

# **INDUSTRIAL RELATIONS SOCIETY OF SOUTH AUSTRALIA Inc**

## **CONSTITUTION AND RULES**

### **NAME**

1. The name of the association shall be the Industrial Relations Society of South Australia Inc. (hereinafter referred to as 'the Society').

### **OBJECTS**

2. The objects of the Society shall be:

(a) To organise and foster education, research, publication and discussion within the field of industrial relations;

(b) To develop public awareness of and interest in all aspects of industrial relations and related issues and of their importance to and impact upon society;

(c) To liaise with government departments and other organisations and agencies interested in the field of industrial relations;

(d) To apply for and enter into arrangements and conclude agreements in relation to grants of any public moneys to assist the Society in the furtherance of its objects;

(e) To raise, receive, have, hold, administer and dispose of moneys in the form of subscriptions, donations, legacies, bequests or as a consequence of fund-raising activities of all types or otherwise received from any other source whatsoever;

(f) To employ, instruct and dismiss such staff as from time to time may be required for the purposes of the Society;

(g) Generally to do such lawful things as are incidental or conducive to the attainment of the above objects.

### **POWERS**

3. The Society shall have the following powers (in addition to and without prejudice to any other powers herein expressed or implied or expressed or implied under or by virtue of the provisions of the Associations Incorporations Act, 1985, as amended from time to time):

(a) To do all such things as are necessary to incorporate the Association under the provisions of the Associations Incorporation Act, 1985;

(b) To purchase, take on lease, exchange, hire or acquire and hold any real or personal property (including chattels real);

(c) To pay for any real or personal property acquired or to be acquired by the Society for cash, or to allow the whole or any portion of the purchase money to remain owing on mortgage or otherwise upon such terms as the Committee may think fit;

(d) To borrow or raise money at interest for any purpose;

(e) To sell, lease, let, mortgage or charge any real or personal property belonging to or to belong to the Society.

### **MEMBERSHIP**

4. (a) All financial members of the Industrial Relations Society of South Australia at the date of adoption of this Constitution and Rules shall ipso facto be members of the Society.

(b) Any person who, in the opinion of the Committee, has a bona fide interest in furthering the objects of the Society may be admitted by it to membership thereof.

5. The following provisions shall apply to the admission of members:-

(a) Every applicant for membership shall be proposed by a financial member and seconded by

another financial member.

(b) (i) The application shall be referred to the Committee which may either approve or reject it. Provided, however, that in considering such application, the Committee shall take into account the desirability of maintaining a reasonable balance within the Society between persons, whose occupations fall within the following groups as herein defined:-

Management; unions; government services; tribunals; the professions; academic institutions

(b) (ii) For the purposes of classifying an applicant's occupational group in accordance with paragraph (i) hereof the following shall be used as a guide:-

- a member shall be regarded as coming from management if his or her involvement or interest in industrial relations is on behalf of or in relation to any employer, association of employers, employer organisation or body, or group of employers
- a member shall be regarded as coming from the unions if his or her involvement or interest in industrial relations is on behalf of or in relation to any trade union, trade union organisation or body or group of trade unions
- a member shall be regarded as coming from government services if his or her involvement or interest in industrial relations is on behalf of or in relation to his or her public service department or authority and/or in relation to personnel and/or industrial administration in the public service. "Public Service" shall include federal or State public service, local government service and semi government service.
- a member shall be regarded as coming from tribunals if he or she is a member of a federal or state tribunal
- a member shall be regarded as coming from the professions if his or her participation in industrial relations is as a private practitioner, whether as principal or employee, in any professional capacity, and shall include registered agents and consultants
- a member shall be regarded as coming from the academic institutions if he or she is involved in industrial relations by way of any teaching, research or like activity or in connection with any academic, research or educational institution.

(c) The Secretary shall maintain with the register of members a record of the membership grouping of each member of the Society.

(d) If the application is approved, the applicant shall be furnished on request with a copy of the Society's Constitution and on payment of the subscription, the applicant shall become a Member of the Society and be entitled to all the benefits privileges of membership and be bound by the Rules (including the Constitution) of the Society.

6. Membership of the Society is not restricted to the groups mentioned in sub-clause (b) of clause 5 and may amongst others include:

(a) Student Members being any student of a University or other Tertiary Institutions; and

(b) Affiliate Members being any institution, organisation or society who may affiliate on such terms and conditions as the Committee things fit.

(c) Retired members being any person who is a member of the Society and who, for whatever reason, retires from paid employment and no longer works for remuneration as an employee or otherwise.

## SUBSCRIPTIONS

7. (a) The annual subscription for Members, Student Members, and Affiliate Members, Retired Members, organisations or societies, shall be as the Committee shall from time to time by resolution determine. Provided however, that such amount may be reviewed by the Society at a General Meeting.

(b) When a person or body joins the Society part of the way through a financial year the subscription payable shall be in such proportion to the full annual subscription as is determined

from time to time by the Management Committee

(c) All annual subscriptions shall become payable not later than a calendar month after any person, institution, organisation or society is admitted to membership, and thereafter in advance on or before the thirtieth day of June each year.

(d) Any member who is unfinancial as at the 1st of July may be removed by the Committee from the list of financial members.

#### TERMINATION OF MEMBERSHIP

8. Any member may resign membership by giving to the Secretary notice in writing to that effect. Such notice shall take effect one calendar month after it is received by the Secretary. Provided however, that any member so resigning shall remain liable for any unpaid subscription or other amounts due to the Society.

9. Any member may be expelled or suspended from membership in the Society by the Committee for conduct which, in its opinion, is prejudicial to the interests of the Society.

10. No member shall be expelled from the Society unless at least two-thirds of the members present at the meeting of the Committee vote in favor of their expulsion.

11. Any person, institution, organisation or society shall, upon ceasing to be a member of the Society, forfeit all right to and claim upon the Society and its property or funds.

#### GENERAL MEETINGS

12. (a) The Annual General Meeting of the members of the Society shall (unless in any case it is impractical so to do) be held in the month of July or August in each year to:

(i) consider and, if thought fit, to receive and adopt the Committee's Report and the audited Financial Statements;

(ii) elect the Committee for the ensuing year;

(iii) consider and if thought fit to approve any amendment to this Constitution;

(iv) appoint an Auditor;

(v) transact such other business as may be brought before the meeting in conformity with any by-laws made hereunder or which the Committee may consider relevant.

(b) A Special General Meeting may be called at any time by direction of the Committee to consider any business determined by the Committee or shall be called by the Secretary within twenty-one (21) days after receipt by the Secretary or a requisition to that effect signed by not less than ten (10) members of the Society specifying the business to be transacted at such meeting.

13. The Annual General Meeting and Special General Meetings shall be held at such times and places as the Committee shall determine. Such meetings shall be convened by sending to each financial member at least twenty one days before the meeting a written notice specifying the time and place of the meeting together with an agenda of the business to be discussed.

14. At all general meetings of the Society, the President, or in the absence of the President, the Vice-President, shall take the chair. Every financial member, and one accredited representative of each affiliated institution, organisation or society, shall be entitled to one vote upon every motion and in case of equality of votes the Chairman shall have a second or casting vote.

15. No business shall be transacted at any Annual General or Special General Meeting unless a quorum of not less than fifteen (15) financial members (of whom at least nine (9) shall not be

members of the Committee) is present at the commencement of such business. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to such place, date and time as the President or Chairman of the meeting for the time being shall then decide provided that no such meeting shall stand adjourned for a period of more than fourteen (14) clear days following the date of the adjournment. If at such adjourned meeting a quorum is not present those present shall constitute a quorum and may proceed to transact the business for which the meeting was called.

## MANAGEMENT OF THE ASSOCIATION

### THE COMMITTEE

16. The Management of the Society shall be vested in a Management Committee (herein referred to as 'the Committee') consisting of the following office holders namely the President, the Vice-President, the immediate Past President (ex officio) the Secretary, the Treasurer and six (6) additional committee members.

No member shall be eligible to hold more than one office and for the purpose of any election the above ranking shall apply.

17. The office holders (other than the immediate Past President) and the six (6) committee members shall be elected annually at the Annual General Meeting and shall hold office until the date of the Annual General Meeting next following the meeting at which they shall be elected, or such later date as a new Committee shall lawfully be elected. Any member of the Committee shall be eligible for re-election upon completion of their term of office.

18. (a) The composition of the Committee shall, so far as practicable, reflect a balance of the six occupational groups within the membership of the Society as specified in sub clause 5(b)(i).

(b) In calling for nominations for election to the Committee the Returning Officer shall specify the occupational groupings of the membership of the Society and the definitions thereof contained in sub clause 5(b)(ii) to assist nominees in specifying their occupational grouping on the nomination form.

### GENERAL PROVISIONS AS TO ELECTIONS

19. (a) The Committee shall appoint a suitable person not having a personal interest in the result of the election to act as Returning Officer.

(b) Nominations in writing signed by the candidate for election and by two other persons, shall be called for in the notice convening the Annual General Meeting and shall be lodged with the Returning Officer at least fourteen clear days prior to the Annual General Meeting. Candidates and the persons signing a nomination shall be as at the close of nominations either financial members of the Society or accredited representatives of a financial affiliated institution, organisation or Society.

(c) In the event that not more than the required number of persons nominate for office or as a member of the Committee the Returning Officer shall declare those persons duly elected, notwithstanding that the balance of members may not precisely accord with the provisions of Rule 18 hereof.

(d) If at the Annual General Meeting there shall be less nominations than vacancies to be filled additional nominations shall be called for as appropriate and accepted by the Returning Officer at that meeting.

(e) Elections shall be by secret ballot and ballot papers shall be prepared by the Returning Officer so as to indicate nominees alphabetically for each contested position.

(f) The returning officer shall issue a ballot paper to each financial member and each accredited representative of a financial institution, organisation or society attending the Annual General Meeting and will issue a further ballot paper to each holder of a proxy from a financial member. For the purpose of this sub-clause, financial means, financial as at the date of close of

nominations.

(g) Subject to the express provisions of these Rules the Returning Officer shall conduct an election in such manner as the Returning Officer shall determine. The decisions and declarations of the Returning Officer shall be final and conclusive.

## BALLOTS

### 20. (a) Office Holders

The Returning Officer shall, in the case of each contested office, declare the person receiving a majority of votes in respect of their candidature as duly elected to the office. In the event of an equality of votes in respect of the candidates for any office the Returning Officer shall draw lots to determine who shall be declared elected.

### (b) Additional Committee Members

The following provisions shall apply to any ballot in respect of candidates for positions of additional committee members.

(1) The Returning Officer shall determine the number of votes cast for each candidate and thereupon list the names of the candidates in order in accordance with the number of votes cast for them commencing with the candidate attracting the highest number of votes and concluding with the candidate attracting the lowest number of votes.

(2) Having regard to the occupational groups already reflected by the persons elected as office holders the Returning Officer shall declare elected to the Committee those six candidates whose names stand highest on the list and whose selection from the list shall, so far as practicable, ensure that the committee of management, within its body, has at least one person from each of the six occupational groups specified in sub clause 5(b)(i).

(3) In the event of two or more candidates receiving an equal number of votes the Returning Officer shall draw lots to determine the order in which such candidates shall be placed in the list.

## POWERS OF COMMITTEE

21. The Committee shall be entitled to exercise all or any of the powers of the Society, subject only to any directions given to it by resolution of a general meeting of the members thereof.

## MEETING OF COMMITTEE

22. The Committee shall meet not less than eight (8) times per year provided that the period between any Committee meetings shall in no circumstances be more than (12) weeks. Five members of the Committee shall constitute a quorum.

## CASUAL VACANCIES

23. The Committee may, by resolution, fill any casual vacancy on the Committee, the member so elected retaining office until the following Annual General Meeting.

## SUB-COMMITTEES

24. The Committee may, from time to time, appoint from the members such sub-committees as it may deem necessary, and may depute or refer to them such of the powers and duties of the Committee as the Committee may determine. Each sub-committee shall report its proceedings to the Committee and shall conduct their business in accordance with the directions of the Committee which may itself act in any matter, notwithstanding the existence of a sub-committee formed for that purpose.

## POWER TO CO-OPT

25. The Committee shall have:

- (i) the power to co-opt to the Committee any member or members of the Society to assist in the conduct of the business of the Committee as it may deem necessary or expedient: and
- (ii) the power to co-opt to the Committee any person or persons from such other groups associations or bodies as may in the opinion of the Committee be necessary or desirable; and such co-opted members or persons shall have the same obligations rights and privileges (including full voting rights) as elected members of the Committee.

Any Member or person so co-opted shall only retain office until the next following Annual General Meeting, but may thereafter again be co-opted to the Committee.

#### BY-LAWS

26. (i) The Committee shall have power from time to time when and as it may think fit to pass alter or rescind by-laws providing for the due management and regulation of the Society.

(ii) By-Laws made pursuant to the previous sub-clause hereof shall be entered in a book which shall be kept for the inspection of members and such by-laws may be printed and circulated at the discretion of the Committee.

(iii) Any by-laws or variations or rescissions of by-laws made or resolved upon by the Committee since the last Annual General Meeting of the Society shall be laid before the following Annual General Meeting for confirmation by it or by a Special General Meeting called for that purpose. Such Annual General Meeting or Special General Meeting, as the case may be, may confirm, disallow, or vary any by-law or by-laws or variations or rescissions thereof so placed before it, provided that any act bona fide done by the Committee or any person pursuant to or consequent upon any by-law or variation or rescission thereof prior to any such disallowance or variation shall nevertheless be valid and effectual for all purposes.

#### PATRON AND HONORARY AND LIFE MEMBERS

27. The Committee shall have express power, by resolution, to appoint a patron and such honorary or life members of the Society as it shall determine. A patron, or honorary or life member shall have such functions and enjoy such privileges as the Committee may determine, but shall not be entitled to vote at a general meeting of the Society.

#### PROPERTY

28. No Member of the Committee may without the approval of the Committee sell, encumber or otherwise deal with any property of the Society or commit the Society to any expense.

#### THE SECRETARY

29. The duties of the Secretary shall be to:

- (a) Conduct the correspondence of the Society and have the custody of all documents belonging to the Society;
- (b) Keep full and correct minutes of all proceedings of the Society;
- (c) Be the Public Officer pursuant to the Associations Incorporation Act, 1985;
- (d) Keep a Register of Members comprising the names and addresses of all current members of the Society;
- (e) Do such other things as may be directed by the Committee or prescribed by the by-laws.

#### THE TREASURER

30. The duties of the Treasurer shall be to:

- (a) Receive all moneys for the Society and account for them. The Treasurer's receipt shall be a sufficient discharge in respect of any payment made to the Society;
- (b) Make all payments under the order of the Committee;
- (c) Keep an account of all moneys received and disbursed in a book to be open to inspection of the Committee at any meeting thereof, and each month prepare a statement showing the progress and financial position of the Society;
- (d) Prepare and compile the annual Balance Sheet to 30 June in each year and a Report to be submitted to the Annual General Meeting;
- (e) Do such other things as may be directed by the Committee or prescribed by by-laws.

#### FINANCE

31. (a) All moneys received shall be deposited in the Society's Bank Account at such Bank as shall be determined from time to time by the Committee;
- (b) Cheques or, if a savings account, per medium of a withdrawal form drawn on such account, shall be signed by the Treasurer together with any one of the following – the President, the Vice-President or the Secretary;
  - (c) Notwithstanding the provisions of this Clause, the Committee may by resolution from time to time authorise the Treasurer to retain such sum or sums by way of petty cash as it shall deem appropriate and to make expenditures therefrom upon and subject to such conditions as the Committee shall prescribe.

#### AUDITOR

32. The Auditor shall:
- (a) Be elected annually at the Annual General Meeting to audit the annual statement of accounts and balance sheet;
  - (b) Certify the same before they are presented to the Annual General Meeting;
  - (c) Be either a member of a recognised accountancy society or a bank manager provided that such person shall not be an officer, voting member of any of the Committees or an employee of the Society;
  - (d) Have the power to call for the production of all books, papers, accounts and documents relating to the affairs of the Society and be entitled to require proper explanations thereof by the officers and employees of the Society;
  - (e) Be eligible for re-election from year to year.

#### PROXY

33. A Member unable to attend a general meeting may appoint another member in writing as a proxy to attend and vote. Any such vote shall be in addition to that to which the proxy member is entitled as of right.

#### OWNERSHIP OF PROPERTY

34. (a) The property of the Society shall, subject to the liabilities thereof and to Rule 38 hereof, belong to the members for the time being;
- (b) No member shall by reason of membership have any transmissible or assignable interests by operation of law or otherwise in any of the property of the Society. On the resignation or expulsion of any member all the interest of that person in the property of the Society shall, ipso facto, survive accrue and belong to all other members for the time being.
  - (c) The assets and income of the Society shall be applied solely in the furtherance of its objects and no portion shall be distributed directly or indirectly to its members except as bona fide

compensation for services rendered or expenses incurred on behalf of the Society.

#### COMMON SEAL

35. (a) The Society shall have a Common Seal which shall remain in the custody of the Secretary.

(b) The Common Seal of the Society shall only be affixed to any instrument by authority or by resolution of the Committee.

(c) There shall be three sealholders appointed by the Committee from its own members. The common seal shall be affixed to an instrument by and in the presence of two of the three sealholders who shall each sign the instrument to attest the proper affixing of the seal thereto.

#### AFFILIATION

36. The Committee may:

(a) Make application for affiliation with such organisations and associations as the Committee in its absolute discretion from time to time thinks fit;

(b) Elect a representative or representatives to attend meetings of such organisations and associations aforesaid;

(c) Invite a representative or representatives from such organisations and associations aforesaid to attend any meetings of the Society.

#### AMENDMENT OF CONSTITUTION

37. (a) This Constitution may be altered or amended at any Annual General Meeting or Special General Meeting of the members of the Society duly convened (inter alia) for that purpose by resolution by a two third majority of the members attending and voting at the meeting.

(b) The Notice convening the meeting at which an alteration or amendment is to be considered shall include the wording of the alteration or amendment proposed for the consideration of the meeting.

#### DISSOLUTION

38. The Society is not to be carried on for the purpose of profit or gain to the individual members thereof. Accordingly, if upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Society but shall be given or transferred to some institution or institutions having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income and property among its or their members or to a public charitable institution or institutions to be selected by the members of the Society by resolution passed at a Special General Meeting.

#### INTERPRETATION OF CONSTITUTION AND BY-LAWS

39. (a) The decision of the Committee on the construction or interpretation of this Constitution or any by-laws made thereunder shall be conclusive and binding on all members unless and until the same shall be over-ruled by an Annual General or Special General Meeting called for that purpose.

(b) In this Constitution the masculine gender shall include the feminine gender.

#### INAUGURAL GENERAL MEETING

40. Notwithstanding any other provision in this Constitution herein contained those present at the Special General Meeting of the body known as the Industrial Relations Society of South Australia proposed to be held on the 17th day of March 1986 shall be entitled to vote to adopt this Constitution.



The first office holders and committee members shall be those persons who on the lastmentioned date are the office holders and committee members of the said Industrial Relations Society of South Australia.

**CIRCUMSTANCES NOT PROVIDED FOR**

41. If any circumstances shall arise as to which this Constitution is silent or is incapable of taking effect or being implemented according to its strict provisions the Committee shall, subject to any direction from time to time given to it by resolution of an Annual General Meeting or Special General Meeting, have power to determine what action may be taken to best give effect to the objects of the Society and ensure its efficient administration and every act of the Committee bona fide resolved upon pursuant to this Clause shall be as valid and effectual as if specifically authorised herein.

Consolidation as at 10/7/95

