

BVF

Building Verification Forum

RULES

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RULES of the Building Verification Forum

1 Nature of the Initiative

1.1 Limited liability and guarantee

- 1.1.1 The name of the Initiative is the Building Verification Forum.
- 1.1.2 Every Member undertakes to contribute a maximum of one hundred dollars (\$100) to the Initiative for payment of the debts and liabilities of the Initiative, the costs, charges and expenses of any winding up and the adjustment of the rights of Members amongst themselves payable at the time the Initiative is wound up, in the event the Initiative is wound up while the Member is a Member or within one year after the Member ceases to be a Member.

1.2 Powers

- 1.2.1 The Initiative has all the powers of an individual and a body corporate but does not have the power to issue shares.
- 1.2.2 The Initiative may exercise any power, take any action, or engage in any conduct or procedure, which under the Corporations Act a company limited by guarantee may exercise or undertake.
- 1.2.3 Notwithstanding clause 1.2.2, the Initiative may only exercise its powers and use its income, assets and profits for the purpose and objectives set out in clause 2.

1.3 Not for Profit

- 1.3.1 The income and property of the Initiative, from wherever it is derived, must be applied solely towards the promotion of the purpose and objectives of the Initiative set out in clause 2.
- 1.3.2 No portion of the income or property of the Initiative may be paid directly or indirectly, by way of dividend, bonus or otherwise to the members of the Initiative in their capacity as members of the Initiative or to Forum Steering Committee members.
- 1.3.3 No Forum Steering Committee member will be appointed to any salaried Office of the Initiative..
- 1.3.4 Nothing in the clause 1.3 or these Rules prevents the Initiative from paying for:
 - (a) professional or technical services actually rendered by a Member or Steering Committee member to the Initiative;
 - (b) goods supplied to the Initiative by a Member or Steering Committee member in the ordinary and usual course of business;
 - (c) interest (at a rate not exceeding the lowest rate paid for the time being by the Initiative's bankers) on term deposits on money borrowed from any Member or Steering Committee member; or
 - (d) reasonable and proper rent for premises demised or let by any Member or Steering Committee member.

- 1.3.5 The Initiative may pay in good faith:
- (a) out of pocket expenses reasonably incurred by a Member or Steering Committee member in the performance of any duty as Member or Steering Committee member where the amount payable does not exceed an amount approved by the Forum; and
 - (b) any service rendered by him or her to the Initiative in a professional or technical capacity where the provision of the service has the prior approval of the Steering Committee and where the amount payable is approved by the Steering Committee and is not more than an amount which commercially would be reasonable payment for the service.
- 1.3.6 If upon the winding-up or dissolution of the Initiative there remains, after satisfaction of all its debts and liabilities, any property whatsoever, that property will not be paid to or distributed among the Members but shall be given or transferred to some other institution:
- (a) having objects similar to the objects of the Initiative;
 - (b) being exempt from income tax, and
 - (c) whose memorandum of association or Constitution prohibits the distribution of its income and property among its members to an extent at least as great as imposed on the Initiative under these Rules.
- 1.3.7 The Members have no right to participate in any distribution or payment of the assets or property of the Initiative in the event of the winding up or dissolution of the Initiative.

2 Purpose and Objectives of the Initiative

2.1 Purpose and Objects

- 2.1.1 Recognising that the built environment is responsible for more than 40% of the global energy used and the significant role it can play in mitigating the effects of climate change and resource scarcity whilst maintaining acceptable living standards, the overall purpose of the Initiative is to create a sustainable built environment by driving innovation, the adoption of verifiable and consistent metrics, the enforcement of high professional standards, and full compliance with regulations and targets in the building industry. The Initiative will ensure that all stakeholder interests are represented, that it acts independently and impartially, and that its processes are operating correctly. To achieve this purpose, the Initiative acts for the public benefit:
- (a) to advance knowledge, innovation and communication and to promote education and excellence, in all such matters, and to collect, collate and publish useful information, ideas, and data relating to the sustainable built environment;
 - (b) to undertake, commission, facilitate and support carbon emission and pollution reduction, resource preservation, energy reduction and such other sustainability activities and services as are beneficial to the built environment;
 - (c) provide independent advice and information on building design, usability, construction, performance, sustainability and evaluation metrics at all stages of the building lifecycle;
 - (d) promote good practice and carry out Certification of assessments, buildings, software, processes, systems and supply chains;
 - (e) promote good practice and carry out Professional Certification and Registration of personnel and individuals;
 - (f) promote good practice and carry out Accreditation of organisations, training providers, institutions and qualifications;

- (g) address issues of access, amenity, adaptability and sustainability in the design, construction and performance of buildings such that they meet the changing needs of occupants across their lifetime;
- (h) respond to consumer and community expectations in relation to sustainable building design, construction and operation and work to ensure that as far as is possible and reasonable, occupants get value for money;
- (i) facilitate and take a lead role in consultancy, research, development and commercialisation activities associated with the built environment, and provide technical support for the building industry and government regulators;
- (j) encourage building regulatory reform including the reduced reliance on regulation by providing a forum to explore alternative mechanisms for delivering outcomes;
- (k) to establish, subscribe or make advances or donations to, promote, become a member of, support or cooperate or amalgamate with any association or person, whether incorporated or not, whose objects are altogether or in part similar to those of the Initiative;
- (l) to register in the name of the Initiative a mark or marks and to use or license the use of such mark or marks in relation to certain materials, goods, processes and personnel and to enforce and protect the use of such mark and marks and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the objects or interests of the Initiative.

2.2 Mandatory Restrictions

2.2.1 The Initiative's member representatives shall act in accord with internationally acceptable ethical and cultural standards and shall not:

- (a) take part directly or indirectly in the election of political candidates or political parties nor accept donations from political parties or political candidates;
- (b) cause harm to the built or natural environment;
- (c) endanger public health or compromise public health standards;
- (d) create, sell or promote any unsafe products or services;
- (e) do anything to restrict competition or engage in unfair or deceptive trade practices;
- (f) endanger the health, safety and livelihood of employees and contractors;
- (g) reduce the rightful compensation (as determined by a court or arbitration) due to a claimant, nor shall the Initiative fail to act speedily to provide such compensation.

2.2.2 A person who is or has been a Member, or Steering Committee member or employee of the Initiative must be truthful in gathering, interpreting and presenting information for and about the Initiative, and they must also be open about the processes involved.

2.3 Operational Principles

2.3.1 The Initiative is a learning enterprise that:

- (a) benchmarks its operations against international best practices;
- (b) engages the best people for the job;
- (c) uses the most appropriate, proven technologies to reduce administrative and operational effort;
- (d) uses anticipatory and preventative strategies to reduce risk and avoid crisis management;

- (e) demonstrates an active concern for the future.

3 Membership

3.1 Membership Groups

3.1.1 Membership of the Initiative shall be comprised of body corporate representation by peak bodies or representative entities (other than natural persons, sole traders, commercial businesses or organisations that are accredited or certified by the Initiative) connected with the following 'Membership Groups':

- (a) professional services (including but not limited to architects, engineers, accountants, lawyers, valuers, building certifiers, strata management or real estate agents);
- (b) financial sector;
- (c) Intergovernmental, Federal, State, Territory and Local Government departments, agencies and instrumentalities;
- (d) universities, research organisations, technical institutes and laboratories;
- (e) consumer or building owner protection;
- (f) building products manufacturing and installation;
- (g) construction and sub-contractors;
- (h) utilities and energy service provision;
- (i) facility and asset management;
- (j) property development;
- (k) environmental organisations and advocates;
- (l) professional societies.

3.1.2 The Steering Committee may at any time add or delete from the list of Membership Groups in clause 3.1.1 and from time that time on, each such group shall cease to be (as appropriate) a 'Membership Group' for the purposes of these Rules.

3.1.3 Each member must, on seeking admission in good faith, nominate to which Membership Group it wishes to belong. The Steering Committee shall decide the Membership group to which the member is to belong, and the Steering Committee's decision on this matter shall be final and binding.

3.2 Membership Qualifications

3.2.1 An organisation is qualified to be a **Member** if:

- (a) that organisation is committed through its own Constitution, rules of association, documented policy and demonstrable activities, to a sustainable built environment; and
 - (i) has been nominated for membership in accordance with clause 3.1.1; and
 - (ii) agrees in writing to be bound by these Rules and Initiative rules and policies pursuant to these Rules; and
 - (iii) fulfills all relevant eligibility criteria for admission to a Membership Group, and
 - (iv) has been approved for membership of the Initiative at a meeting of the Steering Committee; or

- (v) has been approved for membership of the Initiative via a circular resolution which will be sent out to all voting Members with a 14 day period to vote; or
 - (b) that organisation was represented by an individual who was a member of the Forum at the time of forming and the organisation has not since ceased to be a member; and
 - (c) that organisation does not at the relevant time meet the criteria adopted from time to time by Forum for non-voting membership.
- 3.2.2 An organisation is qualified to be a **non-voting member** if:
 - (a) it meets the relevant criteria adopted by the Steering Committee for non-voting membership; and
 - (b) it meets the qualification for membership in clause 3.2.1(a).
- 3.2.3 The Steering Committee may approve an organisation changing from non-voting member to member if the organisation no longer meets Forum's criteria for non-voting member and at the relevant time the organisation continues to meet the qualification for membership under clause 3.2.1(a).
- 3.2.4 The Steering Committee may approve an organisation changing from member to non-voting member at any time.
- 3.2.5 Each Member must be represented at meetings of the Forum and at general meetings by a duly nominated representative who has knowledge and expertise in the areas of activity conducted by the Initiative, and who has the authority to make decisions for and on behalf of the Member.
- 3.2.6 Each Member must agree to embrace the Initiative's objectives, be bound by these Rules and comply with any code or rules of conduct or any other standard prescribed from time to time by the Forum. Further, the Members have a duty to the wider community to ensure that the Initiative achieves its objectives in an environmentally sustainable, socially responsible, ethical and legal manner.

3.3 Nomination for Membership

- 3.3.1 A nomination of an organisation for membership or a change of membership of the Initiative:
 - (a) shall be made by a member or non-voting member in writing in the form set out by the Initiative; and
 - (b) shall be lodged with the Steering Committee.
- 3.3.2 As soon as is practicable after receiving a nomination, the Steering Committee shall determine whether or not to approve or reject the nomination.
- 3.3.3 The Steering Committee:
 - (a) shall advise approval or rejection of the nomination, in accordance with these Rules to the next scheduled meeting of the Forum; or
 - (b) may authorise a circular resolution, where a decision is required before the next scheduled Forum meeting.
- 3.3.4 Approval of the nomination shall require a two thirds majority of the Steering Committee.
- 3.3.5 Where the Steering Committee approves a nomination for membership, they shall, as soon as practicable after that determination, notify the nominee of that approval and (unless the member is changing membership type) request the nominee to pay within 28 days after receipt of the notification the sum payable as decided from time to time by the Forum, the joining fee and the first year's annual subscription.

- 3.3.6 The Forum Steering Committee shall, on approval of change of membership type or as the case may be, and following payment by the nominee of the fees and subscriptions referred to in clause 3.3.5 within the period referred to in that clause, enter the nominee's name in the register of members and, on the name being so entered, the nominee shall become a member of the Initiative.

3.4 Membership Entitlements Not Transferable

- 3.4.1 A right, privilege or obligation which an organisation has by reason of being a member:
- (a) is not capable of being transferred or transmitted to another organisation; and
 - (b) otherwise terminates on cessation of the organisation's membership.

3.5 Cessation of Membership

- 3.5.1 An organisation ceases to be a member if the organisation:
- (a) no longer meets the criteria for membership of the Initiative or membership group of the Initiative; or
 - (b) resigns from membership; or
 - (c) is in arrears by thirty (30) days of the due date for payment of a Subscription or other monies due to the Initiative and fails to pay such arrears within seven (7) days of the date of a notice from the Forum Steering Committee to pay monies as required; or
 - (d) has failed to comply with a written direction issued by the Steering Committee regarding good conduct or a proper standard of professionalism or representation; or
 - (e) otherwise fails in the opinion of the Forum Steering Committee (for any reason) to comply with these Rules, or any rules or regulations of the Initiative.
 - (f) engages in derogatory, discriminator conduct or brings the Initiative or industry into disrepute; or
 - (g) is expelled from by the Initiative; or
 - (h) is subject to an Insolvency Event; or

3.6 Resignation of Membership

- 3.6.1 A member is not entitled to resign from membership except in accordance with this clause.
- 3.6.2 A member who has paid all amounts payable by the member may resign from membership by first giving notice (being not less than 1 month or, if the Forum has determined a shorter period, that shorter period) in writing to the Forum Steering Committee of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 3.6.3 Where an organisation ceases to be a member, the Forum Steering Committee shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

3.7 Fees and Subscriptions

- 3.7.1 The entrance fee to the Initiative is an amount determined from time to time by resolution of the Steering Committee, and provided that members are given at least two months' prior notice of any changes to the fees.

- 3.7.2 The annual membership fee of the Initiative is any amount payable in advance determined from time to time by resolution of the Steering Committee, and provided that members are given at least two months' prior notice of any changes to the fees.
- 3.7.3 The Steering Committee may grant any concession in regard to entrance, membership and all other fees that they see fit, including the full or partial waiver of all or any such fees.
- 3.7.4 The annual membership fee is payable, except as provided by clause 3.7.5, before 1 July in each year.
- 3.7.5 Where a member is admitted to membership on or after 1 July in any year the membership fee payable in advance for that year shall be a pro rata amount determined by the ratio of the number of whole months remaining after the Steering Committee approval of membership divided by twelve.

3.8 Disciplining of Members

- 3.8.1 Where the Steering Committee is of the opinion that a Member:
 - (a) has persistently refused or neglected to comply with a provision of these Rules, or any rules or regulations of the Initiative; or
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of the Forum generally including but not limited to, breaching trust, using position for gain, bribery, extortion, misappropriation, self-dealing, patronage, nepotism, cronyism and trading of entrusted authority;

the Steering Committee may recommend that Members in general meeting resolve to:

 - (c) expel the Member from the Initiative; or
 - (d) suspend the Member from such rights and privileges of membership of the Initiative as the Steering Committee may determine for a specified period.
- 3.8.2 Where the Forum Steering Committee intends to move a resolution under clause 3.8.1, the Forum Steering Committee shall, as soon as practicable, cause a notice in writing to be served on the member:
 - (a) setting out the resolution of the Forum Steering Committee and the grounds on which it is based; and
 - (b) stating that the member, by its member representative, may address the Forum at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - (c) stating that legal advisors, proxies or other representatives of a Member are not permitted to attend the meeting referred to in clause 3.8.3 nor are witnesses, experts or personal referees; and
 - (d) stating the date, place and time of that meeting; and
 - (e) informing the member that the member may do either or both of the following:
 - (i) be represented at that meeting;
 - (ii) submit to the Forum Steering Committee at or prior to the date of that meeting written representations relating to the resolution.
- 3.8.3 At a meeting of the Members to determine matters relating to clause 3.8.1, the Members shall:
 - (a) give to the member mentioned in clause 3.8.2 an opportunity to make oral representations; and

- (b) give due consideration to any written representations submitted to the Initiative by that member at or prior to the meeting; and
 - (c) decide whether to terminate membership of the organisation, suspend membership of the organisation for a time determined by the members, or dismiss the recommendation of the Forum Steering Committee.
- 3.8.4 Where the Members decide to terminate or suspend membership by resolution under clause 3.8.3, the Forum Steering Committee shall, within 7 days after that determination, by notice in writing inform the member of that decision and of the member's right of appeal under clause 3.9.
- 3.8.5 A resolution by the Members under clause 3.8.3 does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the Initiative confirms the resolution in accordance with under clause 3.9.
- 3.8.6 The Steering Committee may reinstate a Member whose membership has ceased, been suspended or cancelled on the satisfaction of such terms and conditions as the Initiative thinks fit to apply from time to time, and only after the Member has paid all money owed by the Member to the Initiative as at the date their membership ceased, was suspended or cancelled.

3.9 Right of Appeal of Disciplined Member

- 3.9.1 A member may appeal to the Steering Committee against a resolution of the Members which is confirmed under clause 3.8.4, within 7 days after notice of the resolution is served on the member, by lodging with the Forum Steering Committee a notice to that effect.
- 3.9.2 On receipt of a notice under clause 3.8.4, the Forum Steering Committee shall convene a general meeting of the Members to be held within 21 days after the date on which the Forum Steering Committee received the notice or as soon as possible after that date.
- 3.9.3 At a general meeting of the Members convened under clause 3.9.2:
- (a) no business other than the question of the appeal shall be transacted; and
 - (b) the Members and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) legal advisors, proxies or other representatives of a member are not permitted to attend the general meeting nor are witnesses, experts or personal referees; and
 - (d) the Members present shall vote by secret ballot on the question of whether the resolution made under clause 3.8.4 should be confirmed or revoked.
- 3.9.4 If the meeting passes a resolution in favour of the confirmation of the resolution made under clause 3.8.3, that resolution is confirmed. Where membership has been terminated the Member does not have any claim on the Initiative, its funds or property.

3.10 Conduct of Members

- 3.10.1 Members shall maintain an 'arm's length' relationship with the Initiative at all times and conduct themselves in accordance with:
- (a) these Rules; and
 - (b) any rules and regulations prescribed by the Forum Steering Committee, as amended from time to time.

- 3.10.2 Members shall indicate their membership of the Initiative only in such form and manner and subject to any conditions in any rules and regulations prescribed by the Steering Committee from time to time.
- 3.10.3 Each Member shall notify the Forum Steering Committee of any change in the circumstances of the Member which may affect the Member's continued entitlement to membership or class of membership.
- 3.10.4 Each voting member is responsible for the conduct of their representative on Forum. The Steering Committee shall by ordinary resolution require the replacement of any member representative who in the opinion of the Steering Committee members acts inappropriately, has failed to comply with a written direction issued by the Forum regarding good conduct or a proper standard of professionalism or representation, who fails to comply with these Rules, or any rules or regulations of the Initiative, or who engages in derogatory, discriminatory conduct or harassment or brings the Initiative or industry into disrepute. The Steering Committee's decision on this matter shall be final and binding with no appeal against such a resolution and a Member issued with such a resolution or notice must replace their representative within 21 days of the resolution being passed.
- 3.10.5 Members must replace their Member Representative within fourteen (14) days of:
- (a) the public announcement of political candidacy of a member representative who is running for political office or elected to a political office;
 - (b) the member representative failing to attend, including apologies, three (3) consecutive Forum meetings.

4 Steering Committee

4.1 Powers of Steering Committee

- 4.1.1 The Steering Committee shall consist of member representatives and independent individuals as appointed by the voting members from time to time.
- 4.1.2 Voting members cannot appoint a member representative to represent more than one voting member on the Steering Committee.
- 4.1.3 The Steering Committee represents stakeholder interests to ensure, amongst other things that the Initiative is acting independently and impartially, that it is operating its processes correctly, and that it is treating customers and the public fairly.
- 4.1.4 The Steering Committee, subject to these Rules, policies, and to any resolution passed by the members in general meeting:
- (a) approves membership; and
 - (b) determines policy of the Initiative such that the Initiative's objectives are achieved and impartiality of the Initiative's activities is maintained; and
 - (c) may exercise all functions that may be exercised by the Initiative other than those required these Rules to be exercised by the Members; and
 - (d) monitors the operations of the Initiative; and
 - (e) counteracts any tendency on the part of the Initiative to allow commercial or other considerations to prevent the consistent objective provision of its activities; and
 - (f) advises on matters affecting confidence in assurance, including openness and public perception.

4.2 Removal and Vacation of Office

- 4.2.1 A Steering Committee representative may at any time resign from the Steering Committee by giving written notice of resignation to the Forum Steering Committee.
- 4.2.2 Subject to these Rules, the Members in general meeting may resolve to remove any Steering Committee representative, and may by an ordinary resolution appoint another representative in his or her stead. A general meeting held for this purpose must be attended by all members. A person removed under this clause 4.4.2 is permanently barred from being a Member representative of the Steering Committee.
- 4.2.3 The position of Steering Committee representative shall be vacated if he or she:
- (a) resigns or is removed from office pursuant to clause 4.4.2;
 - (b) dies;
 - (c) ceases to be an employee or representative of the Member he or she originally represented;
 - (d) is employed by or represents a Member that ceases to be a member;
 - (e) has a serious material personal interest or conflict that puts the Initiative at risk, or undermines the public's trust and respect for the Initiative and includes but is not limited to, breaching trust, using position for personal gain, bribery, extortion, misappropriation, self-dealing, patronage, nepotism, cronyism and trading of entrusted authority;
 - (f) runs for political office or is elected to a political office, with cessation of the office of Steering Committee representative commencing on the date that political office candidacy is publicly announced;
 - (g) has a relationship, personal, business or otherwise, with one or more members of the Steering Committee such that it impairs his or her objectivity and independence with respect to matters that affect the personal, pecuniary interests of the other members.

4.3 Material Personal Interest

- 4.3.1 Subject to clause 4.3.2, Steering Committee members must maintain an 'arm's length' relationship with the Initiative and a Forum member who has a material personal interest in a matter that relates to the affairs of the Initiative must give the other Steering Committee members notice of his or her interest.
- 4.3.2 A Steering Committee member with a material personal interest in a matter that relates to the affairs of the Initiative is not required to give notice in the following circumstances:
- (a) if all of the following conditions are met:
 - (i) the Steering Committee member has already given notice of the nature and extent of the interest and its relation to the affairs of the Initiative;
 - (ii) if a person who was not a Steering Committee member at the time the notice was given is appointed as a Forum member, the notice is given to that person; and
 - (iii) the nature or extent of the interest has not materially increased above that disclosed in the notice;
 - (b) if the Steering Committee member has given a standing notice of the nature and extent of the interest and that standing notice is still effective in relation to the interest.
- 4.3.3 A Steering Committee member who has a material personal interest in a matter that is being considered at a meeting of the Steering Committee or by circular resolution, must not be

present while the matter is being considered at the meeting or vote on the matter at the meeting or by circular resolution.

- 4.3.4 Where the Steering Committee decides that a Steering Committee member has a material personal interest in a matter, that Steering Committee member may have briefing material, other documentation and communications including certain sections of Steering Committee papers and minutes that relate to that matter, withheld from them prior to the matter being considered at a Forum meeting or until a final Steering Committee decision has been made on the matter.
- 4.3.5 A 'material personal interest', for the purposes of clause 4.3, means an interest that has the capacity to influence the vote of a member or Steering Committee member, or benefit a Member or Steering Committee member, or a real and substantial conflict between a Steering Committee members' personal interest and the interests of the Initiative, whether it is direct, indirect, contingent or contractual. It includes but is not limited to any conflict of interest or any affiliation a person may have with an actual or potential supplier of goods or services, recipient of grant funds or organisation with competing or conflicting objectives. Such a Steering Committee member is considered to be a related party within the meaning of s.228 of the Corporations Act and in extreme cases of conflict of interest, a Steering Committee member's resignation is the only effective means of avoiding a serious material personal interest issue.
- 4.3.6 A person who obtains information because they are, or have been, a Steering Committee member or employee of the Initiative must not improperly use the information or improperly use their position to:
- (a) gain an advantage for themselves or someone else;
 - (b) cause detriment to the Initiative.

This duty continues after the person stops being a Steering Committee member or employee of the Initiative.

4.4 Negotiable Instruments

- 4.4.1 The Steering Committee shall determine the mechanism for signing, drawing, accepting, endorsing or otherwise executing a negotiable instrument.
- 4.4.2 Receipts for money payable to or receivable by the Initiative may be signed by a Steering Committee member or by any other person authorised by the Steering Committee to receive money either generally or any particular sum of money on behalf of the Initiative and such receipt shall be deemed to be valid.

4.5 Forum Meetings and Quorum

- 4.5.1 The Steering Committee shall meet at least three (3) times in each calendar year at such place and time as the Steering Committee may determine.
- 4.5.2 Additional meetings of the Steering Committee may be convened.
- 4.5.3 Written notice of a meeting of the Steering Committee shall be given to each Steering Committee member at least 48 hours (or such shorter period as may be unanimously agreed on by the members of the Forum) before the time appointed for the holding of the meeting.
- 4.5.4 Notice of a meeting given under clause 4.5.3 shall specify in a written Agenda, the nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Forum members present at the meeting unanimously agree to treat as urgent business.

- 4.5.5 Notice of meeting given under clause 4.5.3 may be given either personally, by post, by courier, facsimile, email or any other form of wire or wireless communication. A notice of meeting sent by post is taken to be delivered on the business day after it is posted. A notice of meeting sent by facsimile or other electronic or online means is taken to be received on the business day that it was sent.
- 4.5.6 Greater than 25% (rounded down in the event of a fraction) of the members of the Steering Committee constitute a quorum for the transaction of the business of a meeting.
- 4.5.7 No business shall be transacted by the Steering Committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to a time, place and venue to be notified in accordance with this clause.
- 4.5.8 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- 4.5.9 At meetings of the Steering Committee:
- (a) the Forum Steering Committee Chair shall preside; or
 - (b) if the Forum Steering Committee Chair is absent, one (1) of the remaining members of the Forum Steering Committee may be chosen by the members present to preside.

4.6 Steering Committee Meeting Voting and Decisions

- 4.6.1 Questions, including resolutions, arising at a meeting of the Steering Committee or of any subcommittee appointed by the Steering Committee shall be determined by a majority of the votes of members of the Steering Committee or subcommittee:
- (a) present in person, or by electronic conference, or in combination, or
 - (b) in the case of a meeting by 'circular resolution', received in a signed statement of consent to the resolution or question contained in a document which also states the question or resolution.
- 4.6.2 Each Member Representative present at a meeting of the Steering Committee or of any subcommittee appointed by the Steering Committee (including the person presiding at the meeting) is entitled to 1 vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote. Pursuant to all the relevant information, facts and details relating to a matter subject to a vote having been provided to Steering Committee, each Member Representative must vote either for or against the matter and there shall be no abstaining from voting.
- 4.6.3 Subject to clause 4.5.7, the Steering Committee may act notwithstanding any vacancy in its number.
- 4.6.4 A quorum of a subcommittee is the number of subcommittee members equal to or a whole number above 1/3 of its members.
- 4.6.5 Any act or thing done or suffered, or purporting to have been done or suffered, by the Steering Committee or by a subcommittee appointed by the Steering Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Steering Committee or subcommittee.

4.7 Use of Technology

- 4.7.1 Steering Committee meetings may be called or held using any technology consented to by all the Steering Committee members. The consent may be a standing one and a Steering

Committee member may not withdraw their consent within fourteen (14) calendar days before the meeting.

- 4.7.2 Where the Steering Committee members are not all in attendance at one place and are holding a meeting using technology and each Steering Committee member can communicate with the other Steering Committee members:
- (a) the participating Steering Committee members are, for the purpose of every provision of these Rules, taken to be assembled together at a meeting and to be present at that meeting; and
 - (b) all proceedings of those Steering Committee members conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were physically present in one location.

4.8 Circular Resolutions

- 4.8.1 The Steering Committee may pass a 'circular resolution' without a Steering Committee meeting being held if the Steering Committee members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 4.8.2 Circulating resolutions must be received from no less than 70% of the number of Steering Committee members and the resolution is passed when a simple majority of Steering Committee members who return the signed document are in favour of it.

4.9 Delegation by the Steering Committee

- 4.9.1 The Steering Committee may delegate any of its powers to any Committee, employees of the Initiative or any other person.
- 4.9.2 The delegate must exercise the delegated powers in accordance with these Rules and any direction by the Steering Committee.
- 4.9.3 The effect of the delegate exercising a delegated power is the same as if the Steering Committee exercised it.
- 4.9.4 The Steering Committee may withdraw any delegated power at any time.
- 4.9.5 A Steering Committee member must not delegate their responsibilities or appoint a person to act as an alternate Forum member in the Steering Committee member's place.
- 4.9.6 The Steering Committee may from time to time establish Committees to advise it on matters affecting the operations of the Initiative. Terms of reference and duration of all Committees shall be determined by the Steering Committee and the Committees shall have no decision-making power. The Chair of the Steering Committee shall not sit on any finance or audit committees and no Steering Committee member of an audit or finance committee shall have any executive powers, management functions or delegated financial responsibility.

5 General Meetings

5.1 Annual General Meetings

- 5.1.1 Annual General Meetings (AGM) of the members shall be held at least once in each calendar year and within a period of 5 months after the expiration of each financial year, convened on such date and at such place and time as the Forum thinks fit. The Initiative may hold the meeting at two (2) or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

- 5.1.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the Steering Committee reports on the activities of the Initiative during the last preceding financial year; and
 - (c) to elect members of the Steering Committee; if and as required by clause 4.3; and
 - (d) to receive and consider the Annual Report and other reports; and
 - (e) to consider any matter relating exclusively to the Initiative or these Rules which may be submitted by a Member. Such matters must be in writing and submitted to the Steering Committee no less than 28 days prior to the AGM. Matters raised by members at the AGM may be considered by the Steering Committee at the Steering Committee's discretion.

5.2 General Meetings of Members

- 5.2.1 The Chair of the Steering Committee may, whenever they think fit, convene a general meeting of the Initiative.
- 5.2.2 The Steering Committee shall, on the requisition in writing of not less than 25% of the total number of members, convene a general meeting of the Initiative. The Initiative may hold the meeting at two (2) or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- 5.2.3 A requisition of members for a general meeting:
- (a) shall state the purpose or purposes of the meeting and any resolution proposed; and
 - (b) shall be signed by the members making the requisition; and
 - (c) shall be lodged with the Forum Steering Committee; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- 5.2.4 If the Steering Committee fails to convene a general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the Forum Steering Committee, any 1 or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- 5.2.5 A general meeting convened by a member or members referred to in clause 5.2.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Forum and any member who incurs expenses in convening a general meeting is entitled to be reimbursed by the Initiative for any reasonable expense so incurred.

5.3 General Meeting Notice

- 5.3.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution by the Initiative, the Forum Steering Committee shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post or by electronic means or by whatever means is deemed suitable by the Forum to each member at the member's address appearing in the register of members:
- (a) a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting; and
 - (b) the intention to propose a resolution as a special resolution, if applicable.

- 5.3.2 Notice of meeting given under clause 5.3.1 may be given either personally, by post, by courier, facsimile, email or any other form of wire or wireless communication. A notice of meeting sent by post is taken to be delivered on the business day after it is posted. A notice of meeting sent by facsimile or other electronic or online means is taken to be received on the business day that it was sent. No other person or entity shall be entitled to receive notices of meetings other than Members.
- 5.3.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 5.1.
- 5.3.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Forum Steering Committee who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- 5.3.5 The Initiative need not comply with clause 5.3.1:
- (a) if the notice or statement is more than 1,000 words long, or is defamatory, trivial or spurious; or
 - (b) if the members giving notice or making the request are to bear the expenses of sending the notice out – unless the members give the Initiative an amount reasonably sufficient to meet the expenses of distribution of the notice or statement.

5.4 General Meetings Procedure and Quorum

- 5.4.1 No item of business shall 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.
- 5.4.2 Greater than 25% (rounded down in the event of a fraction) of Members whose representatives are 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.
- 5.4.3 If within 30 minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened on the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of 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.
- 5.4.4 If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the members present (being not less than 5) shall constitute a quorum.

5.5 Presiding Member

- 5.5.1 The Chair of the Steering Committee shall preside at each general or ordinary meeting of the Initiative.
- 5.5.2 If the Chair of the Steering Committee is absent from a general or ordinary meeting, the members present shall elect one (1) of their number to preside at the meeting.

5.6 Adjournment of General Meetings

- 5.6.1 The person presiding at 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- 5.6.2 Where a general meeting is adjourned for 14 days or more, the Forum Steering Committee shall give written or oral notice of the adjourned meeting to each member of the Initiative stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 5.6.3 Except as provided in clauses 5.6.1 and 5.6.2, 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.

5.7 Making of Decisions

- 5.7.1 A question arising at general or ordinary meetings of the Initiative shall be determined on a show of hands and a declaration by the person presiding that a resolution has, on 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.

5.8 Voting

- 5.8.1 Subject to clause 5.8.3, on any question arising at a general meeting a member has one (1) vote only.
- 5.8.2 All votes shall be given personally by the member representative or by proxy but no member representative may hold more than five (5) proxies.
- 5.8.3 In the case of an equality of votes on a question at a general or ordinary meeting, the person presiding is entitled to exercise a second or casting vote.
- 5.8.4 A member or proxy is not entitled to vote at any general or ordinary meeting of the Initiative unless all money due and payable by the member or proxy to the Initiative has been paid, other than the amount of the annual subscription payable in respect of the then current year.

6 Rules and Regulations

- 6.1.1 The Steering Committee may from time to time prescribe rules and regulations of the Initiative on such matters considered necessary or expedient to carry out the purposes of the Initiative or for the regulation, management and control of the Initiative's affairs including in respect of its Members and Committees.
- 6.1.2 In the event of any inconsistency between these Rules and any rule or regulation, these Rules prevail.
- 6.1.3 The Steering Committee must publish rules and regulations adopted or amended pursuant to this clause as soon as practicable.

7 Minutes

- 7.1.1 The Steering Committee must keep minute books in which it records within two months:
- (a) proceedings and resolutions of Steering Committee meetings including meetings of Committees;
 - (b) resolutions passed by the Members without a meeting.
- 7.1.2 Members are entitled to gain access to the minute book of meetings of the Steering Committee.

8 Accounts

- 8.1.1 The Steering Committee must cause the Initiative to keep accounts of the business of the Initiative.
- 8.1.2 If financial records are kept in electronic form, they must be convertible into hard copy. Hard copy must be made available within a reasonable time to a person who is entitled to inspect the records.
- 8.1.4 The financial report in respect of the Initiative for the Financial Year must be sent to all persons entitled to receive notice of general meetings of the Initiative by the earlier of:
- (a) not less than 21 days before the next AGM after the end of the financial year;
 - (b) 5 months after the end of the financial year.
- 8.1.5 The financial records of the Initiative shall at all reasonable times be open to inspection by a member and the Steering Committee shall from time to time determine at what times and places and under what conditions and regulations the financial records of the Initiative may be open to inspection by Members.

9 Validity of Appointments

- 9.1.1 All acts done by any meeting of the Steering Committee or any committee of or established by the Steering Committee or by any person acting as a Member of the Steering Committee, shall (notwithstanding it be afterwards discovered that there was some defect in the appointment of any such person or body acting as aforesaid or that the person or body had been disqualified or had vacated office) be as valid as if every person or body had been duly appointed and was qualified to do such acts.

10 Indemnity

- 10.1.1 Every Steering Committee representative and member shall be indemnified, to the relevant extent, against any liabilities for costs and expenses incurred by that person in the pursuit of their duties to the Initiative, other than:
- (a) a liability owed to the Initiative or a related body corporate;
 - (b) a liability for a pecuniary penalty order under the Corporations Act or a compensation order under the Act; or
 - (c) a liability that is owed to a person other than the Initiative or a related body corporate and did not arise out of conduct in good faith.
- 10.1.2 Every Steering Committee representative and member may by resolution of the Steering Committee be indemnified out of the assets of the Initiative against a liability for legal costs incurred by that person in the pursuit of their duties to the Initiative, in defending an action for liability incurred in that capacity unless the costs arise:
- (a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under clause 10.1.1;
 - (b) in defending or resisting criminal proceedings in which the person is found guilty;
 - (c) in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (other than costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing proceedings for the court order); or
 - (d) in connection with proceedings for relief to the person under the Act in which the court denies the relief.

- 10.1.3 Unless the liability was incurred against the Initiative or through the dishonesty of the Steering Committee representative or member shall not be liable for:
- (a) the acts, receipts, neglect or defaults of any other Forum representative or member of the Initiative;
 - (b) joining in any receipt or other act of conformity or for any loss happening to the Initiative through:
 - (i) an insufficiency or deficiency of title to any property acquired by order of the Forum member of the Initiative for or on behalf of the Initiative; or
 - (ii) an insufficiency or deficiency of any security in or upon which any of the moneys of the Initiative shall be invested;
 - (c) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited;
 - (d) any loss occasioned by any error of judgment or oversight on the part of a Steering Committee representative or member of the Initiative; or
 - (e) any other loss, damage or misfortune which occurs in the execution of the duties of a Steering Committee representative or member of the Initiative.
- 10.1.4 The Initiative may by resolution of the Steering Committee pay, or agree to pay, either directly or indirectly through one or more interposed entities, a premium in respect of a contract insuring a person who is or has been a Steering Committee representative or member against:
- (a) a liability for legal costs; and
 - (b) any other liability except a liability incurred by the person as a Forum representative or member and arising out of conduct involving:
 - (i) conduct involving a willful breach of duty in relation to the Initiative; or
 - (ii) a contravention of the Corporations Act.

11 Notices

- 11.1.1 Any notice required to be given under these Rules or any rule or regulation of the Initiative must be given either personally, by post, by courier, facsimile, email or any other form of wire or wireless communication. A notice of meeting sent by post is taken to be delivered on the business day after it is posted. A notice of meeting sent by facsimile or other electronic or online means is taken to be received on the business day that it was sent.
- 11.1.2 The non-receipt of a notice of meeting of Members shall not invalidate any meeting of Members held pursuant to such notice.
- 11.1.3 Members who have no place of address registered with the Initiative shall notify the Initiative of an alternative address for the purposes of this clause otherwise clause 11.1.6 applies.
- 11.1.4 Unless it is otherwise provided, a given number of days' notice or notice extending over any period includes the day of service but does not include the day on which such notice is to expire. Where at least or not less than a given period is prescribed, then both the day of service and the day on which the period expires are excluded.
- 11.1.5 The signature to any notice given by the Initiative may be written, printed, typed, digitised or otherwise electronically conveyed.
- 11.1.6 If a Member fails to provide an address for notices, a notice published electronically or in print shall be sufficient notice to such Member.

12 Amending these Rules

- 12.1.1 These Rules may only be amended by a special resolution at a general meeting of the Initiative, and requires a majority of not less than two thirds (rounded down in the event of a fraction) of the Members present in person and by proxy, resolving in favour of the amendment(s).

13 Definitions and Interpretation

13.1 Definitions

13.1.1 The following definitions apply in these Rules unless the context requires otherwise:

Accreditation means a process whereby the Initiative grants public recognition to an organisation, training provider, institution or specialised program of study (such as a qualification or training program) for having met established standards as determined through initial and periodic evaluations.

Act means the Australian Corporations Act 2001 (Cth).

Arm's Length means a relationship between parties where neither bears the other any special duty or obligation, they are unrelated, uninfluenced and each acts in its own interests.

ATO means the Australian Taxation Office.

Certification means a process whereby the Initiative publicly attests that a specified quality or standard of a product or thing has been achieved or exceeded.

Chair means the person occupying the position of chair of the Forum.

Forum Member means a person appointed to a committee established under clause 4.10.1.

Initiative means the Initiative named in clause 1.1.

Continuing Professional Development (CPD) means a process intended to encourage the development of professionals so they reflect on their practice and its quality, are able to adopt and assess new approaches to their practice and develop better ways of working as result. CPD acknowledges varying learning styles among professionals and includes a wide range of formal and informal learning activities.

Corporations Act means the Corporations Act 2001 (Cth).

Employee means a person who performs work for the Initiative and receives remuneration and entitlements under a verbal or written understanding with the Initiative.

Financial Year means the period of twelve months commencing from 1 July and ending on 30 June of the following year.

Insolvency Event means:

- (a) Member is or becomes:
 - (i) an externally administered body corporate;
 - (ii) subject to control by a Controller; or
 - (iii) an insolvent Initiative under administration,

as those terms are defined in the Act;

- (b) a resolution is passed or a court order made or analogous proceedings are taken for the winding up of the Member other than for the purposes of solvent amalgamation or reconstruction;
- (c) the Member ceases conducting business in the normal manner;

- (d) the Member has received a deregistration notice or applied for deregistration;
- (e) the Member has been issued with a writ of execution; or
- (f) the Member files a voluntary petition in bankruptcy, a petition seeking any reorganisation, arrangement, composition or similar relief under any law regarding insolvency or relief for debtors or makes an assignment for the benefit of the Member's creditors.

Member means a person admitted to the membership of the Initiative in accordance with the provisions of these Rules.

Member Present means, in connection with a meeting, the Member present at the venue or venues for the meeting, in person or by proxy, by attorney or, where the Member is a body corporate, by representative.

Ordinary resolution means a resolution passed by a simple majority of persons entitled to vote, other than a special resolution.

Person and words importing persons means any person including partnerships, associations and bodies corporate, unincorporated bodies and all other entities or associations recognised by law as well as individuals.

Political Office means a person holding or seeking political office whether elected or appointed, whether professionally or otherwise as a:

- (a) Minister, Senator or local government Councillor or Mayor; or
- (b) holder of an elected Parliamentary or local government office.

Professional Certification means a process whereby the Initiative acknowledges individuals who have met a recognised standard in education, experience and professionalism, via an exam or other demonstrated proof of knowledge, and through initial and periodic evaluations, the skills, and abilities needed to perform the job. When an individual meets the standard, he or she receives Professional Certification from the Initiative.

Proxy means written authorisation given by one person to another so that the second person can act for the first, such as that given by a member to someone else to represent him/her and vote at a members' general meeting.

Register means the register of Members.

Registration means an official record or register maintained by the Initiative that a person whose name is listed the record has met all the requirements to be a Certified Professional. The registry list of names can be accessed by the public to determine if an individual has met the requirements to be a certified professional.

Secretary means a person appointed as secretary of the Initiative in accordance with these Rules.

Special resolution has the meaning given by the Act.

Tax Act means the Income Tax Assessment Act 1997 (Cth).

13.2 Interpretation

13.2.1 Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless any contrary intention appears in these Rules or the context requires otherwise:

- (a) the singular includes the plural and conversely;
- (b) where a word or phrase is defined, its other grammatical forms have a corresponding meaning;

- (c) a reference to any legislation or to any provision of any legislation includes any modification or re enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it;
- (d) a word or phrase given a meaning in the Corporations Act has the same meaning in these Rules;
- (e) "including" and other similar words are not words of limitation;
- (f) a duty, obligation, covenant or agreement on the part of two or more persons benefits and binds them jointly and severally;
- (g) if there is any inconsistency between a clause of these Rules, the Act prevails to the extent of such inconsistency.