



Housing Industry Association Limited

By-laws

27 March 2023

In the interpretation of these By-laws, except where excluded by the context, words and phrases shall have the same meaning ascribed to them as in the Constitution of Housing Industry Association Limited ("the Association").

By-law 1 - Administration

- 1 Policy and Procedures Manual
- 2 Election of first Regional Executive Committee
 - 2.1 Eligibility of Candidates
- 3 Change of name or boundaries of Region
- 4 Election of Chairs and Vice-Chairs of Regional Service and Specialist Committees

By-law 2- Membership

- 1 Administration of By-law
- 2 Membership of Association
- 3 Allocation to Regions
 - 3.1 Relevant Matters
- 4 Corporate Members
- 5 Change of Residence
- 6 Life Membership
 - 6.1 Nominations
 - 6.2 Voting Majority
 - 6.3 Rights
 - 6.4 Historical Category
- 7 Applications for Membership
 - 7.1 Procedure
 - 7.2 Approval
 - 7.3 Address
- 8 Membership Certificates
- 9 Membership Dues
 - 9.1 Payment
 - 9.2 Collection
 - 9.3 Membership Lists
- 10 Notices and Registered Office
- 11 Period of Membership
- 12 Failure to meet debts to the Association as they Fall Due
- 13 Retirees, Students and Teachers

By-law 3- Complaints Procedures

- 1 Resolution of Complaints

By-law 4- Procedures for General Meetings

- 1 Adjournments
- 2 Chairs of National Service Committees

By-law 5- Member Code of Ethics

Attachment 1 to By-law 5 – Member Code of Ethics

HIA Complaints Procedures and Rules for Member Discipline
Attachment A to HIA Code of Ethics

By-law 6 – The Industry Fund

- 1 Interpretation
- 2 Establishment of Fund
- 3 Objects of the Fund
- 4 Donations to the Fund
- 5 Administration of the Fund
- 6 The Committee
- 7 Accounts
- 8 Winding up of the Fund

By-law 7– Land Development

- 1 Policy
- 2 Approval Process
- 3 Contents of Submission

By-law 8– Regional Branches

- 1 Application of By-law
- 2 Purpose of Branches
- 3 Administration of Branches
- 4 Meetings
- 5 Branch Committees
- 6 Vacation of office of Regional Branch Committee Members
- 7 Term of Office
- 8 Casual Vacancies
- 9 Branch Office Bearers
- 10 Election of Branch Office Bearers and Other Committee Members
 - 10.1 Eligibility for Election
 - 10.2 Election Procedure
 - 10.3 No remuneration without approval

By-law 9– Regional Branches Forum

- 1 Application of By-law
- 2 Purpose of Regional Branches Forum
- 3 Election of Representatives to the Regional Executive Committee

By-law 10– Regional Service and Specialist Committees

By-law 11 – Co-branded Membership Privileges

- 1 Application of By-law
- 2 Purpose of By-law
- 3 Operation of By-law

By-law 12 – Guidelines for Election of National Office Bearers

- 1 Filling of Casual Vacancies
 - 1.1 Relevant Matters
 - 1.2 Filling a casual vacancy on the National Board of Directors
- 2 Elections
 - 2.1 Election of National Office Bearers

Housing Industry Association Limited
ACN 004 631 752

By-law 1 - Administration

1 Policy and Procedures Manual

Administration of the Association and its affairs shall be in accordance with the Policy and Procedures Manual as adopted by the National Board of Directors from time to time.

2 Election of first Regional Executive Committee

Subject to clause 3 of this By-law the procedure for the election of the first Regional Executive Committee upon the establishment of a Region shall be as specified in clauses 12.9 and 12.10 of the Constitution save that a reference to “the annual regional meeting of Members ” shall be read as extending to and including the first annual regional meeting of Members of the Region.

2.1 Eligibility of Candidates

In relation to the election of the First Regional Executive Committee of a Region:

- (a) No candidate is eligible for election as Regional President or Vice-President unless the candidate:
 - (i) is a current Member of the Association; and
 - (ii) has previously been a Member of the Association for a continuous period of more than four (4) years.
- (b) No candidate is eligible for election as the Chair or Vice-Chair of a Regional Service Committee or Regional Specialist Committee unless the candidate has been a Member of the Association for more than 2 consecutive years.

3 Change of name or boundaries of Region

If the boundaries of an existing Region be altered and/or the name of an existing Region be changed all persons being a Member of or holding or having held any office or position with the Region prior to such changes shall continue to be a Member and to hold or be deemed to have held such office or position as though elected or appointed pursuant to the Constitution.

4 Election of Chairs and Vice-Chairs of Regional Service and Specialist Committees

- (a) At any meeting of a Region convened to elect the Chair and Vice-Chair of any Regional Service Committee and Regional Specialist Committee the order in which such elections are to proceed shall be determined by lot.
- (b) Following the order determined pursuant to clause 4(a) of this By-law:
 - (i) a Chair for each Regional Service Committee and Regional Specialist Committee shall then be elected; and
 - (ii) following that same order, a Vice-Chair for each Committee shall be elected.

Housing Industry Association Limited
ACN 004 631 752

By-law 2- Membership

1 Administration of By-law

The administration of this By-law and any discretions to be exercised in relation to it and the terms upon which it is to be applied are the responsibility of the National Board of Directors.

2 Membership of Association

Members shall be, and have all rights and responsibilities as Members of the Association as prescribed by the Constitution and these By-laws.

3 Allocation to Regions

Members shall be allocated to a Region or Regions and shall have all rights and responsibilities as prescribed by the Constitution and these By-laws.

3.1 Relevant Matters

In allocating Members to a Region or Regions, regard shall be had to the convenience and choice of the Member, and the Member's place of residence and place or places of business.

4 Corporate Members

- (a) For the purposes of clause 8.5(b) of the Constitution, the term "Corporate Member" may at the discretion of the National Board of Directors extend to and include a corporation and any subsidiary of the corporation within the meaning of the Corporations Act.
- (b) In the case of Corporate Members bona fide carrying on business in several Regions, the National Board of Directors shall have power to determine and prescribe special rates, and terms and conditions of payment for all membership dues and subscriptions relating to such Members.

5 Change of Residence

- (a) If a Member of the Association changes residence so as to be outside a Region in which the Member is allocated, application may be made in writing to the Regional Director of the Region in which the Member is registered to transfer the Member's membership from that Region to the Region which comprises the Member's new place of residence or any other Region.

- (b) The Regional Director where the Member is transferring shall register the Member as a financial Member of that Region for the unexpired portion of the Member's original subscription payment and shall notify the Member within seven days of registration.
- (c) If within six months after a Member of the Association changes residence the Member has not made application to transfer membership in accordance with the last preceding By-law, the Company Secretary shall as soon as he or she becomes aware of the change, proceed to transfer the membership to an appropriate Region. The Regional Director shall notify the Member within 7 days of the registration of the change.

6 Life Membership

6.1 Nominations

Nominations for Life Membership:

- (a) may be made by any member of the National Policy Congress; and
- (b) shall be notified to the Company Secretary; and
- (c) shall be considered by the National Policy Congress.

6.2 Voting Majority

A resolution of the National Policy Congress with respect to the election of a Life Member shall require a three-fourths majority.

6.3 Rights

Life Members shall have all the rights and privileges of Ordinary Members and without any payment of fees shall be deemed to be financial Members.

6.4 Historical Category

All persons who as at the time of registration of the Association were Life Members of the incorporated body known as Builders and Allied Trades' Association shall upon their agreeing in writing to do so become Life Members of the Association.

7 Applications for Membership

7.1 Procedure

In all cases:

- (a) Each application for membership shall be considered by the Managing Director or his or her delegate as soon as practicable after receipt of the application. Subject to clause 7.1(b), the Managing Director shall approve, reject or refer an application for membership to the applicable Regional Executive Committee.
- (b) The Managing Director must reject the application of any candidate that he or she considers is not a 'fit and proper' person or refer that application to the applicable Regional Executive Committee for further consideration. The Regional Executive Committee may reject that application if a majority of 75 per cent of Members of that Regional Executive Committee present and voting at the meeting resolve that the candidate is not a 'fit and proper' person.
- (c) The Regional Executive Committee may revoke the membership of any Member during the first year of membership without recourse to the Complaints Procedures and Rules for Member Discipline, if a majority of 75 per cent of Members of that Regional Executive Committee present and voting at the meeting resolve that the candidate is not a 'fit and proper' person. The National Board of Directors from time to time shall establish criteria for determining who is a 'fit and proper' person to become a Member of the Association.
- (d) In no case shall the Managing Director or a Regional Executive Committee be required to give any reason for refusal to admit an applicant as a Member or for the revocation of membership under this clause 7. In all cases the decision of the Managing Director or a Regional Executive Committee (as the case may be) shall be final.
- (e) If the applicant is accepted to membership, the Managing Director shall within 7 days of that approval forward to the applicant written notice of approval.

7.2 Approval

Upon approval of membership, the applicant shall:

- (a) be entered in the Register of Members; and
- (b) continue to be a Member until the Member resigns or ceases to be a Member as provided in the Constitution.

7.3 Address

Each Member or Member's Representative shall notify the Association of that person's address. No meeting or proceeding shall be invalidated by reason of a Member who has failed to comply with this regulation not having received a notice of that meeting or proceeding.

8 Membership Certificates

- (a) A certificate or certificates in the prescribed form shall be issued to each Member affirming membership of the Association.

- (b) The certificate shall be signed in such manner as the National Board of Directors may prescribe from time to time. A record of all certificates shall be made in a book kept for that purpose.
- (c) The certificate of membership remains the property of the Association and the Association may at any time call for and compel its production and delivery to the appropriate Regional Director.
- (d) Any person who ceases to be a Member of the Association shall within 7 days of ceasing to be a Member return the Member's certificate of membership to the Regional Director who shall cancel it.
- (e) If a Member neglects or refuses to deliver up the Member's certificate the Association may institute legal or other proceedings for its recovery and for the purpose of those legal proceedings and without prejudice to any other remedy the Association may have it is declared that the value of each certificate shall be \$20.
- (f) No Member shall make or permit to be made any photograph or other imitation of the certificate of membership except with the consent of the Member's Regional Executive Committee.

9 Membership Dues

9.1 Payment

Where persons or companies apply to become Members of the Association any subscription together with any application fee (if any) ("dues") shall be payable at the time of lodgement of the application.

9.2 Collection

All dues shall be collected by the National Board of Directors or as it may determine.

9.3 Membership Lists

On or before the thirty-first day of January of each year the Managing Director shall give to each Regional Director a list of the Members on the Region's Register of Members as at the preceding 31st December. Each Region shall then report once each month, each Member added to or deleted from the register and any alterations made to the register and the appropriate entries shall be made on the records of the Association.

10 Notices and Registered Office

- (a) Each Member of the Association whose registered place of address is not in Australia may advise the Association in writing of an address in Australia which shall be deemed that Member's registered place of address for the purposes of the Constitution and these By-laws.

- (b) Where a Member has no registered address in Australia a notice posted up in the registered office of the Association shall be deemed to be served on that Member at the expiration of 24 hours after it is posted up.
- (c) Any notice sent by post shall be deemed to have been served on the day following that on which it is posted and in proving service it shall be sufficient to prove that the notice was properly addressed and placed with Australia Post. A certificate in writing signed by the Secretary or other officer of the Association that the notice was properly addressed and posted shall be conclusive evidence of the fact.
- (d) A Member may elect to receive notices via e-mail in lieu of post. In such cases, any notice sent to the last e-mail address supplied by the Member shall be deemed to have been served on the day it was sent. Production of a certified copy of the e-mail shall be evidence of the matters stated on its face.

11 Period of Membership

In calculating the period of membership of any Member of the Association, any period during which the Member was a Member's Representative within the meaning of clause 9.1 of the Constitution shall be counted.

12 Failure to meet debts to the Association as they Fall Due

A Member who fails to conduct their financial transactions with the Association in accordance with the Association's terms of trading may be deemed to be insolvent within the meaning of clause 10.1(a) of the Constitution unless alternative payment arrangements have been agreed in writing with the Managing Director.

13 Retirees, Students and Teachers

Candidates for Ordinary Membership who are retired or who are:

- (a) teachers of;
- (b) persons enrolled in; or
- (c) persons acquiring recognition for having completed

a course of study related to the residential building industry

are taken to be engaged in a trade, industry or professional related to the residential building industry and do not need to hold an Australian Business Number (ABN) or a business or occupational licence.

**Housing Industry Association Limited
ACN 004 631 752**

By-law 3- Complaints Procedures

1 Resolution of Complaints

The HIA Code Complaints Process which as outlined in Attachment A to the Member Code of Ethics shall apply.

**Housing Industry Association Limited
ACN 004 631 752**

By-law 4- Procedures for General Meetings

1 Adjournments

- (a) The Chair may with the consent of any General Meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) When a General Meeting is adjourned for 10 days or more, notice of the adjourned Meeting shall be given as in the case of the original meeting.
- (c) It shall not otherwise be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

2 Chairs of National Service Committees

National Policy Congress may invite the Chairs of all National Service Committees referred to in clause 23.1(b) of the Constitution to attend, speak, move and second motions, but not vote, at General Meetings of the Association.

Housing Industry Association Limited
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By-law 5- Member Code of Ethics

- 1 The Association maintains the Member Code of Ethics in order to promote and reinforce confidence in the residential building industry and in HIA. The Code of Ethics aspires to provide guidance to members for behaving and conducting their business affairs ethically and consistently with HIA's core principles.
- 2 Adherence to the Member Code of Ethics is a condition of membership and essential for the good reputation of the industry.
- 3 It is intended that the Member Code of Ethics shall be the benchmark of any complaints brought against a Member of the Association.
- 4 This Member Code of Ethics complements any code which may be drawn by any other semi-government or government authority, but such other codes will not be considered as being relevant to any breach of conduct under this Code.
- 5 The provisions of this Member Code of Ethics may be varied from time to time to reflect the current standards of business conduct which Members of the Association expect of each other Member.
- 6 In these By-laws, Member Code of Ethics means the *HIA Code of Ethics* and *the HIA Complaints Procedures and Rules for Member Discipline*, first adopted by National Policy Congress on 20th May 1998 and any subsequent code adopted by National Policy Congress which amends or replaces that Code from time to time. The Member Code of Ethics currently in force is Attachment 1 to this By-law.

Housing Industry Association Limited
ACN 004 631 752

Attachment 1 to By-law 5 – Member Code of Ethics

Introduction

The Housing Industry Association Limited (HIA) is Australia's only national industry association representing the interests of the residential building industry.

HIA recognises the importance that participants in the industry play in community development. The home building and renovation sector is interwoven into Australia's economic and social fabric. Activity in the residential building industry has a direct impact on our economy. It creates jobs and generates work for hundreds of thousands of small businesses. It also stimulates growth in the manufacturing, retail and real estate sectors, to name a few.

The significance of residential building however goes beyond its economic value. Finding and building a home is a significant emotional and social investment. The house is the place for living. It is where family memories are created, and futures are imagined. Housing creates social stability and community connection. The types and forms of houses that are constructed are built into Australia's cultural imagination.

The HIA Code of Ethics

HIA maintains the HIA Code of Ethics (Code) in order to promote and reinforce confidence in the residential building industry and in HIA as embodied by our members who have committed to the ethical standards established by the Code.

PURPOSE OF THE CODE

HIA promotes high standards of professional and commercial conduct for the residential building industry. The purpose of HIA's Code of Ethics ("the Code") is to help HIA members meet these standards when conducting business and dealing with their employees, clients, partners and colleagues.

In the course of conducting their business, challenges will continually arise for members because many decisions involve areas, where there is no clearly articulated rule or legal requirement and the choice between right and wrong may not always be clear.

The Code establishes a framework for dealing with these issues in an ethical manner. The Code is underpinned by the following fundamental principles:

- Honesty and integrity
- Fairness and fair dealings
- Reliability, accountability and responsibility
- Respect
- Professionalism

These principles have been designed to reflect HIA's core values and commitment to be the voice of the residential construction industry.

APPLICATION

The Code applies to all HIA members. It is divided into 3 sections.

- Part I: Values & Principles
- Part II: The Code in Operation
- Part III: Implementation & Administration

Members should be guided by both the content and spirit of the Code.

Part I: Values & Principles

The following values are aspirational and provide the foundation for the HIA Code of Ethics. They should inform and guide HIA members in the way they conduct they work, conduct business and behave as industry professionals.

OUR ETHICS

Honesty and integrity

We will be honest, transparent, and straight forward in all our business and professional relationships and endeavour to do what is right.

Fairness and fair dealings

We will deal fairly and reasonably with our employees, suppliers, business partners and clients.

Reliability, accountability, and responsibility

We will follow through with our commitments and take responsibility for the consequences of our decisions and actions.

Respect

We will treat our employees, suppliers, business partners, clients, industry colleagues and the general public with mutual respect, civility and dignity.

Professionalism

We will discharge our legal and professional responsibilities to the best of our abilities and behave in a way that builds trust and credibility in the residential building industry.

Part II: The Code in Operation

VALUES INTO ACTION

Value: Honesty & integrity

This includes:

- being open, truthful and straightforward in all professional relationships;
- being transparent about our fees and any other costs or payments;
- not taking unfair advantage of a client, an employee, or another business;
- avoiding sharp or manipulative business practices;
- ensuring all our communications and understandings are clear;
- being clear with our clients about the service we will be providing.

Value: Fairness and fair dealings

This includes:

- providing commercially reasonable terms and conditions;
- competing fairly and honestly - we will achieve our competitive advantage by providing our clients with superior services and competitive pricing, not by disparaging our competitors;
- paying undisputed invoices on time;
- if there is a genuine reason for not paying an invoice or charge, communicating our concerns about any noncompliant, unsatisfactory or defective products or services in a timely manner to avoid or minimise disputes.

Value: Reliability, responsibility, and accountability

This includes:

- being accountable for our actions – Doing what we say we will do;
- doing our best to correct our errors or omissions if things go wrong;
- acting with skill, care, and diligence;
- addressing complaints and concerns in a timely, appropriate, and professional manner.

Value: Respect

This includes

- treating people as we expect to be treated;
- providing a culture that delivers a safe and health workplace;
- ensuring we do not engage in or tolerate any form of bullying, harassment, discrimination, or inappropriate conduct;
- being respectful and mindful of the resources entrusted to us industry professionals, including people, money, property and the natural environment.

Value: Professionalism

This includes:

- developing and maintaining an appropriate level of relevant knowledge and skills;
- demonstrating a commitment to operating in accordance with all relevant laws, statutory requirements and industry standards;
- behaving in a manner that is professional and courteous;
- not engaging in any activity that may bring ourselves, HIA, other Members or the residential building industry into disrepute.

Part III: Implementation & Administration

COMPLIANCE WITH THE CODE

HIA Members are required to commit to the principles of the Code and are expected to behave in an ethical and professional manner as a condition of membership.

COMPLAINTS

HIA recognises in exercising its responsibility to uphold and maintain the integrity of the Code, that from time to time there may be circumstances giving rise to a potential breach of the Code.

It is a requirement of this Code that Members cooperate with any investigation of alleged breach of the Code and actively participate in the Code Complaints Process.

Complaints and allegations of non-compliance with the Code will be evaluated on a case- by-case basis and administered in accordance with the Guidelines on the Code Complaints Process included at Attachment A to the Code and any other rules, policies or procedures for complaints and member conduct that HIA may establish from time to time.

The Code Complaints Process is intended to be a constructive process with an educative focus to improve our behaviour and enhance professionalism. The Code Complaints Process is not designed to resolve disputes and HIA is unable to impose fines or require Members to take (or not take) a particular course of action.

If there has been non-compliance with the Code, any action against the Member will be proportionate to the nature, seriousness and frequency of the conduct and serve to deter the affected Member and others from behaving in such a manner in future.

CODE REVIEW & QUALITY CONTROL

The HIA Ethics Committee is responsible for monitoring the timeliness, effectiveness and integrity of the Code and the Code Complaints Process.

The Code is intended to articulate an enduring set of ethical values and principles for the residential building industry and HIA Members. However, as expectations and practices may change over time, periodically HIA will review and update the Code and any supporting guidelines to ensure they remain relevant and reflect contemporary industry practices and behaviour. This review will be conducted no less than every five (5) years.

Complaints data will be also reviewed to identify any trends and identify knowledge, skill or training needs for HIA Members.

EDUCATION & SUPPORT

HIA may, from time to time, develop and publish additional information and guidelines to support and assist Members in applying the values and principles outlined in this Code and for dealing appropriately with ethical issues that may arise.

HIA may also organise educational activities for Members and the general public on the role and the application of this Code.

HIA Complaints Procedures and Rules for Member Discipline Attachment A to the HIA Code of Ethics

Guidelines on the Code Complaints Process

PURPOSE OF THESE GUIDELINES

HIA is committed to upholding the integrity of the HIA Code of Ethics (Code).

In order to support the Code, HIA acknowledges that from time to time, it may be necessary to deal with complaints alleging poor, unethical or unprofessional behaviour on the part of a particular HIA Member (“Member”).

The purpose of these Guidelines is to outline principles, procedures and potential outcomes of the HIA Code Complaints Process.

The Code Complaints Process is intended to be a fair, effective, transparent, and consistent process for handling complaints against Members and determining whether the member has breached any of the Code’s professional and/or ethical standards. The Code Complaints Process is not intended to be used to coerce or punish Members or solicit complaints.

The HIA National Board may from time-to-time update, change and replace these Guidelines.

WHAT ARE THE GUIDING PRINCIPLES?

Credibility and compliance

The Code Complaints Process reflects HIA's commitment to uphold the Code to achieve credibility and compliance.

Fair and transparent process

Complaints are assessed and managed in a process that:

- supports procedural fairness and natural justice;
- is transparent and timely; and
- supports consistency of decision-making process while recognising that each complaint may have its own particular circumstances and needs to be considered on its own merit.

Focus on Education and Continuous Improvement

The Code Complaints Process is intended to be a constructive process with an educative focus to improve behaviour and professionalism. The HIA Code Complaints Process is not designed to resolve disputes or impose punishment.

If there has been non-compliance with the Code, any action against the Member should be proportionate to the nature, seriousness and frequency of the conduct and serve to deter the affected Member and others from engaging behaving in such a manner in future.

Courtesy, respect and confidentiality

HIA will document and deal with complaints in a polite and courteous manner. It is also expected that all participants in the process will behave with courtesy, respect and in a cooperative manner.

HIA will reserve the right to disregard any complaint that is made in an abusive or offensive manner or where HIA considers the complainant's conduct is unreasonable.

HIA requires complainants to have already directly raised their issue with the Member before lodging their formal complaint.

HIA will respect the confidentiality of the process as far as possible, noting that for the Member to properly understand and respond, HIA will provide the member with a copy of the complaint and disclose the identity of the complainant.

SCOPE OF THE PROCESS

HIA's authority

HIA is a voluntary membership body. This means that it only has authority over its members in relation to matters relating to their HIA Membership.

HIA is not a court, regulator, statutory body or tribunal and is unable to impose fines or require members to take a particular course of action such as to complete work or make a payment.

HIA does not get involved in contractual, commercial or personal disputes and does not provide legal advice to the public.

The Outcomes of the complaints process are detailed later in the Guidelines.

Who can make an ethics complaint?

If you are concerned with the conduct or behaviour of a HIA Member you may make a written complaint based on an alleged breach of the Code.

This may include:

- clients or customers of Members, or consumers of services or products provided by Members;
- other HIA Members;
- external agencies or organisations;
- members of the public (who have first-hand knowledge of the alleged breach of the Code).

HIA can also initiate an investigation under the Code when it has good cause to believe that a serious breach of the Code may have occurred.

What types of complaints won't HIA investigate?

HIA cannot investigate all complaints. There are circumstances where the matter may be more appropriately dealt with through contractual, court or legal processes or by another body such as a regulatory body or the police.

HIA cannot investigate or determine:

- complaints made anonymously;
- legal, commercial or contractual disputes;
- licensing, registration or matters relating to technical requirements or standards;

HIA will also not investigate complaints that it considers to be frivolous, vexatious, unreasonable or made in bad faith.

Before making a complaint

HIA will not commence the Code Complaints Process unless it is satisfied that the complainant has first attempted to address their issue directly with the Member.

HOW THE CODE COMPLAINTS PROCESS WORKS

Completing a complaints form

All complaints must be in writing and must contain sufficient information for HIA to assess the complaint as acceptable under HIA's Constitution, By-Laws and Code of Ethics.

The HIA National Board may require that complaints be completed and lodged using a prescribed form or process.

As a minimum, complaints must:

- identify the HIA Member;
- include the complainant's full name and contact details;
- clearly explain the circumstances that gave rise to the complaint;
- detail how the HIA Member breached the Code;
- provide any relevant documentation;
- detail any regulatory complaints, tribunal or legal proceedings in relation to the complaint;
- detail steps taken to raise the matter with the HIA Member.

Initial processing

Following receipt of a complaint, HIA will consider if it is a matter that can be investigated.

As part of this process, HIA may:

- (a) request further information from the complainant; and
- (b) notify the complainant that the complaint cannot proceed if:
 - it falls outside the Scope of the Code Complaints Process;
 - there is insufficient information to warrant investigation; or
 - it appears, in HIA's opinion, that the complaint is frivolous, vexatious, unreasonable or made in bad faith.

If HIA considers that the matter can be investigated, it will notify the Member that a complaint has been made against them, give them a copy of the Complaint and request a response.

HIA may continue to offer membership services, support and advice to the Member the subject of the Complaint and may also assist that Member on how to meet their ethical obligations.

Investigation of the Complaint

HIA may appoint one or more persons to carry out the role or functions of an Ethics Officer. The role of the Ethics Officer is to investigate complaints and suspected breaches of the Code.

In undertaking the investigation, the Ethics Officer will examine all documentation reasonably available in respect of the Complaint, including any relevant HIA Membership records.

The Ethics Officer may also speak with the HIA Member and the Complainant.

HIA does not however have the investigative powers or resources of a regulatory body and does not carry out site inspections as part of the Code Complaints Process.

The Ethics Officer may directly resolve, determine and finalise any complaints that he or she considers do not require a hearing. These may include complaints that lack sufficient basis to require a hearing or involve a breach of the Code that was inadvertent, minor and able to be addressed through the provision of education, advice and training.

Hearings may also not be required if the HIA Member has already taken appropriate and adequate measures to address the allegedly unethical or unprofessional behaviour.

If the Ethics Officer considers that the Complaint should be referred to the HIA Ethics Complaints Panel for determination, the Ethics Officer will prepare a report and recommendation to the HIA Managing Director.

If HIA's Managing Director agrees with the Ethics Officer's recommendation, the complaint will be referred to an Ethics Complaints Panel for further consideration and to make findings.

Ethics Complaints Panel

The Ethics Complaints Panel (Complaints Panel) is established by the HIA National Board.

The role of the Complaints Panel is to determine complaints against HIA Members that are referred to them and to make recommendations to the HIA National Board.

Members of the Complaints Panel serve at the convenience and discretion of the HIA National President.

To hear a Complaint, a Complaints Panel comprising at least three (3) persons will be appointed. The Complaints Panel will consider the material provided by the Ethics Officer and decide whether the matter needs to progress to a full Hearing or if a decision can be made on the available documentation.

COMPLAINTS PANEL HEARINGS

General

The Complaint Panel's focus is on the conduct or behaviour of the Member as it relates to the alleged breach of the Code.

Complaints Hearings will operate under the principles of procedural fairness and natural justice, which includes an opportunity for the Member to be heard.

Importantly, the Complaints Panel is not a court and Hearings are not trials. This means that the Panel will not be expected or required to resolve legal, contractual or other disputes or deal with questions or issues of law. If a court, tribunal or other adjudicative body has already made findings about aspects of the Complaint, the Panel is entitled to rely on these findings.

All hearings and meetings are conducted in private and may be held in-person or via virtual technologies, teleconference or such other electronic means, as determined by the Complaints Panel.

Prior to a Hearing, the Complaints Panel may issue directions to the parties, request further information and documents, and obtain their own independent or specialist advice.

The Complaints Panel may impose time limits on any stage of the procedure, including on the time allowed for the Hearing.

Evidence & Information to be Considered by the Complaints Panel

Provided that the rules of natural justice are applied, the Complaints Panel:

- is not bound by the formal rules of evidence;
- may consider material that would not ordinarily be admitted in formal legal proceedings;
- may also consider any information it deems relevant, including documentation and expressions of opinion;
- may adopt a common sense approach to the substantive issues, rather than technical or trivial points; and
- may adopt specific procedures for the hearing.

During the Hearing, the Complaints Panel may ask questions of the Complainant and HIA Member. The Complaints Panel may also, at its discretion, allow the parties to call and cross examine witnesses.

In deciding the Complaint, the Complaints Panel should be satisfied that the evidence of breach of the Code is strong enough to substantiate the allegations on the balance of probabilities. In keeping with the principles of procedural fairness and natural justice, the burden of proving a breach of the Code rests with the Complainant.

The Complaints Panel is not under any obligation to make a finding if it considers that facts remain in dispute between the parties that it is unable to resolve.

OUTCOMES

The outcome of the Code Complaints Process may include:

- a finding that the Member has not breached the Code; or
- a finding that Member has breached one or more of the principles of the Code; or
- the Panel's conclusion that they did not have sufficient information to make a determination on whether the Member has or has not breached the Code.

It is also open to the Complaints Panel to make such comments regarding the complaint, their decision and any recommended action as they deem appropriate in the circumstances.

If the Complaints Panel finds that the Member breached the Code, they may:

- consider that the matter requires no further action;
- recommend or direct the Member to undertake further education and training;
- recommend or direct the Member to obtain professional advice or services;
- issue a caution or reprimand;
- recommend a suspension of membership for up to 12 months;
- recommend that the HIA National Board of Directors cancel membership.

Both the HIA Member and Complainant are entitled to be advised of the outcome of the Complaint in writing.

The decision of Complaints Panel is final with no provision for appeal in this process.

**Housing Industry Association Limited
ACN 004 631 752**

By-law 6 – The Industry Fund

1 Interpretation

In the interpretation of this By-law, except where excluded by the context, words and phrases shall have the same meaning ascribed to them as in the Constitution of Housing Industry Association Limited ("the Association").

2 Establishment of Fund

Pursuant to the objects of the Association as set forth in its Constitution and to its powers, there shall be established a fund of moneys to be known as the "HIA Industry Fund" ("the Fund").

3 Objects of the Fund

- (a) The Fund is established for the purpose of furthering the objects of the Association, and in particular representing the interests of and organising support for home builders and the home building industry of Australia.
- (b) The Fund shall be a public fund and the Australian public shall be actively encouraged to make donations and gifts thereto.
- (c) The Fund shall be applied for the purposes of:
 - (i) preserving and fostering the right and ability of independent contractors to operate and carry on business in the home building industry in Australia;
 - (ii) promoting, protecting and fostering the development of manufacturing and/or industrial resources in Australia;
 - (iii) encouraging joint action by persons engaged in developing those resources in Australia and in matters affecting those resources and promoting discussion and co-operation thereto and taking action to protect and generally watch over the interests of those persons in Australia.
- (d) Giving the Government whether of the Commonwealth of Australia or of any State or Territory or any committee or member of a legislative or other public body or authority, opportunities and facilities for conferring with and ascertaining the views of those persons as regards matters affecting those resources either directly or indirectly.
- (e) Diffusing among the citizens of Australia information on all matters affecting the home building industry of Australia from the point of view of those persons and printing, publishing, issuing and circulating such papers, periodicals, books, circulars and other literary undertakings as may seem conducive thereto.

- (f) Promoting any other objects of economic importance to the resources of the home building industry in Australia.
- (g) Doing such matters and things as the Association may think necessary or conducive to the attainment of the foregoing objects and powers.

4 Donations to the Fund

The Committee shall seek to raise moneys for the Fund by gifts, donations and bequests from such sources as it may consider appropriate and in particular the Australian public.

5 Administration of the Fund

- (a) The Fund shall be administered on behalf of the National Board of Directors of the Association by a Committee ("the Committee") comprising four people appointed by the National Board of Directors. The National Board of Directors may, without being required to assign any reason for doing so, remove or replace members or, where necessary, fill casual vacancies of the Committee.
- (b) The Committee shall be responsible for the administration of the Fund and the application of all moneys comprising the Fund in accordance with the objects expressed in clause 3 of this By-law and in accordance with any direction consistent with such objects which may be lawfully given to it by the National Board of Directors from time to time.
- (c) Notwithstanding clause 5(b), in no case shall the Fund or any proceeds thereof be applied by the Committee in any manner inconsistent with the objects and powers of the Association referred to in clause 3.
- (d) The day to day management of the Fund shall be vested in the Managing Director who shall have such powers and authorities with regard to the Fund as the National Board of Directors may from time to time determine and the Managing Director shall exercise all such powers and authorities subject at all times to the direction and control of the National Board of Directors and, subject thereto, the direction and control of the Committee.
- (e) The Managing Director or any employee of the Association nominated by the Managing Director shall attend all meetings of the Committee and may be heard on any matter but shall not be entitled to vote. There shall be a Secretary of the Fund who shall be appointed by the Committee.

6 The Committee

- (a) The Committee shall elect its Chair from amongst its members.
- (b) The Committee shall meet at least once in every year and subject thereto at such times as the Committee shall from time to time determine. The provisions of the Constitution of the Association governing the operation of Committees of the Association shall apply to meetings of the Committee.

- (c) The quorum for a meeting of the Committee shall be one-half in number of the members thereof for the time being or the closest whole number above that fraction.
- (d) Any determination of the Committee in respect of the Fund made in accordance with this By-law shall be valid and effective as if made by the National Board of Directors in accordance with the Constitution of the Association.

7 Accounts

- (a) All moneys belonging to the Fund and all accretions thereto and all gifts, donations and other bequests to the Fund shall be kept in a bank account separate from any other bank account of the Association under the designation "HIA Industry Fund" but shall otherwise be maintained in accordance with the requirements of the Constitution of the Association.
- (b) Subject to and in accordance with the requirements of and principles set forth in the Constitution of the Association, the Committee shall keep proper accounts with respect to the Fund and all moneys received by and for the purposes of the Fund and expended from the Fund.
- (c) Moneys of the Fund not immediately required may be invested in the name of the Fund in either:
 - (i) investments authorised from time to time under the Trustee Act of the Australian Capital Territory in its application to the Australian Capital Territory by virtue of the Trustee Act of the said Territory; or
 - (ii) the purchase of a Bill of Exchange accepted by a Bank in Australia for which that Bank accepts liability for payment on the maturity of that Bill.

8 Winding up of the Fund

In the event that the Fund is wound up or dissolved by the National Board of Directors or for any other reason or cause whatsoever and there remains after satisfaction of all debts and liabilities associated with the Fund, any property or moneys whatsoever, the same shall not be paid into or form part of the general account of or funds of the Association but shall, at the discretion of the National Board of Directors be paid, distributed, resettled or otherwise dealt with as follows:

- (a) the pre-payment or distribution to Regional Executive Committees of part or all of any unexpended portion of their contributions to the fund; and/or
- (b) in accordance with the Association's powers expressed in its Constitution it shall be given, transferred or donated to another fund established by the Association or to some other fund or institution determined by the National Board of Directors as satisfying the criteria stated in clause 7.4(a) of the Constitution.

**Housing Industry Association Limited
ACN 004 631 752**

By-law 7– Land Development

1 Policy

The Association or related entity shall not be involved in land development save for as a facilitator, provided that such role shall not involve any financial liability (direct or indirect) for the Association, subsidiary companies or related entities.

2 Approval Process

The sponsoring Region of a land proposal shall obtain the prior approval of the relevant Regional Executive Committee, following which a submission shall be forwarded to the Managing Director for presentation to and approval by the National Board of Directors.

3 Contents of Submission

The submission referred to in clause 2 of this By-law shall, inter alia, address the following guidelines:

- (a) no financial liability (direct or indirect) for the Association or related entities;
- (b) the frequency and size of HIA land projects;
- (c) an assessment of the potential for the project to benefit and/or conflict with Members;
- (d) the particular functions to be undertaken by the Association. For example, marketing agent, display villages;
- (e) scope for private sector involvement in land supply; and
- (f) the proposed use of sale proceeds/fees, such as debt reduction, new services.

Housing Industry Association Limited
ACN 004 631 752

By-law 8– Regional Branches

1 Application of By-law

This By-law shall apply to all Branches established by Regions pursuant to the Constitution of Housing Industry Association Limited.

2 Purpose of Branches

The primary purpose of a Regional Branch is to pursue the objectives of the Association at a State, Territory or regional level by:

- (a) providing a State, Territory or regional focus for Association activities in which Members may choose to participate;
- (b) identifying and examining issues and problems relevant to the housing industry;
- (c) initiating research to seek solutions to those issues and problems;
- (d) taking action on problems and issues of significance to the housing industry;
- (e) acting as a resource at local level by fulfilling an advisory role and providing a consultative service;
- (f) disseminating information to Members on issues of significance to them;
- (g) promoting and facilitating relevant administration, education and research;
- (h) promoting growth in the Association; and
- (i) encouraging membership of the Association.

3 Administration of Branches

Branches shall be subject to and comply with the Policy and Procedures Manual adopted by the National Board of Directors.

4 Meetings

The meetings and proceedings of every Branch and every committee of a Branch shall be convened and conducted in accordance with the provisions for convening and regulating the meetings and proceedings of the Association so far as those provisions are applicable.

5 Branch Committees

- (a) Branches will elect a Branch Committee.
- (b) The Branch Committee shall consist of:
 - (i) the Branch Office Bearers;
 - (ii) not less than three (3) and not more than eight (8) Other Committee Members.

6 Vacation of office of Regional Branch Committee Members

The office of any Branch Committee member shall be vacated if:

- (a) he or she resigns from the Committee;
- (b) he or she becomes bankrupt or insolvent or executes an assignment of property for the benefit of creditors and is unable to satisfy the Managing Director that no discreditable conduct by the Member has occurred;
- (c) he or she becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) he or she be ineligible or ceases for any reason to be a Member of the Association.

7 Term of Office

- (a) Subject to clause 7(b) of this By-law, the term for which a Branch Committee member is elected shall be two (2) years.
- (b) A Branch Committee member shall hold office until their successors are elected or appointed or until the Branch be wound up as the case may be.
- (c) No Branch Office Bearer shall be elected to or hold the same office for more than six (6) years.

8 Casual Vacancies

Any casual vacancy occurring on a Branch Committee including a casual vacancy among Branch Office Bearers shall be filled by resolution of the Branch Committee.

9 Branch Office Bearers

The Office Bearers of a Branch shall be:

- (a) the following who shall be elected:

- (i) the Branch Chair;
- (ii) the Branch Vice-Chair;
- (b) the Branch Executive Officer (if any); and
- (c) the Immediate Past Branch Chair (if any).

10 Election of Branch Office Bearers and Other Committee Members

10.1 Eligibility for Election

- (a) No candidate is eligible for election as a Branch Chair or Branch Vice-Chair unless the candidate:
 - (i) is a current Member of the Association; and
 - (ii) has previously been a Member of the Association for a continuous period of more than four (4) years.
- (b) All other candidates for election must, at the time of nomination, be current Members of the Association, and must have been Members of the Association for a continuous period of more than two (2) years.

10.2 Election Procedure

- (a) Subject to clause 10 of this By-law the procedure for the election of Other Committee Members and Office Bearers of a Branch shall be as specified in clauses 12.9 and 12.10 of the Constitution save that a reference to “the annual regional meeting of Members” shall be read as extending to and including the first Branch meeting of Members.
- (b) The order of election of Branch Office Bearers and Other Committee Members shall be Branch Chair, then Branch Vice-Chair, and then Other Committee Members.

10.3 No remuneration without approval

Except with prior approval of the National Board of Directors no Member of a Branch Committee or any sub-committee shall be entitled to any remuneration for acting in that office.

Housing Industry Association Limited
ACN 004 631 752

By-law 9– Regional Branches Forum

1 Application of By-law

This By-law shall apply to all Regional Branches Forums established by Regions pursuant to the Constitution of Housing Industry Association Limited.

2 Purpose of Regional Branches Forum

The primary purpose of a Regional Branches Forum is to provide a framework for Regional Branches. The Forum allows Regional Branch Chairs to discuss membership issues in depth and where appropriate these issues can then be taken to the Regional Executive Committee.

3 Election of Representatives to the Regional Executive Committee

The procedure for the election of two (2) Regional Branch Chairs (representatives) to the Regional Executive Committee under clause 12.4(c) of the Constitution, shall be as follows:

- (a) At the first Regional Branches Forum convened after the annual regional meeting of Members, the Regional President shall call for nominations from Regional Branch Chairs for the election of the two representatives to the Regional Executive Committee.
- (b) When more than two (2) nominations are made, voting shall be by preference and the candidates receiving the 2 highest number of votes shall be declared elected.
- (c) The Regional President and Regional Vice President are not entitled to vote in the election of the two (2) representatives to the Regional Executive Committee.
- (d) The process of preferential voting shall be in accordance with clause 18.2 of the Constitution.

**Housing Industry Association Limited
ACN 004 631 752**

By-law 10– Regional Service and Specialist Committees

- 1 Subject to clause 4 of this By-law, a Regional Service Committee and Regional Specialist Committee shall be convened by the Chair of the Regional Service Committee or Regional Specialist Committee (or in his or her absence the Vice-Chair) elected in accordance with the Constitution.
- 2 A Regional Executive Committee may by resolution determine that two or more Regional Service Committees and/or Regional Specialist Committees be amalgamated.
- 3 Where an amalgamation determination under clause 2 of this By-law applies:
 - (a) for the balance of his or her term, the Chair of a Committee that is amalgamated shall:
 - (i) continue to be a Regional Office Bearer; and
 - (ii) continue to represent the Region on the corresponding National Service Committee; and
 - (iii) no longer convene their Regional Service Committee or Regional Specialist Committee.
 - (b) the Regional President shall appoint one person from the ranks of Chairs of the Committees that are amalgamated, to convene and chair the amalgamated Committee until the next election of Regional Office Bearers; and
 - (c) the Regional President may similarly appoint one person from the ranks of the Chairs and Vice-Chairs of the Committees that are amalgamated, to be the Vice-Chair of the amalgamated Committee until the next election of Regional Office Bearers; and
 - (d) the amalgamated Committee shall be comprised of the members of the Committees that are amalgamated and those members subsequently appointed under the Constitution.
4. At the next election of Regional Office Bearers following an amalgamation determination under clause 2 of this By-law, the Region shall:
 - (a) elect in accordance with the Constitution, one person to chair an amalgamated or combined Committee and one person to be the Vice-Chair; and
 - (b) no longer elect a Chair and Vice-Chair of the Service Committees or Specialist Committees that were amalgamated.
- 5 Where Regional Service and or Regional Specialist Committees have been amalgamated and clause 3(a)(ii) of this By-law no longer applies:
 - (a) the duly elected Chair shall represent the Region on one of the corresponding National Service Committees;

- (b) the duly elected Vice-Chair shall represent the Region on the other corresponding National Service Committee; and
- (c) if more than two Regional Services Committee and or Regional Specialist Committees have been amalgamated the Regional President shall appoint other required representatives to National Service Committees with such appointments being ratified by a majority of the Regional Executive Committee.

**Housing Industry Association Limited
ACN 004 631 752**

By-law 11 – Co-branded Membership Privileges

1 Application of By-law

- (a) This By-law applies to all new Members joining the Association after 25 May 2005.
- (b) This By-law applies to all categories of membership under the Constitution.
- (c) This By-law is enacted pursuant to clauses 6.3(b) and 6.3(g) of the Constitution.

2 Purpose of By-law

The primary purpose of this By-law is to limit the benefits and privileges of certain Members concerning access to services, voting rights and the extent to which they can promote themselves to the consumers as Members of the Association.

3 Operation of By-law

- (a) A 'co-branded' Member who has their annual subscription paid by another organisation or association is not entitled to:
 - (i) use of the Association's logo and other promotional material;
 - (ii) vote in elections; and
 - (iii) be listed on any professional services directory operated by or for the Association,until such time as the Member pays a full annual membership subscription applicable to their category of membership.
- (b) At the first annual renewal of a membership to which clause 3(a) of this By-law applies, a full membership subscription shall be due and payable by that Member.

Housing Industry Association Limited
ACN 004 631 752

By-law 12 – Guidelines for Election of National Office Bearers

1 Filling of Casual Vacancies

1.1 Relevant Matters

- (a) Clause 18.15 of the Association's Constitution states, "any casual vacancy occurring on the National Board of Directors must be filled by resolution of the National Policy Congress".
- (b) When a casual vacancy occurs, the Constitution does not contemplate the calling of nominations and the holding of a fresh election or a count-back of the last election. They adopt the relatively quick process of a resolution of National Policy Congress to accept a single recommendation from the National Board of Directors.
- (c) In formulating a recommendation, the National Board of Directors must select a person who firstly satisfies the eligibility requirements for an elected National Office Bearer and secondly is the best possible candidate. This approach is adopted because it is the legal duty of directors to act in the best interests of the company as a whole.
- (d) This By-law aims to provide some guidance as to how the Board and ultimately National Policy Congress should assess who is the best possible candidate.

1.2 Filling a casual vacancy on the National Board of Directors

- (a) A casual vacancy is filled by the best possible candidate who must satisfy the eligibility requirements for elected National Office Bearers.
- (b) When a casual vacancy occurs, the Managing Director must notify all members of National Policy Congress as soon possible so they have the opportunity to suggest potential candidates for the National Board of Directors' consideration.
- (c) The National Board of Directors, after due enquiry and consideration of potential candidates, make a single recommendation to National Policy Congress. The National Board of Directors in formulating its recommendation to National Policy Congress may have regard to the following factors:
 - (i) the need for a range of policy, industry and commercial skills and expertise to ensure the successful conduct of the broad range of responsibilities of the National Board of Directors;
 - (ii) the particular skills and experience of potential candidates and the extent to which these complement the skills and experience already present on the National Board of Directors;

- (iii) balancing the aspirations and needs of small, medium and large Regions;
 - (iv) balancing the aspirations and needs of different membership interests, including for example, those of builders, contractors, suppliers and manufacturers; and
 - (v) may consult with Regions and the Chairs of the National Manufacturers Council, and National Service and Specialist Committees.
- (d) If National Policy Congress does not adopt the National Board of Directors' recommendation, the Board must continue to recommend appropriate candidates in turn until a recommended candidate is accepted by National Policy Congress.

2 Elections

2.1 Election of National Office Bearers

- (a) National Policy Congress must select a person who firstly satisfies the eligibility requirements for an elected National Office Bearer and secondly is the best possible candidate. This approach is adopted because it is the legal duty of Officers of the Association to act in the best interests of the company as a whole.
- (b) Members of National Policy Congress, in considering the competing merits of candidates for election to the National Board of Directors should have regard to the following factors:
 - (i) the need for a range of policy, industry and commercial skills and expertise to ensure the successful conduct of the broad range of responsibilities of the National Board of Directors;
 - (ii) the particular skills and experience of potential candidates and the extent to which these complement the skills and experience already present on the National Board of Directors;
 - (iii) balancing the aspirations and needs of small, medium and large Regions;
 - (iv) balancing the aspirations and needs of different membership interests, including for example, those of builders, contractors, suppliers and manufacturers.
- (c) To assist National Policy Congress assess the merits of candidates for election to the National Board of Directors, commencing from the 2010 election cycle, nominees for election to the position of National Director will be invited to attend a gathering immediately prior to National Policy Congress to meet and mingle with their electors.