Prudential Regulation Authority

association means the organisation described in these Rules

council means the council of the *association*

councillor means a member of the *council*

deputy president means the deputy president of the *association* appointed under Rule 8.8(1)

financial year of the association is from 1 July to 30 June inclusive

industry means the industry of mutual *ADIs*

member means a member of the *association*

member delegate means a person appointed by a *member* in accordance with Rule 8.11

member representative means a person appointed by a *member* in accordance with Rule 7.4

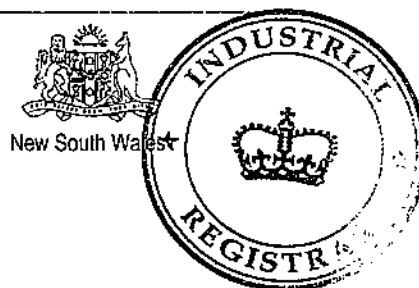
mutual structure has the same meaning as in ASIC's *Regulatory Guide 147: Mutuality – Financial institutions*

office-bearer means the *president* or *deputy president*

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president means the president of the **association** appointed under Rule 8.8(1)

secretary means a secretary for the time being of the **association**

special resolution means a resolution passed at a meeting of **members** that was:

- (a) specified in the notice of the meeting that was given individually to all **members** entitled to attend and vote at the meeting; and
- (b) approved by at least 75% of the votes validly cast on it.

1.4 Interpretation

- (1) In these Rules, unless the context requires otherwise:
 - (a) the singular includes the plural and vice versa;
 - (b) where an expression is defined in these Rules, any other grammatical form of the expression has a corresponding meaning;
 - (c) words and expressions defined in the **Act** have the same meaning in these Rules;
 - (d) headings are for purposes of convenience only and do not affect the interpretation of these Rules;
 - (e) a reference to a statute or regulation includes all amendments, consolidations or replacements of the statute or regulation;
 - (f) a reference to these Rules or another instrument includes all amendments or replacements of the Constitution or the other instrument; and
 - (g) a reference to a statutory or other body that ceases to exist or the powers and functions of which are transferred to another body includes a reference to the body:
 - (i) that replaces it; or
 - (ii) to which substantially all the powers and functions relevant to these Rules are transferred.
- (2) The notes to these Rules are for purposes of convenience only and do not affect the interpretation of these Rules. The notes do not form part of these Rules and may be removed or modified without the **association** complying with the **Act** requirements that apply to removal or modification of rules.

1.5 Time

Unless expressly provided otherwise, when these Rules, or any notice given under these Rules, states a time or a period of time, the time stated is, or the period of time is calculated by reference to, Standard Time or Summer Time, as the case may be, at the **association's** registered office.

1.6 Notices

- (1) Subject to any other Rule allowing notice by other means, this Rule applies to all notices and documents that the **Act** or these Rules requires or allows a party to these Rules to send to another party to these Rules.
- (2) In this Rule, **business day** means a day that is not:
 - (a) a Saturday or Sunday; or
 - (b) a public holiday in the place where the notice is received.
- (3) A person sending a notice must do so in writing and must address it to the recipient at the following respective addresses:

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- (a) if to the **association** — at its registered office or such other address as the **association** specifies to **members** from time-to-time; and
- (b) if to a **member** — at the **member's** address appearing on the register of members from time-to-time.
- (4) A person may send a notice or other document to another person in any of the ways set out in column 2 of the table. The other person receives the notice at the time set out in column 3:

Delivery Method		Time Person Receives Notice
1	Hand delivering the notice personally	The other person receives the notice: <ul style="list-style-type: none"> (i) if hand delivered before 5:00pm on a business day — on that business day (ii) if hand delivered after 5:00pm on a business day — on the next business day (iii) if hand delivered on a day other than a business day — on the next business day
2	Sending the notice by pre-paid post	The other person receives the notice on the day after posting unless it is actually delivered earlier
3	Sending the notice by facsimile transmission	The other person receives the notice: <ul style="list-style-type: none"> (i) if sent before 5:00pm on a business day — on that business day (ii) if sent after 5:00pm on a business day — on the next business day (iii) if sent on a day other than a business day — on the next business day <p>This rule does not apply where the person sending the facsimile has evidence that the transmission was unsuccessful</p>
4	Sending the notice by electronic means	The other person receives the notice: <ul style="list-style-type: none"> (i) if sent before 5:00pm on a business day — on that business day (ii) if sent after 5:00pm on a business day — on the next business day (iii) if sent on a day other than a business day — on the next business day <p>This rule does not apply where the person sending the notice by electronic means has evidence that the notice did not reach the other person's electronic address</p>

Division 2. — Purpose

2.1 Purposes

The *association* is established for the purposes set out in Appendix 1. These purposes do not limit the power of the *association*.

Division 3. — Membership

3.1 Eligibility for Membership

A person is only eligible to be a **member** if it is an organisation that:

- (a) is an **ADI** with a **mutual structure**; and
- (b) applies for and is accepted by the **association** as a **member** in accordance with Rule 3.2.

3.2 Membership Application

- (1) The **association** must inform applicants for **membership**, in writing, of:
 - (a) the financial obligations arising from **membership**; and
 - (b) the circumstances, and the manner, in which a **member** may resign from the **association**.
- (2) The **council** determines from time to time the method of applying for **membership**, including the information the applicant must provide to the **association**.
- (3) An applicant becomes a **member** if and when:
 - (a) the **council** determines that the applicant is eligible to be a **member**, and
 - (b) the applicant pays the entrance fee (if any) and annual subscription fee.
- (4) When the **association** admits an organisation as a **member**, the **association** must:
 - (a) enter the organisation's particulars in the register of **members** as required by the **Act**; and
 - (b) give the organisation notice that it has admitted the person as a **member**.

3.3 Limited Liability

A **member's** liability to contribute to the payment of the debts and liabilities of the **association** is limited to any amount that is due and payable but unpaid by the **member** in respect of **membership**.

3.4 Transfer or Assignment of Business

A **member** must notify the **association** within 14 days if the business, or any part of the business, of the **member**:

- (a) transfers, or is assigned, to another person; or
- (b) otherwise becomes the business of another person

Division 4. — Ceasing Membership

4.1 Resignation

A *member* may resign from *membership* in accordance with the *Act*.

4.2 Termination

- (1) The *council* may by resolution terminate a *member's membership* in accordance with this Rule if the member:
- (a) ceases to be eligible to be a *member* under Rule 3.1;
 - (b) is more than 6 months in arrears for any amounts due to the *association*;
 - (c) becomes insolvent, goes into liquidation or has entered into a scheme of arrangement for payment of creditors;
 - (d) has, in the reasonable opinion of the *council*, wilfully refused or neglected to comply with these Rules;
 - (e) is guilty of conduct that the *council* reasonably considers to be detrimental to the *association*; or
 - (f) obtains membership by misrepresentation or mistake.
- (2) The *association* must give notice of the proposed resolution under Subrule (1) to the *member* at least 14 days before considering the proposed resolution. The notice must specify:
- (a) the relevant grounds for termination;
 - (b) that the *member* may provide written or oral submissions to the *council* in relation to the proposed termination.
- (3) Before the *council* votes on proposed termination the *council* must consider any reasonable submissions from the member that it has received.
- (4) An organisation immediately ceases to be a *member* if and when the *council* resolves to terminate that organisation's *membership*.

4.3 Effect of resignation or termination

If an organisation ceases to be a *member*:

- (a) the organisation ceases to have the benefit of any privilege devolving from *membership* under these Rules or the *Act*;
- (b) the organisation ceases to have any claim or interest in the funds or assets of the *association*;
- (c) the *association* must remove the organisation's name from the register of *members* in accordance with the *Act*.

4.4 Liability for amounts survives termination

Subject to the *Act* an organisation remains liable to the *association* for any amounts that became due and payable by the organisation under these Rules while the organisation was a *member*.

Division 5. — Fees

5.1 Entrance Fee

The entrance fee for new *members* is determined by the *council* from time to time.

5.2 Subscription Fees

- (1) The annual subscription fee for each *member* is:
- (a) determined by the *council* from time to time;
 - (b) payable annually in advance on the first day of July or such other time as determined by the *council*;
 - (c) payable by an applicant for *membership* as a condition for admission as a member.
- (2) A *member* must provide to the *council* such information as the *council* reasonably requests to determine the *member's* annual subscription fee.

5.3 Levies

The *council* may from time to time impose a levy on *members* and determine the:

- (a) amount
- (b) purpose; and
- (c) time for payment,
of the levy.

Division 6. — Holding Members' Meetings

6.1 Annual General Meeting

- (1) The *association* must hold an annual general meeting by 31 October each year.
- (2) The *council* calls the annual general meeting at such time and place as it determines.
- (3) The business of the annual general meeting must include:
- (a) a report from the *council* on the affairs of the *association* in the preceding *financial year*,
 - (b) the laying before the *members* of the annual financial reports of the *association* for the preceding *financial year*.

6.2 Other Members' Meetings

- (1) The *association* may hold any other *members'* meeting, including a special general meeting, at any time.
- (2) The following persons may call a *members'* meeting:

- (a) the **council**; or
- (b) the **president**.

6.3 Requisitioning a Members' Meeting

- (1) At least 75% of **members** entitled to attend and vote at a **members'** meeting may, by written notice to the council requisition the **members'** meeting.
- (2) The council must call a **members'** meeting requisitioned by **members**:
 - (a) within 21 days after receiving the written requisition;
 - (b) to be held within 2 months after receiving the written requisition,
 unless the requisitioning **members** give written consent to later dates.
- (3) The council does not have to call a **members'** meeting requisitioned by **members** if and to the extent that the resolutions or subject matters to be considered at the meeting are outside the power of the **members'** meeting to decide.

6.4 Notice of Members' Meetings

- (1) The **association** must give all **members** entitled to attend and vote at a **members'** meeting at least 21 clear days' written notice of a **members'** meeting by:
 - (a) individual notice to the **member**, or
 - (b) notice in a newspaper.
- (2) The accidental omission to give or delay in giving notice to any person entitled to notice will not invalidate the proceedings of any meeting or any resolution passed at the meeting.
- (3) The notice of **members'** meeting must, at a minimum, state the:
 - (a) date, time and location of the meeting;
 - (b) the general nature of the business to be considered at the meeting.

6.5 Quorum

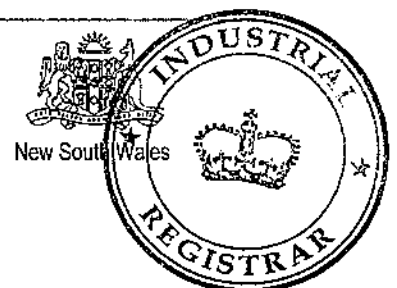
- (1) The quorum for a **members'** meeting is the following number of individuals present in person who are eligible to attend and vote at the meeting in their capacity as a **member**, **member representative** or proxy:
 - (a) 3; or
 - (b) if less than 6 **members** are eligible to attend and vote at a **members'** meeting — the number equal to 50% of the **members** eligible to attend and vote at the **members'** meeting.
- (2) If a quorum is not present within 30 minutes after the time for the **members'** meeting set out in the notice of meeting, the meeting is adjourned to the date, time and place the **members** present determine that is no more than 7 days after the original date of the meeting. If the members present do not determine 1 or more of those things, the meeting is adjourned to:
 - (a) if the date is not specified — the same day in the next week;
 - (b) if the time is not specified — the same time; and
 - (c) if the place is not specified — the same place.

If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

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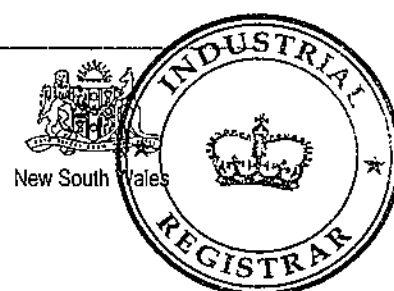


6.6 Adjourning Meetings of Members

- (1) The chairperson of a *members'* meeting at which a quorum is present:
 - (a) may adjourn the meeting with the consent of the meeting; and
 - (b) must adjourn the meeting if directed by the meeting.
- (2) The *association* must give notice of an adjourned *members'* meeting if the adjournment is for 1 month or more.
- (3) The only business that an adjourned *members'* meeting may deal with is business unfinished at the *members'* meeting that was adjourned.

6.7 Chairperson

- (1) The chairperson of *members'* meetings is:
 - (a) the *president*; or
 - (b) if the *president* is not present or declines to act for the meeting (or part of it) — the *deputy president*.
- (2) If the *president* or *deputy president* is not available within 30 minutes of the appointed start of the meeting, or declines to act, the *members* must elect an individual present to chair the meeting.



Division 7. — Voting at Members' Meetings

7.1 Voting

- (1) Each *member* entitled to vote on a resolution is entitled to cast one and only one vote as a *member*.
- (2) A resolution put to the vote at a *members'* meeting must be decided on a show of hands unless a ballot is demanded.
- (3) After a vote by show of hands a ballot may be demanded by:
 - (a) the chairperson of the meeting;
 - (b) 4 *members* present in person or by proxy who are entitled to vote on the resolution.
- (4) Subject to any other requirements in these Rules, the *members'* meeting passes a resolution if and only if more than half the total number of votes cast on the resolution are in favour of it.
- (5) In the event of an equality of votes the chairperson has a casting vote in addition to his or her deliberative vote.

7.2 Voting on a Show of Hands

On a show of hands, the chairperson's declaration is conclusive evidence of the result. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against the resolution. The minutes only need to record that the resolution was passed or not passed.

7.3 Voting in a Ballot

- (1) A ballot cannot be demanded on any resolution concerning the election of a person to chair the *members'* meeting.
- (2) Subject to Subrule (3), the chairperson may direct when and the manner in which any other ballot must be taken.
- (3) A ballot on the question of an adjournment must be taken immediately.
- (4) The *members'* meeting may conduct other business even though a ballot is demanded on a resolution.
- (5) The demand for a ballot may be withdrawn.
- (6) In a ballot a person is entitled to cast separate votes for each *member* they represent as *member representative* or proxy.
- (7) The result of a ballot is deemed to be a resolution of the meeting at which the ballot was demanded.

7.4 Member Representative

- (1) Each **member** must have one and only one **member representative** at any time.
- (2) A **member** can only appoint and maintain as its **member representative** a person who is a director, chief executive or senior officer of the **member**.
- (3) A **member's** appointment of a **member representative** is effective 4 hours after the **member** delivers to the registered office of the **association** a written nomination of a person as **member representative** validly executed by the **member** stating the **member representative's**:
 - (a) name; and
 - (b) office within the **member**.
- (4) A later appointment overrides and replaces an earlier appointment.
- (5) A person ceases to be **member representative** for a **member** if and when:
 - (a) the **member** appoints a new **member representative** in accordance with Subrule (3);
 - (b) the **member** gives the **association** a validly executed written revocation of the person's appointment as **member representative**; or
 - (c) the person ceases to be eligible to be the **member representative** for the **member** under Subrule (2).
- (6) A **member representative** is entitled to, on behalf of the appointing **member**:
 - (a) attend and vote at **members' meetings**, including votes by show of hands and ballot;
 - (b) vote in the election of **councillors**.
- (7) Any reference in these Rules to a **member** attending a meeting in person means the **member's member representative** attending the meeting.
- (8) For the purposes of the **Act** and these Rules, a **member representative** is authorised to execute or sign any document on behalf of the appointing **member**, other than a document appointing or revoking the appointment of a **member representative**.

7.5 Proxies

- (1) The **board** may determine the form of proxy document from time-to-time.
- (2) A **member** may only appoint as proxy:
 - (a) another **member** – in which case the appointed **member's member representative** acts as proxy;
 - (b) an employee of the **member**;
 - (c) the chairperson; or
 - (d) an **office-bearer**.
- (3) A **member's** appointment of proxy is only effective in relation to a meeting if it is:
 - (a) in such form as approved by the **council**; and
 - (b) delivered to the registered office of the **association** not less than 24 hours before the start of the meeting.
- (4) A proxy is entitled to attend and vote at any **members' meeting** the appointing **member** is entitled to attend and vote at, on behalf of the appointing **member**. The appointment of proxy may specify the meetings it applies to.

- (5) A proxy does not have a right to vote on a show of hands.
- (6) A *member's* appointment of proxy is suspended while the *member* is present at the meeting.

Division 8. — Appointment & Vacation of Councillors

8.1 Number of Councillors

The *council* consists of 6 *councillors*.

8.2 Eligibility to be a Councillor

An individual is not eligible to be a *councillor* if the person:

- (a) is not either a *member representative* or a *member delegate*;
- (b) is not eligible to hold an office in the *association* under the *Act*;
- (c) is not domiciled in Australia;
- (d) is bankrupt; or
- (e) is the *member representative* or *member delegate* of a *member* that is insolvent, or that is in the course of liquidation otherwise than for the purpose of reconstruction.

8.3 Appointment by Members — Election

- (1) The *members* may appoint a person to be a *councillor* by election held in accordance with the *Act* under the provisions of Appendix 2.
- (2) The *association* will conduct an election of *councillors* every 2 years.

8.4 Appointment by Council — Casual Vacancies

- (1) The *council* may, but is not required to, appoint a person to be a *councillor* if:
 - (a) a *councillor's* office becomes vacant other than because the *councillor's* term of office has ended; or
 - (b) for any other reason, the number of *councillors* is less than the number in Rule 8.1.

The *council* may only appoint a person who is eligible to be a *councillor* under Rule 8.2.

- (2) The term of office for a *councillor* appointed to fill a vacancy in Subrule (1)(a) ends:
 - (a) if, at the date of appointment, the remaining term of office of the *councillor* whose office has become vacant exceeds the greater of 12 months or three quarters of the original term of office – at the completion of the first election of *councillors* held after appointment;
 - (b) otherwise – at the end of the term of office of the *councillor* whose office has become vacant.
- (3) The term of office for a *councillor* appointed to fill a vacancy in Subrule (1)(b) ends at the completion of the first election of *councillors* held after appointment.

8.5 Term of Office

- (1) Subject to the **Act** and the rotation provisions in this Rule, the term of office of a **councillor** elected under Rule 8.3 is for 4 years:
 - (a) starting at the first **council** meeting held after the election; and
 - (b) ending at the completion of the election of **councillors** held in the fourth calendar year after appointment.
- (2) If the number of **councillors** elected at any one time under Rule 8.3 exceeds 3 then:
 - (a) the term of office for the 3 **councillors** that receive the most votes at the election, ends in accordance with Subrule (1); and
 - (b) the term of office for the remainder ends at the completion of the next election of **councillors**.
- (3) For purposes of Subrule (2):
 - (a) if the **councillors** are elected uncontested without voting; or
 - (b) 2 or more **councillors** have the same number of votes, the order of retirement amongst them is determined:
 - (c) by mutual agreement of those **councillors**; or
 - (d) if no mutual agreement is reached – by lot.

8.6 Vacation of Office

The office of a **councillor** becomes vacant:

- (a) automatically if the **councillor** dies;
- (b) if and when the **council** resolves that the **councillor** ceases to be eligible to be a **councillor** under Rule 8.2;
- (c) if the **councillor** is removed from office in accordance with Rule 8.7; or
- (d) if the **councillor** resigns in accordance with Rule 8.9.

8.7 Removal from Office

- (1) Subject to the conditions in this Rule, the members may by **special resolution** passed in general meeting immediately remove a **councillor** from office on the grounds of:
 - (a) misappropriation of funds of the association;
 - (b) substantial breach of the Rules; or
 - (c) gross misbehaviour or gross neglect of duty.
- (2) Notice of the general meeting must include the intention to consider a resolution to remove the **councillor** from office.
- (3) The **councillor** must be given individual written notice at least 28 days' prior to the general meeting of the time, date and location of the general meeting, the intention to pass a **special resolution** to remove them from office, and the grounds for their proposed removal from office.
- (4) The **councillor** must be allowed to attend the general meeting and given a reasonable opportunity to show cause at the meeting why he or she should not be removed from office.

8.8 Appointment & Vacation of Office-Bearers

- (1) Excluding elections held under Subrule (5), the **council** must hold elections for **president** and **deputy president** every 2 years.
- (2) The **council** may elect a **councillor** to be the **president** and another **councillor** to be **deputy president** in accordance with the following voting procedure:
- (a) if both the **president** and **deputy president** offices are vacant then apply the voting procedure for the election of the **president** first before repeating the procedure for the election of the **deputy president**;
 - (b) the returning officer will call for nominations;
 - (c) if there is only 1 **councillor** validly nominated then that **councillor** is declared elected and the remainder of this voting procedure does not apply;
 - (d) if there are 2 or more **councillors** validly nominated then a secret ballot must be conducted;
 - (e) in the ballot each **councillor** is entitled to vote for 1 and only 1 candidate;
 - (f) a ballot is informal if it includes votes for more than 1 candidate or does not clearly indicate the wishes of the voter;
 - (g) the candidate with the most number of formal votes is declared elected;
 - (h) if 2 or more candidates receive the same most number of formal votes then the ballot is repeated with only these candidates and if this second ballot also triggers this paragraph then the candidate declared elected is determined by lot from the candidates with the equal most number of votes in the second ballot.
- (3) Subject to the other Subrules in this Rule, the **president** and **deputy president** hold office for 2 years, ending at the conclusion of the election to fill the vacancy in that office held in the second calendar year after appointment.
- (4) An **office-bearer** ceases to hold office:
- (a) automatically – if the **office-bearer** ceases to be a **councillor**;
 - (b) if the **office-bearer** resigns in accordance with Rule 8.9
- (5) If an **office-bearer** ceases to hold office before the person's term of office has ended then the **council** may:
- (a) elect another **councillor** to fill the position in accordance with Subrule (2); or
 - (b) if the remainder of the term of office does not exceed the greater of 12 months or three quarters of the original term of office – by resolution appoint another **councillor** to fill the position,
- for the remainder of the term of office of the **office-bearer** whose office has become vacant.

8.9 Resignation

- (1) A **councillor** or **office-bearer** may resign from office by giving the **association** notice.
- (2) The **councillor's** or **office-bearer's** office becomes vacant:
- (a) if the notice of resignation specifies a date of resignation — on the date of resignation; or
 - (b) otherwise — on the date the **association** receives the notice of resignation.

8.10 Indemnities for Office-Bearers and Councillors

To the extent that the **Act** permits the **association** must indemnify an **office-bearer** or **councillor**:

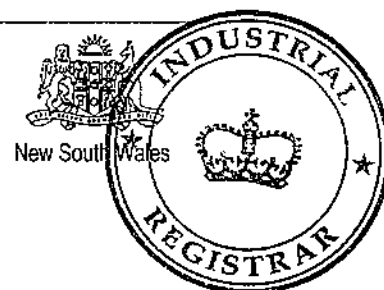
- (a) against any liability; and
- (b) for any costs, losses, disbursements, expenses or other outgoings,

the person incurs in the proper exercise of his or her duties and powers as an officer of the **association**.

8.11 Member Delegate

Note: A **member delegate** is a person, other than a **member representative**, who can be nominated by a **member** for election or appointment as a **councillor**.

- (1) A **member** may appoint one and only one person who:
 - (a) is a director, chief executive or senior officer of the **member**, and
 - (b) is not a **member representative**,as its **member delegate**.
- (2) A **member's** appointment of a **member delegate** is effective 4 hours after the **member** delivers to the registered office of the **association** a written nomination of a person as **member delegate** validly executed by the **member** stating the **member delegate's**:
 - (a) name; and
 - (b) office within the **member**.
- (3) A later appointment overrides and replaces an earlier appointment.
- (4) A person ceases to be **member delegate** for a **member** if and when:
 - (a) the **member** appoints a new **member delegate** in accordance with Subrule (2);
 - (b) the **member** gives the **association** a validly executed written revocation of the person's appointment as **member delegate**; or
 - (c) the person ceases to be eligible to be the **member delegate** for the **member** under Subrule 0.



Division 9. — Council's Powers

9.1 Powers and Duties of the Board

The **council**:

- (a) manages the **association's** business; and
- (b) may exercise all the powers of the **association** except any powers that the **Act** or these Rules expressly allocates to the **general meeting**.

9.2 Delegation

- (1) The **council** may delegate any of its powers to any committee or any other person or persons. The **council** may permit the delegate to sub-delegate any powers delegated to them.
- (2) Without limiting its powers, the **council** may appoint a person to be the **association's** attorney for purposes, with powers (being the **council's** powers), for the period and on terms the **council** determines. In particular, the power of attorney may:
 - (a) include terms protecting persons dealing with the attorney, as the **council** determines; and
 - (b) authorise the attorney to delegate any or all of the attorney's powers.

9.3 Powers of Office-bearers

The **office-bearers** have power:

- (a) as specified in these Rules;
- (b) to exercise such authority as delegated to them by the **council** in accordance with Rule 9.2; and
- (c) between meetings of the **council**, to jointly conduct any urgent and emergency business of the **association** – the **office-bearers** must provide the **council** with a full report of any such business at the next **council** meeting.

Division 10. — Council Meetings

10.1 Calling and Conduct of Council Meetings

- (1) A meeting of the **council**:
 - (a) may be called by the **president** or the **deputy president** at any time;
 - (b) must be called by the **president** on receiving a written requisition from 3 **councillors**, by giving at least 7 days' notice to every other **councillor**.
- (2) The notice of **council** meeting must include the time and place of the meeting and the general nature of the business to be considered.
- (3) The **council** may meet, adjourn and otherwise regulate its meetings as it thinks fit.
- (4) A **council** meeting may be held using any technology consented to by all the **councillors**. The consent may be a standing one. A **councillor** may only withdraw their consent within a reasonable period before the meeting.

10.2 Quorum of Council

- (1) The quorum for a **council** meeting is 3 **councillors**.
- (2) If, at any time, the number of **councillors** is less than the quorum:
 - (a) the **council** may meet only for the purpose of filling any casual vacancies or for calling a general meeting of **members**; and
 - (b) the **council** may conduct business by circulating resolution under Rule 10.5.

10.3 Chairperson

- (1) The chairperson of **council** meetings is:
 - (a) the **president**, or
 - (b) if the **president** is not present or declines to act for the meeting (or part of it) — the **deputy president**.

If neither the **president** nor the **deputy president** is available at the appointed start of the meeting, or decline to act, the **councillors** must elect an individual present to chair the meeting.

10.4 Passing of Council Resolutions

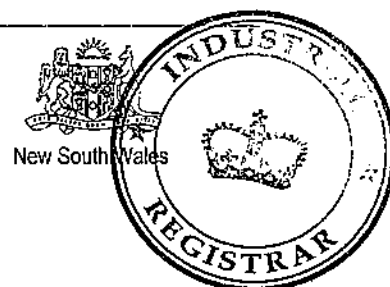
- (1) A resolution of the **council** must be passed by a majority of the votes cast by **councillors** entitled to vote on the resolution.
- (2) The chairperson has a casting vote in addition to his or her deliberative vote.

10.5 Circulating Resolutions

- (1) The **council** may pass a resolution without a **council** meeting if all of the **councillors** entitled to vote on the resolution approve the resolution by:
 - (a) signing a document containing a statement that they are in favour of the resolution set out in the document; or
 - (b) providing the **association** with approval of the resolution in such form as approved by the **council** from time to time, which may include without limitation, approval by email or other electronic communication.
- (2) Different **councillors** may give approval on different documents or by different means or in different forms, so long as each approval is of the identically worded resolution. .
- (3) The resolution is passed when all **councillors** have approved the resolution.

10.6 Committees of Councillors

- (1) The **council** may establish one or more committees consisting of such number of **councillors** as the **council** thinks fit.
- (2) The **president** is an ex-officio member of any committee.
- (3) The members of a committee may appoint one of their number as chairperson of their meetings.
- (4) Subject to any restrictions that the **council** imposes, a committee may meet, adjourn and otherwise regulate its meetings as it thinks fit.
- (5) Questions arising at a meeting of a committee are to be determined by a majority of votes of those present and voting.
- (6) The chairperson has a casting vote in addition to his or her deliberative vote.



Division 11. — Records

11.1 Register of Members

- (1) The *association* must:
- (a) keep a register of *members*;
 - (b) enter, update, and remove details about *members* in the register, in accordance with the *Act*.
- (2) The register of *members* may include such other information about *members* as the *council* determines from time to time.
- (3) The *association* must make a copy of the register of *members* available for inspection by *members* during all times that the *association* is open for business.

11.2 Minutes

A minute of:

- (a) proceedings and resolutions of a meeting of *members* or of the *council*, that is signed by the chairperson of that meeting or of the next succeeding meeting;
- (b) resolutions passed by *councillors* without a meeting, that is signed by a *councillor*, is evidence of the proceedings or resolutions to which the minute relates, unless the contrary is proved.

11.3 Custody of Books, Documents and Securities

The *secretary* must ensure the safe custody of books, documents and securities of the *association*.

11.4 Inspection of Books

Subject to the *Act* and Rule 11.1(3), the *council* may determine:

- (a) at what times and places; and
 - (b) under what conditions,
- books and document of the *association* may be inspected by *members*.

Division 12. — Funds

12.1 Source of Funds

- (1) The **association** may derive funds from:
- (a) entrance fees;
 - (b) annual subscriptions;
 - (c) levies;
 - (d) donations;
 - (e) such other source as the **council** determines.

12.2 Management of Funds, Income & Property

The **council** manages and controls the **association's** funds, income and property. Subject to the **Act** and the Rules the **council** determines how the funds, income and property of the **association** are to be used in its absolute discretion.

12.3 Negotiable Instruments

The **council** may authorise a person or persons to sign, draw, accept, endorse, transfer or otherwise execute cheques and other negotiable instruments for the **association**. The **council** may authorise the application of signatures to negotiable instruments by machine or other facsimile method.

12.4 Loans, Grants & Donations

- (1) The **association** must not make a loan, grant or donation of an amount exceeding \$1,000 unless the **council**:
- (a) has satisfied itself:
 - (i) that the making of the loan, grant or donation would be in accordance with the Rules; and
 - (ii) in the case of a loan—that, in the circumstances, the security proposed to be given for the repayment of the loan is adequate and the proposed arrangements for the repayment of the loan are satisfactory, and
 - (b) has approved the making of the loan, grant or donation.
- (2) Subrule (1) does not apply to:
- (a) payments by way of provision for, or reimbursement of, out-of-pocket expenses incurred by persons for the benefit of the **association**;
 - (b) the payment in advance of remuneration and other entitlements to an employee of the **association**.

12.5 Assets and Income for Purposes Only

Subject to these Rules, the assets and income of the **association** must be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its **members** except as bona fide compensation for services rendered or expenses incurred by or on behalf of the **association**.

Division 13. — Accounts & Audits

13.1 Accounts

- (1) The *association* must:
- (a) make and retain accounting records; and
 - (b) cause annual accounts to be prepared; in accordance with the *Act*.

13.2 Auditor

- (1) The *members* in an Annual General Meeting may by resolution appoint a person or firm qualified to be auditor under the *Act* as an auditor of the *association* for:
- (a) if the resolution specifies the term of office, being a term ending at a subsequent Annual General Meeting – the term so specified;
 - (b) otherwise – a term ending at the next Annual General Meeting of the *association*.
- (2) If an auditor ceases to hold office for any reason prior to the end of the auditor's term of office the *council* may appoint as auditor of the *association* a person or firm qualified to be auditor under the *Act* for a term ending at the next Annual General Meeting of the *association*.
- (3) An auditor may be removed from office prior to the end of term of office in accordance with the *Act*.

Division 14. — Administration

14.1 Seal

- (1) The *president* is to provide for the safe custody of the seal.
- (2) The seal is to be used only by the authority of the *council*.
- (3) The affixing of the seal on a document must be witnessed by 2 persons who are:
 - (a) *councillors*; or
 - (b) duly authorised by the *council* to affix the seal.

14.2 Execution of Documents

The *association* may execute a document in any way authorised by the *council*, including without limitation:

- (a) under seal in accordance with Rule 14.1;
- (b) by the signatures of 2 *councillors* without using the seal;
- (c) under power of attorney;
- (d) by any person or persons authorised to do so by the *council* on behalf of the *association*.

14.3 Secretary

- (1) The *council* appoints the *secretary* and determines the *secretary's* terms of appointment, powers, duties and remuneration. At any time, the *council* may vary or revoke a determination, or an appointment, whatever the terms of the appointment.
- (2) A *secretary* may resign by giving the *association* notice of the *secretary's* resignation. The *secretary's* office becomes vacant:
 - (a) if the notice of resignation specifies a date of resignation — on the date of resignation; or
 - (b) otherwise — on the date the *association* receives the notice of resignation.

14.4 Alteration of Rules

Subject to the *Act*, these Rules may be altered, deleted, added to or replaced by a *special resolution of members*.

14.5 Internal Disputes

- (1) A dispute between a *member* and another *member* (in their capacity as *members*), or a dispute between a *member* or *members* and the *association*, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983* (NSW).
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

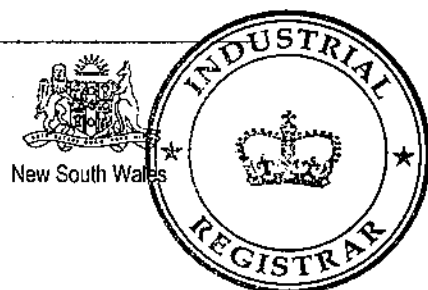


(3) The *Commercial Arbitration Act 2010* (NSW) applies to any such dispute referred to arbitration.

Registered rules of *Mutual Banking Employers' Association*
as at 31 May 2017

ER40

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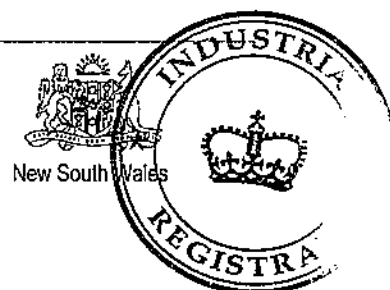
14.6 Elections

- (1) Subject to the *Act*,
- (a) the *council* will annually appoint a person as returning officer for all elections of the *association* conducted in a calendar year;
 - (b) any decision of the returning officer on the validity of nominations or votes, and on any other matter concerning the election and its conduct is final;
 - (c) if the returning officer reasonably believes that:
 - (i) there has been an irregularity in the conduct of an election; and
 - (ii) the irregularity will or has affected the results,then:
 - (iii) the returning officer must declare the election null and void and conduct a further election;
 - (iv) any person holding office immediately prior to the nullified election will continue in office until a successor is elected.
 - (d) if the returning officer decides that a nomination is defective, the returning office must notify the nominator and nominee of the defect and, where practicable, give them an opportunity to remedy the defect before the time and date fixed for close of nominations
- (2) The *council* may appoint scrutineers for the conduct of elections.
- (3) Subject to the *Act*, any scrutineer, whether appointed by the *council* or a candidate,:
- (a) is entitled to be present during the counting of a ballot and query the inclusion or exclusion of any vote;
 - (b) is not entitled to remove, mark, alter or deface any ballot paper or any other document used in connection with the election;
 - (c) must not interfere with or attempt to influence any *member* at the time such *member* is casting a vote;
 - (d) must observe any direction given by the returning office
- (4) The returning officer must take all reasonable steps by notification or otherwise to enable scrutineers to exercise their rights but no election is void by reason of the fact that a scrutineer does not exercise any or all such rights having had a reasonable opportunity to do so.

Division 15. — Dissolution

15.1 Dissolution Procedure

- (1) The **association** may be dissolved in accordance with the following procedure:
 - (a) **members** in a general meeting:
 - (i) pass a **special resolution** to dissolve the **association**; and
 - (ii) adopt by resolution proposals providing for distribution of the assets and funds of the **association**;
 - (b) the **association** conducts a secret postal ballot of **members** in which at least 75% of **members** approve:
 - (i) the dissolution; and
 - (ii) the proposals adopted by the general meeting for the distribution of the assets and funds of the **association**;
- (2) Upon dissolution any surplus assets of the **association** after settlement of all debts will be distributed in accordance with the proposals adopted by the general meeting and approved by **members** in the postal ballot.
- (3) Subject to the **Act** and these Rules, no **member** or officer of the **association** is liable to contribute to the payment of the **association's** debts and liabilities upon dissolution or winding-up.



Appendix 1 — Purpose

The **association** is established for the following purposes:

- (1) To promote a network for employers engaged in the Mutual Banking sector.
- (2) To promote the interests of the **members** of the **association**.
- (3) To promote and work towards protecting the interests of **members** of the **association**.
- (4) To seek and maintain registration as an industrial organisation of employers under the **Act**.
- (5) To further the objects of the **Act**.
- (6) To act as an Industrial Organisation of Employers.
- (7) To act in conjunction or affiliate with any association or organisation of employers which furthers the purposes of the **association**.
- (8) To ensure an affiliation with the appropriate specialised employer associations.
- (9) To establish and maintain co-operation, collaboration and close relations with other organisations or associations having similar purposes.
- (10) To secure to the **members** all the advantages of unity of action and to protect the interests of **members** in any lawful manner in all matters relating to the Mutual Banking sector.
- (11) To support appropriate bodies to promote or oppose legislative and other measures affecting or likely to affect the Industry.
- (12) To enter into any arrangements with any governments or authorities, that may seem conducive to the purposes for which the **association** has been established or any of them and to obtain from any such government or authority any rights, privileges or concessions which the **association** may think desirable to obtain and to carry out, exercise and comply with any such arrangement, rights, privileges or concessions.
- (13) To do all such other things as may appear to be incidental or conducive to the attainment of the above purposes or any of them.



Appendix 2 — Election of Councillors

A2-1 Election

- (1) An election of **councillors** is held by secret postal ballot in accordance with the **Act**, subject to the additional requirements in this Appendix.

A2-2 Nominations

- (1) The election notice calling for nominations must be given individually to all **members**.
- (2) The election notice must, in addition to information required by the **Act**, state that:
 - (a) nominations will not be received after the specified closing date;
 - (b) a nomination will not be valid unless a signed consent of the nominee is received before the closing date; and
 - (c) a nominee may appoint a **member** as scrutineer.
- (3) Only a **member** can provide a nomination.
- (4) In addition to any requirements under the **Act**, for a nomination to be effective:
 - (a) it must be validly executed by a **member** as nominator;
 - (b) the returning officer must receive prior to the closing date for nominations a signed consent from the nominee.

A2-3 Postal Vote

- (1) The returning officer must send to **members**, with the ballot paper and outer envelope required by the **Act**, an inner envelope marked 'Voting Paper' suitable to contain the ballot paper or ballot papers and to be returned sealed in the outer envelope.
- (2) The returning officer must send the ballot paper and envelopes to **members** within 14 days after the close of nominations.
- (3) Each **member** may cast no more than one vote for each office to be filled in the election.

A2-4 Voting System

- (1) The candidates with the highest number of votes in accordance with the number of vacancies are elected.
- (2) If 2 or more candidates have the same number of votes, the candidate elected is determined by lot.

A2-5 Declaration

Immediately after completion of the election the returning officer must declare the results of the ballot. The candidates declared elected assume office as **councillors** at the next **council** meeting following the declaration.