

Masonry Contractors Australia (MCA) is a voluntary run / operated Association by Company Directors (of their private companies) to assist Bricklayers / Contractors and the Masonry Industry

MASONRY CONTRACTORS AUSTRALIA

ABN 33 803 726 188

CONSTITUTION

As determined by all Members present at an Executive Meeting on 19 August 2020, the following changes to the Constitution of the Masonry Contractors Australia were made:

1 MASONRY CONTRACTORS AUSTRALIA

1.1 Objectives of the Association (MCA):

- (a) The Objectives of the Association are set out in **Schedule 1**.
- (b) A review of the Objectives may be proposed by any Member submitting to the Executive Officer a written proposal explaining the reasons for and detail of the proposed review.
- (c) Promptly upon receipt of same the Executive Officer must submit the proposal to the Executive Committee for consideration. If the Executive Committee agrees, the Executive Officer must prepare a Special Resolution of Members to be put to Members in General Meeting.
- (d) Before authorising the Executive Officer to distribute any proposed Special Resolution of Members, the Executive Committee may seek such information or advice or commission such reports as it may consider with a view to informing Members' consideration of the review proposal.
- (e) If the Special Resolution is passed by Members, **Schedule 1** of this Constitution must be read subject to the terms of the Resolution.

1.2 Code of Conduct & Ethics

- (a) Subject to Clause 1.2(b), the Members may, by Special Resolution of Members, approve a Code of Conduct & Ethics to apply in relation to and govern the conduct and behaviour of any or all Members.
- (b) The Code of Conduct & Ethics applying to the MCA on the date of incorporation of the Association shall be taken to be the Code of Conduct & Ethics of the Association on and from the date of incorporation (subject to any subsequent amendment or revocation in accordance with Clauses 1.2(c) or (d)).
- (c) Subject to Clause 1.2(d), the Code of Conduct & Ethics may only be amended or revoked by Special Resolution of Members

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- (d) From time to time the Executive Committee may, by unopposed Resolution at a duly convened Executive Committee Meeting, make any such changes to the Code of Conduct & Ethics as it considers necessary or desirable in order to:
- (i) Remove or clarify existing ambiguity; or
 - (ii) Give the Code of Conduct & Ethics or any part of it its full intended effect.
- (e) Any and all changes made to the Code of Conduct & Ethics by the Executive Committee in accordance with Clause 1.2(d):
- (i) Will take temporary effect on and from the date they are notified to the Members by the Executive Officer, until conclusion of the next General Meeting of the Association; and
 - (ii) Will become permanent (subject to Clause 1.2(c)) if, at the next General Meeting, the Members pass a Special Resolution of Members approving their continued operation. If no such Resolution is passed, the changes will cease to have effect on and from conclusion of the Meeting.
- 1.3 Meetings will be conducted once a month at a specified venue.
- 1.4 A Member of Masonry Contractors Australia (MCA) is an organisation or individual who has joined in accordance with these Rules.
- 1.5 A Member shall be considered as having joined once the initial membership subscription has been paid and confirmed by a Special Resolution of the Executive Committee of the Association.
- 1.6 There shall be five (5) Members elected to an Executive Committee at the Annual General Meeting:
- Retiring Office Bearers may seek re-election.
- 1.7 The President, Vice President and Treasurer shall be elected by the Executive Committee.
- 1.8 A Member of the Executive Committee shall cease to hold office upon resignation in writing or by a Special Resolution of the Executive Committee of the Association as well as the following:
- An Executive Member misses four (4) continuous Meetings and does not advise the Committee;
 - An Executive Member can be voted off the Committee with a Special Resolution if they are not contributing on a regular basis.

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- 1.9 Associate Membership shall be available to interested parties within the Building & Construction Industry.
- 1.10 Membership Fees are operative from 1 July to 30 June each Financial Year period. For Members joining during the Financial Year period, the Membership fee will be pro-rata.
- 1.11 Membership of Masonry Contractors Australia requires observance of all lawful obligations relating to the Masonry Industry.
- 1.12 Membership is open to all Masonry Contractors and Manufacturers in the Building & Construction Industry.
- 1.13 A Register of Members shall be kept showing name and address of each Member. Each Member may hold a current licence with the NSW Fair Trading.
- 1.14 The financial funds of the Association are to be derived from the Annual Fee, Sponsorships and, subject to any Resolution passed by the Association at an Annual General Meeting, such other sources as the Executive Committee determines.
- 1.15 A person or body corporate is entitled to become a Member if that person or body corporate agrees to assume liability to pay the Member's Guarantee Amount.
- 1.16 The Executive Committee must determine whether to approve or to reject all applications for Membership by no later than thirty (30) days after receipt. The Executive Committee may accept or reject an application for Membership in its absolute discretion and shall not be required to provide reasons.
- 1.17 A right, privilege or obligation which a person or body corporate has by reason of being a Member is not capable of being transferred or transmitted to another person or body corporate.
- 1.18 The Executive Committee may in its discretion set different rates of Membership / Sponsorship Fees for different types, classes and categories of Memberships / Sponsorships.
- 1.19 Each Member must not use, disclose or share confidential information or allow confidential information to be used, disclosed or shared in a manner reasonably likely to be detrimental to the interests of the Association or its business, or the interests of another Member; and not unreasonably delay any action, determination or decision which is required of a Member under this Constitution.

2 ANNUAL GENERAL MEETING

- 2.1 In addition to any other Meetings held during each year, a General Meeting of Members called the Annual General Meeting (AGM) must be held at least once in every calendar year within five (5) months after the end of the Financial Year. This should be held in October each year. The business of the AGM will include the following, even if not referred to in the Notice of Meeting:

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- Consideration of the Annual Financial Report and Directors' Report;
- The election of the Office Bearers and Ordinary Directors;
- If required by the Act, consideration of the Auditor's Report;
- If required by the Act or recommended by the Executive Committee, the appointment of an Auditor and the fixing of the Auditor's remuneration.

2.2 A copy of the accounts, statements and reports prescribed by the Act to be presented at each AGM must be available to the Members at least twenty-one (21) days prior to the AGM upon written request.

2.3 The Chair of the AGM must allow a reasonable opportunity for the Members as a whole at the Meeting to ask questions about or make comments on the management of the Association.

2.4 If the Association's Auditor or their representative is at the Meeting, the Chair of the AGM must allow a reasonable opportunity for the Members as a whole at the Meeting to ask the Auditor or their representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

3 CHANGES TO THIS CONSTITUTION

3.1 Subject to clauses, any amendment, alteration, or addition to this Constitution will only be effective if undertaken in accordance with prior Special Resolution of Members.

4 FUNDS

4.1 The financial funds of the Association are to be derived from the Annual Fee, Sponsorships and, subject to any Resolution passed by the Association at an Annual General Meeting, such other sources as the Executive Committee determines.

4.2 All monies received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.

4.3 All payments and other negotiable instruments must be approved by any two (2) Members of the Executive Committee of the Association, being Members authorised to do so by the Executive Committee.

4.4 Subject to this Constitution, the funds, income and property of the Association must be applied solely towards the promotion and achievement of the Objects.

4.5 In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

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5 MEMBERSHIP / SPONSORSHIP FEES

- 5.1 There shall be an Annual Membership / Sponsorship Fee payable by each Member to the Association. The amount of the Membership / Sponsorship Fee shall be fixed by the Executive Committee from time to time and notified to Members; and payable by Members at such times and in such manner as determined by the Executive Committee from time to time and notified to Members.
- 5.2 Any Membership / Sponsorship Fees or other monies due but not paid by a Member or former Member shall constitute a debt immediately due and payable by the Member (or former Member) to the Association without demand.

6 MEMBERS' GENERAL OBLIGATIONS

- 6.1 Each Member must co-operate with all other Members and the Executive Committee in good faith, use all reasonable endeavors to ensure that the Association's business is conducted successfully in order to achieve the Objects; at all times act in good faith in relation to the Member's activities and dealings with the other Members, the Executive Committee and the Association; not use, disclose or share confidential information or allow confidential information to be used, disclosed or shared in a manner reasonably likely to be detrimental to the interests of the Association or its business, or the interests of another Member or Executive Committee; and not unreasonably delay any action, determination or decision which is required of a Member under this Constitution.
- 6.2 At the Annual General Meeting the undernoted matters shall be transacted:
- Confirmation of Previous Minutes of AGM;
 - Receipt of the Executive Committee Report for the Previous Financial Year;
 - The election of Office Bearers for e.g. President, Executive Officer, Treasurer and minimum four (4) Executive Officers equalling six (6) in total (minimum);
 - A minimum of four (4) Executive Members must be in attendance for Meetings to be held.
 - The President or Treasurer do not have to be a tradesman (can be a Supplier), however they must be a financial Member
- 6.3 A Statement providing a true record of:
- Income and Expenditure;
 - Assets and Liabilities.
- 6.4 Voting rights shall be restricted to Members of the Association. There shall be no voting by proxy and votes will be limited to one vote per company.

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7 DEFINITIONS

- 7.1 **Member's Guarantee Amount** means the amount of \$1.00.
- 7.2 **Objectives** means the Objectives of the Association determined by reference to Clause 1.1.
- 7.3 **Office Bearer** means the President, immediate Past President (if any) and Executive Officer of the Association.
- 7.4 **Ordinary Director** means an Executive Member who is not an Office Bearer.
- 7.5 **Ordinary Resolution** means a Resolution passed by more than 50% of the votes cast by those present and entitled to vote on the Resolution or who sign a document containing a statement that they are in favour of the Resolution set out in the document.
- 7.6 **Special Resolution** means a Resolution passed by at least 75% of the votes cast by those present and entitled to vote on the Resolution or who sign a document containing a statement that they are in favour of the Resolution set out in the document.

SIGNED by Masonry Contractors Australia (ABN 33 803 726 188)

In accordance with S.127 of the Corporations Act 2001(Cth)

Signature of Brendan Coyle

PRESIDENT

DATE

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SCHEDULE 1 - OBJECTIVES

Subject to any future change made in accordance with the Act or Clauses 1.1 and 1.2 of the Constitution, the Objectives of the Association are as follows:

1 Unify, Advance and Lead

We aim to:

- a) Provide a united and collaborative voice for the Masonry Industry within the Australian Building & Construction Industry, including with a view to enhancing the professional status of our Members.
- b) Secure national recognition for the Masonry Industry as a certified building industry element within the Australian Building & Construction Industry.
- c) Promote the professional standing of the Masonry Industry throughout Australia.
- d) Secure and maintain favourable trade relations with Masonry Industry stakeholders, including but not limited to:
 - a. Principals and head contractors;
 - b. Employers, employees and contractors;
 - c. Public authorities and government;
 - d. Training organisations;
 - e. Manufacturers; and
 - f. Suppliers or distributors of goods, materials and services either within Australia or abroad.
- e) Assist our Members to meet or exceed stakeholder expectations.
- f) Foster equitable and productive conditions of contract, forms or agreement, tendering and associated documentation or arrangements for the Masonry Industry.
- g) Advocate for the interests of our Members, and to protect our Members against injustice or oppression.
- h) Supply information which enables Members to be leaders in their field and offer customers the highest level of work practices, guarantees and ethics.

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2 Promote Skills & Safety

We aim to:

- a) Educate our Members and develop nationally recognised standards in relation to effective industrial relations policy, ethics and best business and practice in the building industry, with a particular focus on the Masonry Industry.
- b) Encourage and preserve skills with the Masonry Industry, including by fostering and supporting a proficient system of quality apprenticeship and technical training education for the Masonry Industry.

And to undertake and pursue all such similar, related or compatible Objectives as the Association may from time to time consider appropriate.