

AUSTRALIAN INSTITUTE OF EMPLOYMENT RIGHTS

RULES OF ASSOCIATION

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THE AUSTRALIAN INSTITUTE OF EMPLOYMENT RIGHTS

RULES OF ASSOCIATION

Name and Office

- 1 The name of the organisation will be the Australian Institute of Employment Rights (the **Institute**) and its office will be at such place as the Executive Committee may decide from time to time.

Objects of the Institute

- 2 Adopting the principles of the International Labour Organisation and its commitment to tripartite processes, the Australian Institute of Employment Rights will promote the recognition and implementation of the rights of employees and employers in a co-operative industrial relations framework.
- 3 In particular it will:
 - (a) commission academic research
 - (b) hold conferences and seminars
 - (c) publish and disseminate publications
 - (d) contribute to public discourse on employment issues through the media, community debates and public forums
 - (e) provide training to industrial participants
 - (f) provide advice and other services to industrial participants and governments
 - (g) develop a Charter of Employment Rights for Australia
 - (h) promote models of workplace arrangements which promote economic efficiency while respecting employment rights and standards
 - (i) work co-operatively with academic and community organisations which share similar objectives
 - (j) encourage the participation of members who share similar objectives.
- 4 The AEIR is an organisation independent of government or any particular interest group and will implement these Objects with academic rigour and professional integrity.

Members of the Institute

- 5 A person is only a member of the Institute after their application is accepted by the Executive Committee. The Executive Committee has an absolute discretionary power to reject a person's membership application if the Executive Committee is of the view that acceptance of the membership will not further the objects of the Institute.
- 6 The members of the Institute will be:
- (a) the founding members listed in Appendix A to these Rules; and
 - (b) every other person or body which is accepted by the Executive Committee to be a member.
- 7 A member of the Institute may be an individual or a body.
- 8 If a member is a body corporate it will be represented by the Chief Executive Officer, General Secretary or equivalent office holder of the body corporate or that office holder's delegate nominated in writing. To the extent that these Rules provide for a member to do or receive anything, then the Chief Executive Officer, General Secretary or equivalent office holder or nominated delegate will do or receive that thing, on behalf of a member which is a body corporate.
- 9 On applying for membership, each member must indicate their acceptance of membership in writing together with their address for correspondence.
- 10 A member may resign from membership on giving written notice to the Executive Director of their intention to do so.
- 11 Each member will pay an annual donation fixed by the Executive Committee from time to time and which may differ as between members or between categories of member. Failure to pay such donation within six months of the commencement of the financial year after a written demand for the donation to be paid will entitle the Executive Committee to remove the member from membership.

Transitional Arrangements

- 12 Despite anything provided elsewhere in these Rules, the persons listed in Appendix B to these Rules will hold the offices and positions specified next to their names and will continue to hold such offices and positions in accordance with these rules until 1 March 2008 or the election of their successors (whichever is the later) unless, in accordance with these rules, the officer resigns or is removed from the office or position:
- 13 Elections for officeholders shall be held at the annual meeting of the Institute in 2008.

Subscribers

- 14 The subscribers of the Institute will be every individual, organisation, corporation or body which is admitted as a subscriber by the Executive Committee.
- 15 Each applicant for subscription will complete an application form prepared by the Executive Committee and will pay an annual subscription in advance at the rate in respect of the relevant category of subscriber set by the Executive Committee from time to time.
- 16 The Executive Committee may at its absolute discretion and without providing any grounds for doing so:
- (a) refuse an application for subscription; and
 - (b) refuse to renew subscription.
- 17 Each subscriber will be entitled to receive copies of publications of the Institute and to attend public functions of the Institute and to otherwise benefit from the Institute's work at either no charge or at a discounted rate, in accordance with the decisions of the Executive Committee.

Meetings of the Institute

- 18 Meetings of members will make decisions in relation to Institute policies, but do not have the power to make decisions in respect of how the Institute is managed or operated.
- 19 There will be an annual general meeting of members held within the first five calendar months of each year.
- 20 Extraordinary general meetings may be called by the Executive Committee or by a requisition of 15% or more of the members.
- 21 At the annual general meeting of the Institute, the Executive Committee will make a report of their activities and proposed programme for the future, the Treasurer will give a financial report, and elections will be held for:
- (a) the position of President and Chair;
 - (b) the positions of Representative Vice Presidents;
 - (c) the position of Treasurer;
 - (d) the positions or Representative Members; and
 - (e) the ordinary members of the Executive Committee.

- 22 Notice for a meeting of the Institute will be sent by post or email to each member's address at least 14 days before the meeting and will specify the agenda of that meeting.
- 23 In the case of a meeting at which elections are to be conducted the notice will invite written nominations from any member wishing to stand as a candidate for election and these nominations (signed by the nominee) must be given to the Returning Officer 7 days before the meeting. Unless the Executive Committee appoints an alternative Returning Officer, the Returning Officer for the conduct of any elections shall be the Executive Director. The Returning Officer shall have all the necessary powers to conduct free and fair elections and subject to these Rules, may resolve to finality any issue as to the eligibility of a candidate or the validity of any vote and may in good faith and in the overall interests of the Institute rectify any irregularity that may arise in the conduct of any election.
- 24 The business of meetings of the Institute will be conducted by resolution passed by a simple majority of those present and voting except as otherwise provided in these Rules.
- 25 The quorum for meetings of the Institute will be 15 members who attend in person or by proxy. If a quorum is not present within half an hour of the time appointed for the meeting the members of the body may resolve that the meeting be adjourned to a time and place resolved upon by them. Notice of any such further meeting shall be provided to members.
- 26 The Executive Committee, may at its discretion, hold a meeting of the Institute where one or more of the members are not physically present at the meeting, provided that all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of communication.

Voting at meetings of the Institute

- 27 At a meeting of the Institute each member has one vote.
- 28 The Chair shall not have a casting vote.
- 29 A challenge to a right to vote at a meeting of members -
- (a) may only be made at the meeting; and
 - (b) must be determined by the Chair whose decision is final.
- 30 A resolution put to the vote at a meeting of members must be decided on a show of hands unless a poll is demanded by 4 or more members.
- 31 On a show of hands, a declaration by the Chair is conclusive evidence of the result.

- 32 A poll may be demanded on any resolution.
- 33 A poll demanded on a matter other than the election of a Chair or the question of an adjournment must be taken when and in the manner the Chair directs.
- 34 A poll on the election of a Chair or on the question of an adjournment must be taken immediately.

Proxy voting

- 35 A member who is entitled to attend and cast a vote at meetings of the Institute may appoint a proxy or, if the member is a body corporate, a representative, to attend and cast a vote at that meeting.

Executive Committee

- 36 The governing body of the Institute is the Executive Committee.
- 37 The Executive Committee will have 12 members and will consist of the following office holders:
- (a) a President and Chair;
 - (b) three Vice President Representative Members being:
 - (i) an Employer Representative;
 - (ii) a Union Representative; and
 - (iii) an Independent Representative;
 - (c) three Ordinary Representative Members being:
 - (i) an Employer Representative;
 - (ii) a Union Representative; and
 - (iii) a Independent Representative;
 - (d) a Treasurer;
 - (e) Three ordinary members; and
 - (f) An Executive Director.
- 38 The Executive Director will be appointed by the Executive Committee from time to time by a simple majority vote and will be an ex-officio member of the Executive Committee whilst holding such appointment.

- 39 A meeting of the Executive Committee may resolve to co-opt to the Executive Committee, with full powers to act as a member of the Executive Committee, a person or persons who need not be members of the Institute provided that such number of co-opted members does not exceed a third of the number of elected members at any one time. Such co-opted members will hold office until immediately after the conclusion of the next annual meeting of the Institute.
- 40 A meeting of the Executive Committee may resolve to increase the number of ordinary members on the Executive Committee.
- 41 The Executive Committee can fill casual vacancies on the Executive Committee by a simple majority vote.

Meetings of the Executive Committee

- 42 The Executive Committee may hold its meeting at one or more venues using any technology that gives the Executive Committee as a whole a reasonable opportunity to participate.
- 43 The business of meetings of the Executive Committee will be conducted by resolution passed by a simple majority of those present and voting except as otherwise provided in these Rules.
- 44 The quorum for meetings of the Executive Committee will be 4 of the elected members who attend in person or by proxy. If a quorum is not present within half an hour of the time appointed for the meeting the members present may vote that the meeting be adjourned to a time and place resolved upon by them. Voting will be by show of hands save that a poll will be taken on the request of any 2 members present.
- 45 Voting on resolutions may take place by:
- (a) a show of hands;
 - (b) email ballot;
 - (c) in any other way agreed to by the Executive Committee members in attendance at a meeting.
- 46 Alteration of these Rules can occur by a special majority of 75% of Executive Committee members in attendance at the meeting, either in person or by proxy.
- 47 The Executive Committee will meet at such times as may be decided upon by the Executive Committee. In the event of an emergency, the President or any two Vice Presidents are empowered to call special meetings of the Executive Committee.
- 48 The Executive Committee may delegate any of their powers or functions to a sub-committee drawn from members of the Institute or non-members co-opted for the

purpose by the Executive Committee provided that the number of ordinary members co-opted persons on such sub-committee will not exceed the number of elected Executive Committee members thereon. Any such sub-committee will conform to any regulations or directions imposed by the Executive Committee.

- 49 The President will, subject to these Rules, preside as Chair at every meeting. If the President is not present, or is unwilling or unable to preside, one of the Vice-Presidents will, with the consent of the majority of the Vice Presidents present, preside as chair for that meeting only. If the Vice Presidents are not present, unable to agree or are unwilling or unable to preside, the Executive Committee members will choose one of their number present who will, subject to these Rules, preside as chair for that meeting only.

President and Chair and Vice Presidents

- 50 There will be a President and Chair of the Institute who will be elected by resolution of a meeting of the Institute and who will hold office until immediately after the conclusion of the next annual meeting of the Institute or until a successor is elected, whichever is the later.
- 51 The President and Chair will act as the public spokesperson of the Institute, will preside at all meetings of the Executive Committee and the Institute and will carry out such other activities as agreed by the Executive Committee.
- 52 There will be 3 Vice Presidents of the Institute who will be elected by resolution of a meeting of the Institute and each of whom will hold office until immediately after the conclusion of the next annual meeting of the Institute or until a successor is elected, whichever is the later.
- 53 A Vice President will preside at meetings of the Executive Committee and the Institute in the event of the absence of the President and will carry out such other activities as agreed by the Executive Committee.
- 54 The President and any Vice President may resign on one month's written notice.

Treasurer

- 55 There will be a Treasurer of the Institute who will be elected by resolution of a meeting of the Institute and who will hold office until immediately after the conclusion of the next annual meeting of the Institute or until a successor is elected, whichever is the later. The Treasurer will provide and keep a book of accounts of all property received or paid or dealt with in any way whatsoever by or on behalf of the Institute and of the assets and liabilities of the Institute.
- 56 The Treasurer will submit financial reports to and will make the books of account of the Institute available for inspection by the Executive Committee whenever the Executive Committee so demands. The Treasurer will also prepare and submit a

financial report to the members of the Institute at the annual meeting. The Treasurer shall carry out such other activities as agreed by the Executive Committee.

- 57 The Treasurer of the Executive Committee may resign on one month's written notice.

Executive Director

- 58 The Institute will have an Executive Director and such other staff as the Executive Committee may think fit, appointed by the Executive Committee on such terms and conditions as the Executive Committee may determine in agreement with the Executive Director. The Executive Director will be, ex-officio, a member of the Institute and a member of the Executive Committee.
- 59 The Executive Director will, unless and to the extent that the Executive Committee may decide otherwise, act as the Secretary of the Executive Committee and of the Institute and be responsible for the day to day administration of the Institute and for any other staff employed by the Institute.
- 60 The Executive Director will be accountable to the Executive Committee and will perform his/her duties in accordance with the directions of the Executive Committee and will carry out the functions given to him/her by the Executive Committee.
- 61 In particular the Executive Director will attend all meetings of the Executive Committee and all meetings of the Institute, will send out the notice and agenda for all such meetings and will prepare minutes of the proceedings and resolutions of the Executive Committee and of the meetings of the Institute and all sub-committees and any such minutes approved by the body whose proceedings and resolutions they purport to record will be conclusive evidence of the matters stated therein.
- 62 If the Executive Director is temporarily absent, the Treasurer will fill the role of the Executive Director for the period of absence unless the Executive Committee otherwise determines.

Representative and Ordinary Members of the Executive Committee

- 63 Representative and Ordinary members of the Executive Committee will be elected by resolution of a meeting of the Institute and will hold office until immediately after the conclusion of the next annual meeting of the Institute or until a successor is elected, whichever is the later. They shall carry out such activities as agreed by the Executive Committee. Representative and Ordinary members may resign on one month's written notice.

Eligibility of Representative Members

- 64 Nominees for any of the Representative positions on the Executive Committee must meet the following criteria (as relevant for each position):

- (a) Each Representative member must have at least 5 years experience or other substantial experience in the relevant field.
- (b) The experience required for each of the particular positions is:
 - (i) Employer Representative: experience as an employer dealing with workplace relations issues or experience representing employers in relation to workplace relations issues.
 - (ii) Union Representative: experience working for a union or otherwise representing employees in relation to workplace relations issues.
 - (iii) Independent Representative: experience as a member of a tribunal or court, in academia, in the service of government, or as a legal practitioner or other independent professional adviser providing independent advice or service in relation to workplace relations.

65 If there is a dispute in regards to whether a nominee for a Representative position is sufficiently qualified or otherwise eligible, the dispute will be resolved by the Returning Officer in accordance with these Rules. The decision made by the Returning Officer will be final and conclusive if made in good faith.

Funds and Property of the Institute

66 The funds and property of the Institute are controlled by the Executive Committee.

Auditor

67 The Executive Committee has the power to appoint an auditor.

Removal of members

68 A member or office holder (other than the Executive Director) may be removed by the Executive Committee from the Register of Members or from office if the member or office holder:

- (a) becomes of unsound mind;
- (b) commits a criminal offence involving fraud or dishonesty;
- (c) dies;
- (d) is unfinancial for more than 6 months;
- (e) has their membership or office revoked by a special resolution of 75% of the Executive Committee which determines that the member or office

holder has been guilty of serious misconduct relating to the affairs of the Institute;

- (f) has their membership or office revoked by a special resolution of 75% of the Executive Committee which determines that the conduct of the member is not compatible with the objects of the Institute.

69 An office holder shall not be removed under sub-paragraphs (f) or (g) without having been first accorded a reasonable opportunity to be heard either in person or in writing.

Removal of the Executive Director

70 The Executive Director ceases to be an office holder on the termination of his/her employment as Executive Director.

Powers of the Institute

71 The Institute will have the following powers:

- (a) to raise funds;
- (b) to open a bank account;
- (c) to enter into contracts; and
- (d) to do any other things necessary for the running of the Institute.

Authority to operate bank accounts and enter into contracts

72 Bank accounts may be operated by :

- (a) the Executive Director co-signing with another Officer; or
- (b) the co-signatures of any two other Officers.

73 Contracts which have a value of over \$5000 must be signed by the Executive Director and an additional Officer or any other two Officers.

74 'Officer' means the President, the Vice-Presidents or the Treasurer.

Appointment of a Patron of the Institute

75 The Executive Committee may appoint a Patron of the Institute. The position of Patron of the Institute is an honorary role.

76 The Patron will represent the Institute from time to time as requested by the Executive Committee.

Validation Rules

- 77 The Executive Committee has the power to correct any irregularity in the management or operation of the Institute and to deem any transactions as valid by special resolution of 75% of Executive Committee members present in person or by proxy. This includes the power for the Executive Committee to validate the appointment of themselves. The power to validate is only effective if exercised in good faith and for the overall best interests of the Institute.

New Chapters of the Institute

- 78 The Executive Committee has the power to create a new chapter of the Institute in any State or Territory or any location.
- 79 The Executive Committee must approve the rules of the new chapter when the chapter is created or formed.

Advisory Committees of the Institute

- 80 The Executive Committee has the power to appoint an Advisory Committee of eminent persons. The size and composition of the Advisory Committee may be determined from time to time by the Executive Committee.
- 81 The Advisory Committee will provide policy direction to the Institute and will be available to advise the Institute from time to time.

Intellectual Property

- 82 Any intellectual property created by the members or office holders in relation to their role as members or office holders of the Institute:
- (a) is hereby vested in the Institute as and when such rights are brought into existence;
 - (b) are agreed to be the absolute and exclusive property of the Institute; and
 - (c) to the extent necessary, are hereby assigned absolutely to the Institute.

The members or office holders will do all things reasonably required to give full effect to this Rule.

Dissolution

- 83 The Institute may be dissolved by a special resolution of 75% of the office holders present in person or by proxy and voting at a meeting of the Executive Committee or by operation of law or by order of a Court. On any such dissolution all assets of the Institute will be donated to a one or more organisations or associations having

objects similar to or compatible with the objects of the Institute selected by resolution of a meeting of the Institute or in default thereof by resolution of the Executive Committee, before dissolution.

APPENDIX A (List of founding members)

Mordy Bromberg

Robert Durbridge

APPENDIX B (Transitional List of Office Holders)

- (a) President and Chair – **Mordy Bromberg**
- (b) three Vice President Representative Members being:
 - (i) Employer Representative – **Fiona Hardy**
 - (ii) Union Representative – **Cath Bowtell**
 - (iii) Independent Representative – **Paul Munro**
- (c) three Ordinary Representative Members being:
 - (i) Employer Representative – **Michael Harmer**
 - (ii) Union Representative - **Doug Cameron**
 - (iii) Independent Representative – **Chris Nyland**
- (d) a Treasurer – (to be appointed); and
- (e) Three ordinary members: **Bill Ford, Barbara Pocock, Sean Reidy**