



# Skylight Industry Association Inc.

## Rules & Regulations

February 2009

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#### Notes:

1. *Application for Association Membership includes the Fee Structure and available as a separate form on request.*
2. *Form of Appointment of Proxy is issued by the General Secretary prior to each meeting*

### PART 1 – PRELIMINARY

## 1. Definitions

(1) In these rules:

**Associate member** means a person who is accepted as a member of the association as a consultant, as ratified at the Annual General Meeting

**Code of ethics** means the code of ethics attached to these rules as Appendix 5 as amended from time to time.

**Committee** – means the elected Committee of the SIAI comprising the Office Bearers, (i.e. Chairman, Vice Chairman, Treasurer and Secretary), plus Four (4) Members.

**Consultant** means a person or organisation with specialist technical knowledge which may assist the association in meeting its statement of objects.

**Cross membership** means a membership of another association with a direct interest in the window or skylight industry.

**Director-General** means the Director-General of the Department of Fair Trading.

**General Secretary** – means a person who is professionally engaged by the committee to assist in the administrative duties of the Association. This person has no voting rights whatsoever.

**Installer** means a business entity or company which installs skylights.

**Manufacturer** means a business entity or company actively involved in the concept design, manufacture and assembly of skylight components and complete skylights.

**Member** - means a Business Entity, Company or Organisation who is accepted as a member of the association as a manufacturer reseller, supplier or installer.

**Reseller** means:

- (a) a business entity or company who may purchase skylight components or Complete skylights for the purpose of reselling them to the end consumer and/or
- (b) a business entity or company which may resell skylights to the end consumer Plus provide a fee for installation service.

**Secretary** means:

- (a) the person holding office under these rules as secretary of the association or
- (b) if no such person holds that office the public officer of the association.

**SIAI Committee** – refer to Committee above

## PART 1 – PRELIMINARY

### 1. Definitions – (Cont'd.)

**Special general meeting** means a general meeting of the association other than an annual general meeting.

**Statement of objects** means the statement of objects attached to these rules as appendix 4 as amended from time to time.

**Supplier** means a business entity or company that provides either raw materials or specialist components to a skylight manufacturer.

**The Act** means the Associations Incorporation Act 1984,

**The Regulation** means the Association Incorporation Regulation 1999.

- (2) In these rules:
- (a) reference to a function includes a reference to a power, authority and duty, and;
  - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## PART 2 – MEMBERSHIP

### 2. Membership qualifications

- (1) A Business Entity, Company or Organisation, who can be defined as a Manufacturer, a Reseller, an Installer, a Supplier or a Consultancy is qualified to be a Member of the Association, if but only if:
- (a) the Business Entity, Company or Organisation, have been nominated for Membership of the Association as provided by Rule 3, and
  - (b) who have been approved for Membership of the Association by the Committee of the Association.

**NOTE:** *The principal criteria that defines a Business Entity, Company or Organisation is its registered Australian Business Number (ABN). Each registered Business Entity, Company or Organisation with an ABN number, is entitled to have ONE (1) Vote at any properly constituted meeting the SIAI.*

- (2) All Members of the Association who are,
- (a) Manufacturing Members, are those who manufacture, assemble or import their own brand or range of skylight products and/or components. They may either be selling direct or through resellers to the end user. Manufacturing Members, agree to have their current and future products tested to conform to the Australian Standard AS4285 Of Skylights defined in AS4285, as ROOFWINDOW/SKYLIGHT or ROOFLIGHT/TUBULAR SKYLIGHT or TUBULAR ROOFLIGHT, a MINIMUM of One (1) Model of Each is required to be tested to AS4285. New Manufacturing Members would have a probation period of Six (6) Months in which to have any non AS4285 compliant product tested. Non compliant members will be referred to the Committee for consideration of any action to be taken with respect to membership status.
  - (b) Reseller Members are those who do not manufacture his own skylight products and basically buys and relies on Current Manufacturing Member's AS4285 qualifications. These Resellers Members have a shop front and sell to both the Retail and Trade and promote and advertise in their own right. Reseller Members agree to a percentage of total sales being of products that conform to Australian Standard AS4285. The percentage to be determined by the committee. Prior to any action being taken against a Reseller Member in relation to the requirements of this rule, the percentage determined by the committee must be ratified by at the Annual General Meeting.

Material Suppliers to the Skylight Industry would also come under this classification of membership.

## **PART 2 – MEMBERSHIP**

### **3 Nomination for membership**

- (1) A nomination by a Business Entity, Company or Organisation, for membership of the Association:
  - (a) must be made in writing in the form set out in Appendix 1 to these rules, and
  - (b) must be lodged with the General Secretary of the Association
- (2) As soon as practicable after receiving a Nomination for Membership, the General Secretary must refer the nomination to the Committee which is to determine whether to approve or reject the nomination
- (3) As soon as practicable after the Committee makes that determination the General Secretary must enter the nominee's name on the Register of Members and, on the name being so entered, the nominee becomes a Member of the Association.

### **4 Cessation of Membership**

A Business Entity, Company or Organisation, ceases to be a Member of the Association if the Business Entity, Company or Organisation,

- (a) Ceases all trading operations, or
- (b) Resigns membership, or
- (c) is expelled from the Association

### **5 Membership entitlements not transferable**

A right, privilege or obligation which a Business Entity, Company or Organisation, has by reason of being a member of the association

- (a) Is not transferable to another Business Entity, Company or Organisation, save and except where that other Business Entity, Company or Organisation, continues to trade as a manufacturer, reseller or installer, and
- (b) terminates on cessation of the Business Entity, Company or Organisation's membership.

### **6 Resignation of membership**

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

## **PART 2 – MEMBERSHIP**

### **6 Resignation of membership (Cont'd.)**

- (3) If a member of the association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

### **7 Register of members**

- (1) The public officer of the association must establish and maintain a register of Members of the association specifying the name and address of each Business Entity, Company or Organisation who is a member of the association together with the date on which the Business Entity, Company or Organisation became a member.
- (2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (3) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

### **8 Fees and Subscriptions**

- (1) A member of the association must, on admission to membership, pay the Association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under clause (1), a member of the association must pay to the association the annual subscription fee applicable to that member pursuant to Appendix 3 or, if some other amount is determined by the committee, that other amount:
  - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
  - (b) if the member becomes a member on or after 1 July in any calendar year on Becoming a member and before 1 July in each succeeding calendar year.
- (3) The annual membership fee will vary in accordance with the CPI Figures and this adjustment will be applied to all membership renewal invoices effective as at 1 July in each calendar year

### **9 Members' liabilities**

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 8.

## **PART 2 – MEMBERSHIP**

### **10 Resolution of internal disputes**

Disputes between members (in their capacity as members) of the association and disputes between members and the association are to be dealt with as per the terms and conditions outlined in Appendix 6 – DISPUTE RESOLUTION, of these Rules and Regulations.

### **11 Disciplining of members**

- (1) A complaint may be made to the committee by any Entity, Company or Organisation that is a member of the association:
  - (a) has persistently refused or neglected to comply with a provision or provisions of these rules;
  - (b) has persistently refused or neglected to comply with a provision or provisions of the statement of objects;
  - (c) has persistently refused or neglected to comply with a provision or provisions of the code of ethics, or
  - (d) has persistently and willfully acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a complaint the committee:
  - (a) must cause notice of the complaint to be served on the member concerned and,
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 12.

## **PART 2 – MEMBERSHIP**

### **11 Disciplining of members – (Cont'd.)**

- (5) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned or,
  - (b) if within that period the member exercises the right of appeal unless and until the association confirms the resolution under rule 12 (5), whichever is the later.

### **12 Right of appeal of disciplined member**

- (1) A member may appeal to the association in general meeting against a resolution of the committee under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause( 1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause( 3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the membership present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **PART3 – THE COMMITTEE**

### **13 Powers of the committee**

The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

### **14 Constitution and membership**

- (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:
  - (a) the office-bearers of the association, and
  - (b) 4 members, each of whom is to be elected at the annual general Meeting of the association under rule 15.
- (2) The office-bearers of the association are to be:
  - (a) the president,
  - (b) the vice-president,
  - (c) the treasurer, and
  - (d) the secretary.
- (3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **PART3 – THE COMMITTEE**

### **15 Election of members**

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:
  - (a) must be made in writing, signed by 2 members of the association and Accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee, are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

### **16 Secretary**

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the committee.
  - (b) the names of all members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **PART3 – THE COMMITTEE**

### **17 Treasurer**

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the association.

### **18 Casual vacancies**

For the purposes of these rules, a casual vacancy in the office of a member of the Committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) becomes an insolvent under administration within the meaning of the Corporations Law, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under rule 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

### **19 Removal of member**

- (1) The association in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association the, secretary or the president may send a copy of their representations to each member of the association or, if the representation are not sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **PART3 – THE COMMITTEE**

### **20 Meetings and quorum**

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the Secretary to each member of the committee at least 48 hours (or such other period As may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specific, the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
  - (a) the president or, in the president's absence, the vice-president is to preside, or
  - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

### **21 Delegation by committee to sub-committee**

- (1) The committee may, by instrument in writing, delegate to one or more subcommittees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such of the functions of the committee as are Specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.

## **PART3 – THE COMMITTEE**

### **21 Delegation by committee to sub-committee – (Cont'd.)**

- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

### **22 Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 20 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **PART 4 - GENERAL MEETING**

### **23 Annual General meetings- holding of**

- (1) With the exception of the first annual general meeting of the association the, association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:
  - (a) within the period of 18 months after its incorporation under the Act, and
  - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by The Director-General under section 26 (3) of the Act.

### **24 Annual General meetings- calling of and business at**

- (1) The annual general meeting of the association is, subject to the Act and to rule 23, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association and ordinary members of the committee,
  - (d) to review and set entrance fees, annual subscription fees and subsidies for the coming twelve months,
  - (e) to receive and consider the statement which is required to be submitted to members under section 26-(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

### **25 Special General meetings- calling of**

- (1) The committee may, when ever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.

## **PART 4 - GENERAL MEETING**

### **25 Special General meetings- calling of – (Cont'd.)**

- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expense is entitled to be reimbursed by the association for any expense so incurred.

### **26 Notice.**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association the, secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **PART 4 - GENERAL MEETING**

### **27 Procedure**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction 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 the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

### **28 Presiding member**

- (1) The president or, in the president's absence the vice-president is, to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **29 Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give Written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## PART 4 - GENERAL MEETING

### 30 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded a, declaration by the chairperson that a resolution has, o n a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or 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
- (2) At a general meeting of the association a, poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
  - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, o r
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### 31 Special resolutions

A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, o r
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Director-General.

### 32 Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.

**NOTE:** *The principal criteria that defines a member is a Business Entity, Company or Organisation with a registered Australian Business Number (ABN). Each registered Business Entity, Company or Organisation with an ABN number, is entitled to have ONE (1) Vote at any properly constituted meeting the the SIAI.*

- (2) An associate member is not entitled to vote at general meetings.
- (3) All votes must be given personally or by proxy but no member may hold more than 5 proxies.

## **PART 4 - GENERAL MEETING**

### **32 Voting – (Cont'd.)**

- (4) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (5) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

### **33. Appointment of proxies.**

- (1) Each member is to be entitled to appoint another member as 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 is to be in the form set out in Appendix 2 to these rules.

## **PART 5 - MISCELLANEOUS**

### **34 Insurance**

- (1) The association must effect and maintain insurance under section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the association may effect and maintain other insurance.

### **35 Funds source**

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **36 Funds management.**

- (1) Subject to any resolution passed by the association in a general meeting, the funds of the association are to be used in pursuance of the objects of the association in such Manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.
- (3) Accountancy practices will conform to Australian Accounting Standards Requirements unless professional advice is received that alternative practice is best practice.

### **37 Alteration of objects, code of ethics and rules**

The statement of objects, code of ethics and these rules may be altered, rescinded or added to only by a special resolution of the association.

### **38 Common seal**

- (1) The common seal of the association must be kept in the custody of the public officer.
- (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 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

## **PART 5 - MISCELLANEOUS**

### **39 Custody of books**

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

### **40 Inspection of books**

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

### **41 Service of Notices**

(1) For the purpose of these rules, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date - on that date.

### **42 Disclosure**

Members are not at liberty to disclose any internal SIAI Correspondence to a third party without prior approval from the Committee.

### **43 Meeting Attendance Requirements**

All members are required to attend at least ONE (1) SIA Meeting per year. Failure to meet this requirement would result in a financial penalty to be determined by the Committee and ratified by the Annual General Meeting. Penalty Payments would be added to the SIA Marketing Budget.



## APPLICATION FOR ASSOCIATION MEMBERSHIP

| Company Details         |  |  |  |
|-------------------------|--|--|--|
| Registered Company Name |  | ABN  |  |
| Trading Name            |  | Sole Trader <input type="checkbox"/> Partnership <input type="checkbox"/> Company <input type="checkbox"/> |  |
| Trading Address         |  |  |  |
| Suburb                  |  | Postcode   |  |
| Postal Address          |  |  |  |
| Suburb                  |  | Postcode   |  |
| Email                   |  |  |  |
| Primary Contact         |  | Contact Number   |  |
| Secondary Contact       |  | Contact Number   |  |

| Membership Category      |                    |                          |                       |
|--------------------------|--------------------|--------------------------|-----------------------|
| <input type="checkbox"/> | Manufacturer       | <input type="checkbox"/> | Manufacturer/Reseller |
| <input type="checkbox"/> | Reseller/Installer | <input type="checkbox"/> | Installer Only        |
| <input type="checkbox"/> | Reseller Only      | <input type="checkbox"/> | Material Supplier     |
| <input type="checkbox"/> | Other (nominate)   |                          |                       |
| Years in this business   |                    |                          |                       |
| Brand name of product(s) |                    |                          |                       |
|                          |                    |                          |                       |
|                          |                    |                          |                       |
|                          |                    |                          |                       |
|                          |                    |                          |                       |

## MEMBERSHIP FEE



| Category             | Joining Fee +<br>(Inc. GST)<br>New Member | Membership Fee =<br>(Inc. GST)<br>New Member | Total Fee<br>(Inc GST)<br>New Member | Total Fee<br>(Inc GST)<br>On going Members |
|----------------------|---|--|--------------------------------------|--|
| Manufacturing Member | \$1,500.00                                | \$1500.00                                    | \$3,000.00                           | <b>\$1500.00</b>                           |
| Reseller Member      | \$750.00                                  | \$750.00                                     | \$1,500.00                           | <b>\$750.00</b>                            |
| Material Supplier    | \$750.00                                  | \$750.00                                     | \$1,500.00                           | <b>\$750.00</b>                            |
| Associate            |   | \$76.00                                      | \$76.00                              | <b>\$76.00</b>                             |

### Membership Conditions

1. I have been actively involved with the business over the last year.
2. I agree to comply with all the Rules & Regulations of this Association.
3. I have read Both the Statement of Objectives, and the Code of Ethics, and hereby commit to ensure that the Objectives and Ethics of the SIA will be upheld to the very best of my ability.
4. I will have our products tested so that that I or my Company manufacture to the SIA requirements and also ensure that I/We have AS4285-2007 certification for those products. Please refer to the Technical Committee Chairman for guidance.
5. I will also have those same tested skylights rated through the WERS for Skylights thermal modelling program within the time nominated by the SIA. Please refer to the Technical Committee Chairman for guidance
6. I agree to future product testing necessary to meet any new legislative or code requirements.
7. As a reseller or reseller /installer I agree to sell products that conform to Australian Standard AS4285/2007 or as stated by SIA from time to time
8. I accept the responsibility of paying such levies or other fees (beyond membership) as directed by an Annual General Meeting of the Association (Ref- Secretary for details).

### Signature of Business Principal

\_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_ / \_\_\_\_ / \_\_\_\_

**PLEASE RETURN TO**  
**Laurie Baker SIA General Secretary**  
**14 Esteemed Court, Rye, Victoria 3941**  
 Phone 03 5985 1837 Fax 03 5985 9587 Mobile 0413 610 100 Email [leb911@bigpond.net.au](mailto:leb911@bigpond.net.au)



## SKYLIGHT INDUSTRY ASSOCIATION INC.

14 Esteemed Court, Rye, Victoria, 3941

**Phone:** 03 5985 1837    **Mobile:** 0413 610 100    **Fax:** 03 5985 9587

**Email:** leb911@bigpond.net.au

### FORM OF APPOINTMENT OF PROXY

Note: Under Rule 32 (3) No Member may hold more than Five (5) Proxies

*(Insert "Business" or "Annual General" ) Meeting – (Insert date)*

I, .....

(full name)

of .....

(address)

Being a **Financial Member** of the Skylight Industry Association Incorporated

hereby appoint .....

(full name of proxy)

of .....

(address)

also being a **Financial Member** of the Skylight Industry Association Incorporated, as my proxy to vote for me on my behalf, as and when required, during the *(Insert "Business" or "Annual General")* Meeting of the Association held on the *(Insert Date)* , and at any adjournment of that meeting.

- My proxy is further authorised to vote in favour of/ against, the resolution as outlined below.  
(to be inserted if desired, noting Agenda Item Number)

.....  
.....

.....  
Signature of Member appointing proxy.

Date.....

\*\* Note: A proxy vote may not be given to a person who is not a financial member of the Association.



## CODE of ETHICS

As members of the Skylight Industry Association Inc we shall maintain and enhance the reputation, standing and good name of the Association and the industry in general by;

- o at all times observing the highest standards of honesty, integrity and responsibility in the conduct of business,
- o promoting the highest standards of workmanship and materials in accordance with the relevant statutory rules and regulations;
- o operating in free competition with others and refraining from any act intended to restrain trade or suppress competition and thereby promoting the private enterprise system and its guarantee of equal rights for all;
- o refraining from criticising the actions or damaging the reputation of competitors who are SIA members;
- o promoting only those products and services which are functionally and economically sound and with respect to product description, performance and specification and by avoiding practices which mislead or deceive customers with respect to pricing, savings claims, contracts, warranties, finance agreements, completion certificates or lien waivers; using contracts and warranties that are fair and beneficial to all parties, do not mislead or deceive customers as to the quality or longevity of the product or service and are free of ambiguities or omissions or obscure contractual obligations; honouring all contractual obligations until they are dissolved by the mutual consent of all contractual parties and by fulfilling those obligations in a reasonably prompt manner;
- o acknowledging and acting on all customer complaints and, in situations where complaints appear unreasonable, to encourage the customer to initiate approved third party settlement procedures.



## STATEMENT of OBJECTIVES

1. To promote SIAI within the skylight industry to all eligible persons/companies with a view to encouraging their membership and active support of the Association.
2. To promote excellence, professionalism, ethical conduct and sound business practices in the Skylight Industry, to the benefit of SIAI members, the industry and especially the public.
3. To promote the highest standards of performance within the industry and to promote suitable education and training programs to extend this performance.
4. To establish and maintain the SIAI's firm commitment to developing and sustaining initiatives that will expand and unite the Skylight Industry as well as ensure its growth and security.
5. To enlighten consumers of the advantages of home energy savings thereby ensuring the need for a Skylight Industry.
6. To support legislation and regulations that will safeguard and preserve the Skylight Industry and stimulate the marketplace.
7. To encourage the development and production of new materials and products to ensure that the public receives the best value for money.



## DISPUTE RESOLUTION PROCEDURE

### Preamble

The purpose of this document is to set out the process for a member(s) to make a formal complaint against another member(s), whom they perceive may have breached a part, or all, of the Code of Ethics of the Association.

This document sets out the process for making that formal complaint, the procedure to resolve that complaint plus appropriate penalties for the Committee to apply if the complaint is proved.

This procedure is set in place to allow members of the Association to resolve complaints through a formal "peer group" process.

This formal procedure in no way restricts members from pursuing civil action if they feel that it is a more appropriate forum.

### **CODE of REFERENCE**

The SIAI will use the Australian Competition & Consumer Commission (ACCC) document Advertising & Selling - November 2001 (inclusive of future updates and deletions) as a primary document to establish standard terms of reference when evaluating a complaint.

The SIAI appreciates that this ACCC document is a summary (in plain language) of a section of the Trade Practices Act 1974 and is not a substitute for proper legal advice.

### ***SCOPE***

This document provides the framework to determine what constitutes a breach, the general process of making a complaint, how the complaint is dealt with and the punitive measures available to the Committee of the SIAI.

This document only applies to issues raised by financial members of the SIAI about other financial members of the SIAI.

The only adverse finding that can be made against a member(s) is that of "being in breach of the Code of Ethics of the SIAI".

The penalties set down for breaches of the Code of Ethics are set out in Amendment One of this document.

## **THE PROCESS**

### ***Making a Formal Complaint***

For the process to be initiated a financial member(s) must provide a written complaint, outlining the perceived breach by another member(s), and then send it to Marketing Chairman of the SIAI by certified mail.

The complaint must contain all supporting documentation including details of any attempts by the member(s) to resolve the issue prior to the making the formal complaint.

### ***Action on the Formal Complaint***

#### Stage 1

- 1a.** Marketing Chairman will convene a Disputes Committee made up of at least 3 persons, one each from Marketing and Technical Committees along with a designated representative, of the SIAI Committee.

*Note: Preference will be given to members who do not have a commercial, geographical or other vested interest with the member(s) who is the subject of the complaint.*

- 1b.** This Disputes Committee will review the written complaint and supporting materials to determine, in their opinion, a breach of the Code of Ethics has occurred.
- 1c.** If the Disputes Committee believes there has not been a breach then the matter is dropped and member(s) advised within seven (7) days.
- 1d.** The Disputes Committee will maintain "in Committee confidentiality" at least through Stage one of the process.

#### **Stage 2**

- 2a.** If the Disputes Committee believes there is a possible breach of the Code of Ethics then the member(s) concerned will be sent (by certified mail) a copy of the complaint and a description of the breach as determined by the Dispute Committee's investigation.
- 2b.** The member(s) in dispute must respond in 14 days by providing materials to validate their claim or accept that they have breached the Code of Ethics and as part of this acceptance have agreed to stop the activity that caused the breach plus offer an apology to the SIAI member(s) who made the original complaint.
- 2c.** In the event of the member(s) accepting that they have breached the Code of Ethics, the Disputes Committee will recommend a penalty for the breach to the SIAI Committee.
- 2d.** The SIAI Committee will convene over the appropriateness of the recommended penalty and advise the relevant member(s).

### **Stage 3**

- 3a.** In the event of the member(s) not responding in the 14 days, the Dispute Committee will reconvene and reassess all existing and any new information so they can make a fair and reasonable judgement in absentia.
- 3b.** If, at the end of this reassessment, the Dispute Committee still has the opinion that the member(s) is in breach of the Code of Ethics, then the Disputes Committee shall advise the SIAI Committee of their findings along with their suggestions for punitive action.
- 3c.** The Disputes Committee will send notification by certified mail of their recommendations to the relevant member(s) advising that they have 14 days to provide any information that they wish the SIAI Committee to take into account when reviewing the Dispute Committee's recommendations.

### **Stage 4**

- 4a.** The SIAI Committee will review the Disputes Committee recommendations and either, confirm those recommendations, ask for more information or make its own determination.
- 4b.** If the SIAI Committee agrees with the Disputes Committee findings it will write to the member(s) concerned and ask them to cease the activity or suffer the punitive action it has determined to be the most appropriate.
- 4c.** If the SIAI Committee, after its own investigation, believes a breach has not occurred then it will advise the Disputes Committee and the member(s) within seven (7) days that the complaint will not proceed.
- 4d.** If the SIAI Committee makes a different finding to the Disputes Committee the SIAI Committee's decision will take precedence.

### **Stage 5**

- 5a.** If the member(s) accepts the finding and agrees to cease the offending activity the Executive still has the option of applying the original penalty or may substitute a lesser one.

### **COSTS**

Payment of any cost generated by this action will be allocated to the parties in dispute at the discretion of the Disputes Committee.

If the Disputes Committee deems the original complaint as frivolous or mischievous, then all costs revert back to the original complainants.

The Disputes Committee may call upon "outside experts" to assist in making a judgement about information of a specialist or technical nature so as to allay any fears of bias by a Disputes Committee or SIAI Committee member. Costs incurred by "outside experts" to be limited to \$5000.

The allocation of any fees incurred during the outside expert process is at the discretion of the Disputes Committee.

## **GENERAL**

The Disputes Committee shall not be held liable for any decision it makes based on the information made available to it during the course of the complaint.

The Disputes Committee will disband immediately after a clear decision is determined, and subsequent ruling, is made by the SIAI Committee of the SIAI.

The review by the SIAI Committee will exhaust any further appeals on the matter.

The SIAI Committee is duty bound to report the results of settled complaints to the next scheduled General Meeting of the SIAI.

## **PENALTIES**

Penalties available to the SIAI Committee are,

- a. A formal letter of reprimand.
- b. A letter of apology to the public placed in main daily newspapers of the states in which the company operates.
- c. Suspension of Membership of the SIAI until an imposed penalty is carried out.
- d. A fine of up to but not exceeding \$5,000 (the amount to be determined by the SIAI Committee)
- e. Permanent expulsion from the SIAI.
- f. Restriction on the right to acquire or use specialist information or programs funded by the SIAI.

## **Definitions appropriate to this document**

|                   |  |
|-------------------|--|
| SIAI Committee –  | The elected Committee of the SIAI comprising the Chairman, Vice Chairman, Treasurer and Secretary, and Four (4) Members.   |
| Outside experts - | A person or persons, not members of SIAI, with the appropriate scientific, legal or specialised knowledge or qualifications to provide objective advice to the Disputes Committee. |