

Australian Labour Employment Relations Association – Australian Capital Territory Incorporated

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Rules

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1. Defined terms & interpretation

1.1 Defined terms

In these rules:

- (a) **Act** means the *Associations Incorporation Act 1991*.
- (b) **ALERA ACT** means the Australian Labour and Employment Relations Association – Australian Capital Territory Incorporated.
- (c) **Committee** has the meaning specified in clause 6.2 of these rules.
- (d) **Industrial relations** means all activities associated with the employment and engagement of labour, and includes:
 - (i) human resources;
 - (ii) academia and publication;
 - (iii) legislative drafting and government policy;
 - (iv) legal practice and advocacy;
 - (v) employer and employee representative bodies;
 - (vi) education;
 - (vii) management; and
 - (viii) recruitment.
- (e) **Financial Year** means the year ending on 30 June.
- (f) **Member** means a member, however described, of ALERA ACT.
- (g) **Objects** has the meaning specified in clause 2 of these rules.
- (h) **Ordinary committee member** means a member of the committee who is not an office-bearer of ALERA ACT as mentioned in section 12 (1) (a).
- (i) **Secretary** means the person holding office under these rules as secretary of ALERA ACT or, if no such person holds that office, the public officer of ALERA ACT.
- (j) **The Regulation** means the *Associations Incorporation Regulation 1991*.

1.2 Application of Legislation Act 2001

The *Legislation Act 2001* applies to these rules in the same way as if they were an instrument made under the Act.

2. Objects

The objects of ALERA ACT are, in the context of promoting discussion, networking, research, education and publication with the field of industrial relations generally:

- (a) to provide a meeting ground for professionals working in the field of industrial relations;
- (b) to provide opportunities for the development and advancement of professionals working in the field of industrial relations;
- (c) to participate in other matters of interest and relevance to the field of industrial relations;
- (d) to cooperate and, where appropriate, collaborate with other entities involved in the field of industrial relations more broadly; and
- (e) to promote the objects of ALERA ACT in any manner the Committee considers appropriate, and to do things incidental or conducive to the attainment of these objects.

3. Powers

ALERA ACT has, in addition to any powers given it under the Act, all the powers necessary or convenient to carry out its objects, and in particular has the power to:

- (a) enter into contracts;
- (b) to construct, maintain and later any buildings or works;
- (c) draw, make, accept, indorse, discount and issue bills of exchange, promissory notes, cheques and other negotiable instruments;
- (d) to invest money of ALERA ACT not immediately required for any of its objects in any manner in which trustees are authorised by law to administer money held on trust;
- (e) accept any gift, whether subject to a special trust or not, for any one or more of the objects of ALERA ACT;
- (f) take such steps from time to time as the Committee or the members in general meeting may deem expedient for the purpose of procuring contributions to the finds of ALERA ACT, whether by way of donations, subscriptions or otherwise;
- (g) print and publish newspapers, periodicals, books, leaflets or other documents as the Committee or the members in general meeting may think desirable for the promotion of the objects of ALERA ACT;
- (h) borrow and raise money in such manner and on such terms as the Committee may think fit or as may be approved or directed by resolution passed at a general meeting; and securing the repayment of money so raised or borrowed or the payment of a debt or liabilities of ALERA ACT by giving mortgages, charges of securities upon or over all or any of the real or personal property of ALERA ACT;
- (i) The establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of ALERA ACT;
- (j) employ staff;
- (k) engage consultants;
- (l) appoint agents and attorneys; and
- (m) do all such other lawful things as are incidental or conducive to the attainment of the basic objects of ALERA ACT or any of the Objects.

4. Income and Property

- (a) Income will be derived from membership fees and activities related to the delivery of ALERA ACT's objects.
- (b) The income and property of ALERA ACT must be applied solely towards the promotion of the objects of ALERA ACT in the manner determined by the Committee
- (c) No part of that income or property:
 - (i) is to be paid or transferred to any member directly or indirectly by way of dividend, bonus or otherwise; or
 - (ii) is to be used for the purpose of trading or securing pecuniary profit to any member.
- (d) No member is to be appointed to carry out any function of ALERA ACT for which there is payable any remuneration by way of salary fees or allowances.
- (e) No member is to be given any remuneration of other benefit in money or money's worthy (apart from reimbursement of expenses incurred on behalf of ALERA ACT).
- (f) Nothing in this rule prevents the payment in good faith to a member of remuneration for services rendered, or goods supplied to ALERA ACT by the member in the ordinary course of business.

5. Membership

5.1 Membership year

- (a) The membership year runs from 1 July to 30 June.
- (b) Memberships will expire at the end of each membership year.

5.2 Ordinary membership

A person is eligible to be an ordinary member of ALERA ACT if they:

- (a) are working in the field of industrial relations;
- (b) are studying in the field of industrial relations; or
- (c) demonstrate a commitment to the objects of ALERA ACT.

5.3 Corporate membership

The Committee may elect to provide businesses engaged in the field of industrial relations a discount on the cost of ordinary membership for staff engaged by that business.

5.4 Student membership

A person is eligible for student membership if they:

- (a) are enrolled in a course of study involving industrial relations; or
- (b) demonstrate a commitment to the objects of ALERA ACT.

Student members are not eligible to vote at meetings or elections of ALERA ACT or to be elected onto the Committee,

5.5 Honorary membership

- (a) The Committee may confer honorary membership on any person in recognition of their work in industrial relations, and if nominated for honorary membership by 2 ordinary members.
- (b) The Committee may cancel an honorary member's membership at any time.
- (c) An honorary member is not eligible to vote at meetings or elections of ALERA ACT or to be elected to the Committee.

5.6 Application for membership

- (a) A person may apply for membership of ALERA ACT by submitting an application for membership through ALERA ACT's website as varied from time to time; and
- (b) if the application is accepted may be admitted as a member on payment of the appropriate membership fee.

5.7 Granting membership

The Committee may grant an application for membership if satisfied that the applicant is eligible to be a member of the category specified in the application.

5.8 Membership fees

Membership fees can be determined by the Committee and varied from time to time at its discretion.

5.9 Cancellation of memberships

- (a) The Committee may cancel the membership of any member of any category if, in the opinion of the Committee the member:
 - (i) is not eligible to be a member of that category; or
 - (ii) has acted in a way contrary to the best interests of ALERA ACT.

- (b) Before deciding to cancel a member's membership, the Committee must give the member written notice stating that it is considering cancelling their membership, setting out the matters to which its consideration relates, and giving the member a reasonable opportunity to make relevant representations about those matters;
- (c) Written notice of the Committee's decision is to be given to the member or former member by the Secretary.
- (d) A member whose membership is cancelled may, within 1 month after the notice was sent, ask the President, in writing, to convene a special general meeting to review the Committee's decision.

5.10 Cessation of membership

A person ceases to be a member if:

- (a) they do not pay the appropriate membership fee; or
- (b) they resign from membership by writing to the Secretary, or die; or
- (c) the Committee cancels their membership.

5.11 Register of members

- (a) The Committee must keep a members register in which the Secretary is to enter particulars of each member's name and contact details.
- (b) The Secretary must remove from the register the name of any person who ceases to be a member.
- (c) The register is to be kept at a place, including in soft copy, determined by the Committee, and is to be open for inspection by members by appointment with the Secretary.

6. Committee

6.1 Powers of Committee

- (a) The Committee, subject to the Act, the regulation and these rules, and any resolution passed by the members in general meeting has the power to do anything it considers necessary or convenient for carrying out ALERA ACT's objects.
- (b) Without limiting the generality of subrule (a), the Committee may:
 - (i) appoint subcommittees of members to do anything on behalf of the Committee that the Committee directs; and
 - (ii) give directions about the procedure to be followed by a subcommittee to carry out its functions.

6.2 Committee membership

- (a) The committee consists of:
 - (i) the office bearers of ALERA ACT; and
 - (ii) up to seven (7) ordinary committee members,
 each of whom must be elected under clause 9.6 or appointed in accordance with clause 6.8.

6.3 Office bearers

The office bearers of ALERA ACT are:

- (a) the President;
- (b) the Vice President;
- (c) the Secretary; and
- (d) the Treasurer.

6.4 Secretary

The Secretary must keep minutes of:

- (a) all elections and appointments of office bearers and ordinary committee members;
- (b) the names of members of the committee present at a committee meeting or a general meeting; and
- (c) all proceedings at committee meetings and general meetings.

6.5 Treasurer

The Treasurer must:

- (a) collect and receive all amounts owing to ALERA ACT and make all payments authorised by ALERA ACT; and
- (b) keep correct accounts and books showing the financial affairs of ALERA ACT with full details of all receipts and expenditure connected with the activities of ALERA ACT.

6.6 Tenure

Each member of the Committee holds office, subject to these rules, until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.

6.7 Vacant offices

- (a) An office becomes vacant if:
 - (i) the officer ceases to be an ordinary member; or
 - (ii) the officer resigns from office by giving written notice to the President, the Vice-President or the Secretary; or
 - (iii) the Committee declares the office to be vacant.
- (b) The Committee may declare an office to be vacant if the officer:
 - (i) is absent from more than 3 consecutive Committee meetings without the Committee's consent; or
 - (ii) becomes of unsound mind; or
 - (iii) is convicted of an offence punishable by imprisonment for 12 months or more.
- (c) Before deciding whether to declare an office vacant the Committee must give the officer written notice stating that it is considering whether to declare the office vacant, setting out the matters to which their consideration relates, and giving the officer a reasonable opportunity to make any relevant representations about those matters.
- (d) Written notice of the Committee's decision is to be given to the officer by the Committee.
- (e) An officer whose office is declared vacant may, within 1 month after the notice was sent, ask the Committee, in writing, to convene a special general meeting to review the Committee's decision.

6.8 Casual vacancies

- (a) The Committee may appoint an ordinary member:
 - (i) to any office listed in rule 15 not filled at the foundation meeting or at an Annual General Meeting; or
 - (ii) to any office that becomes vacant more than 1 month before an Annual General Meeting is to be held.
- (b) An officer appointed under subrule (a) holds office until the next Annual General Meeting.
- (c) The Committee continues to exist even if there is a vacancy in one or more of the offices listed in rule 6.2.

6.9 Committee meetings

- (a) The Committee must hold as many meetings as are necessary to carry out its functions.
- (b) The President may convene a meeting at any time and must convene a meeting if asked in writing to do so by at least 2 other officers.
- (c) Unless the Committee otherwise decides, the President is to preside at each meeting at which they are present, or in their absence, another member of the Executive agreed by the officers present at the meeting.
- (d) At a meeting 3 committee members form a quorum.
- (e) Questions arising at a meeting are to be determined by the majority of votes of the Committee members present and voting.
- (f) The President has a deliberate vote and, if the numbers of votes are equal, also has a casting vote.

6.10 Disclosure of Interest

- (a) A Committee member who has a direct or indirect interest in a matter being or to be considered by the Committee must disclose the nature of their interest to a Committee meeting as soon as practicable after she or he becomes aware of the relevant facts.
- (b) Unless the Committee otherwise determines, the officer must not:
 - (i) be present during any deliberation of the Committee about that matter; or
 - (ii) take part in making any decision of the Committee about the matter.
- (c) For the purpose of making a determination, the officer must not:
 - (i) be present during any deliberation of the Committee about the matter; or
 - (ii) take part in making any decision of the Committee about the matter.

6.11 Public officer

The Committee is to appoint a Public Officer and ensure that ALERA ACT has a Public Officer at all times.

7. Finances

7.1 Bank accounts

- (a) ALERA ACT must open one or more accounts with a bank or banks in Australia, and must keep at least one bank account at all times.
- (b) The Treasurer or their nominee, is to receive all money paid to the ALERA ACT and deposit it in an ALERA ACT bank account.
- (c) Payment out of an ALERA ACT bank account must be authorised or confirmed by at least two of the President, Vice-President, the Secretary or the Treasurer.
- (d) Cheques must be signed by any two people, the President, Vice-President, the Secretary or the Treasurer.
- (e) Money held by the ALERA ACT on trust must be kept in an ALERA ACT bank account that contains only trust money.

7.2 Accounts and records

The Treasurer must keep proper accounts and records of the financial transactions and financial affairs of the ALERA ACT. These accounts and records are available for inspection by members by appointment with the Treasurer.

8. General meetings

8.1 Quorum

- (a) The quorum at a general meeting is 10% of the members whose names appear in the register of members immediately before the time fixed for the meeting.
- (b) If a quorum is not present, the committee must fix a date for an alternative meeting, being a date not more than 14 days after the date fixed for the original meeting.
- (c) For the purpose of giving notice of the alternative meeting, the alternative meeting must be treated as a special general meeting.
- (d) At an alternative meeting, the members present constitute quorum.

8.2 Proxies

- (a) A member may appoint another member as a proxy by giving the Secretary written notice of the appointment no less than 24 hours before the start of the meeting for which the appointment is made.
- (b) To avoid doubt, those members who have appointed another member as proxy in accordance with (a) are counted as if they were present at the meeting for the purposes of determining if a quorum is present.

8.3 Presiding officers

- (a) The President, or in their absence, the Vice-President, is to preside at a general meeting.
- (b) If neither the President nor the Vice President is present at a general meeting, the members present must choose one of themselves to preside.

8.4 Voting at General Meetings

- (a) When a vote is taken at a general meeting:
 - (i) each member present in person has 1 vote; and
 - (ii) each member present by proxy has 1 vote.
- (b) Subject to this rule, voting at a general meeting is to be by show of hands.
- (c) Voting is to be written ballot if a member present in person or by proxy so requests.
- (d) A request for a written ballot:
 - (i) may be made before or after the result of a vote by show of hands is declared; or
 - (ii) may be withdrawn.
- (e) This rule does not apply to an election of officers.

8.5 Decisions at General Meetings

- (a) Except as otherwise provided in these rules, a motion moved at a general meeting is carried if a majority of the members present and voting, in person or by proxy, vote in favour of the motion.
- (b) The member presiding at a general meeting has a deliberative vote only.
- (c) If the voting on a motion is deadlocked, the motion is not carried.
- (d) A motion of censure moved at a general meeting about an act or omission of the Committee is carried only if at least two-thirds of the members present and voting, in person or by proxy, vote in favour of the motion.
- (e) The member presiding at a general meeting is to determine whether a motion moved at the meeting constitutes a motion of censure.
- (f) This rule does not apply to an election of officers.

8.6 Minutes

The Secretary or, in their absence, another member chosen by the members present must keep minutes of general meetings.

8.7 Notice

A notice of an Annual General Meeting or a Special General Meeting must include particulars of any matters to be considered at the meeting of which the Secretary was aware before the notice was sent.

9. Annual General Meetings

9.1 Timing

An Annual General Meeting must be held within four (4) months after the end of each financial year.

9.2 Notice

The Secretary must give each member at least 14 days written notice of an Annual General Meeting.

9.3 Business to be transacted

The matters to be considered at an Annual General Meeting include:

- (a) the Committee's report for the previous financial year;
- (b) a statement of income and expenditure, and a balance sheet, for the previous financial year in accordance with the requirements of the Act;
- (c) the election of officers;
- (d) the appointment of an auditor if required by the Act; and
- (e) motions of which notice has been given in accordance with subrule 9.4(b) or the consideration of which is approved in accordance with subrule 9.4(c).

9.4 Motions

- (a) A motion is not to be moved at an Annual General Meeting unless notice of the motion has been given in accordance with subrule (b) or consideration of the motion has been approved in accordance with subrule (c).
- (b) A member may give the Secretary, at least 7 days before the date fixed for an annual meeting, written notice of the motion the member intends to move at the meeting.
- (c) A motion of which notice has not been given in accordance with subrule (b) may be considered at an annual general meeting if at least two-thirds of the members present in person or by proxy approve.
- (d) Subrule (c) does not apply to a motion for amendment of these rules

9.5 Nominations for Committee

- (a) The Secretary must call for nominations for election of officers by written notice sent to each member at least 14 days before the day on which an annual general meeting is to be held.
- (b) A nomination for any office is invalid unless it is in writing, specifies the office concerned, and is signed by a proposer and seconder and the nominee.
- (c) The proposer, seconder and nominee must each be an ordinary member

9.6 Election of Officers

- (a) If the number of nominations received for a category of office is equal to or less than the number of vacancies in the category, each nominee is elected.

- (b) If the number of nominations received for a category of office exceeds the number of vacancies in the category, a vote must be held as the presiding member directs.
- (c) Each member present, in person or by proxy, has one vote for each office to be filled.
- (d) The nominee who receives the highest number of votes is elected.
- (e) If there are 2 or more members with the equal second highest number of votes for an office, a secret ballot must be conducted to determine the successful candidate from among the tied candidates.
- (f) If, after conducting a secret ballot in accordance with subrule (e), two or more nominees again receive the same number of votes, and the number of those nominees exceed the number or vacancies still to be filled, the President is to decide by lot which of the nominees is or elected.

10. Special General Meetings

- (a) The Secretary must convene a special general meeting:
 - (i) if asked to do so under subrule 5.9(d); or
 - (ii) on receiving a written request, from at least 20% of the members whose names appear in the register of members immediately before the time fixed for the meeting, specifying the particular matter they wish to be considered at the meeting.
- (b) The meeting must be held within 21 days after the requests received.
- (c) The Committee may of its own motion convene a special general meeting to consider such matters as it determines.
- (d) The Secretary must give each member at least 7 days written notice of the date, time and place fixed for a special general meeting, and of the matters to be considered at the meeting.
- (e) Only matters specified in the notice are to be dealt with at the meeting.

11. Miscellaneous

11.1 Common Seal

- (a) The Committee must ensure that the ALERA ACT has a common seal when it becomes incorporated.
- (b) The Secretary is to have custody of the common seal.
- (c) The common seal must not be affixed to any instrument except with the authority of the Committee and in the presence of:
 - (i) the President or the Vice-President; and
 - (ii) the Secretary, or another officer appointed for the purpose by the Committee.
- (d) The President or Vice-President and the Secretary or other officer, as the case may be, must sign every instrument to which the common seal is affixed in their presence.

11.2 Members Personal Indemnity

The ALERA ACT is required to indemnify any member for any liability incurred by the member, with the authority of the Committee, on behalf of the ALERA ACT.

11.3 By laws

- (a) The Committee may make by-laws, not inconsistent with these rules, for the internal management of the ALERA ACT.
- (b) A by-law is, until amended or revoked, binding on the ALERA ACT and on each member as if it were contained in these rules.

- (c) The Secretary must give written notice of the making, amendment or revocation of a bylaw.
- (d) A by-law comes into force fourteen days after the date of the notice unless the Secretary is asked, under paragraph 10(a), to convene a special general meeting for the purpose of amending or revoking a by-law.
- (e) Special general meeting held to consider a by-law:
 - (i) if the by-law is not amended or revoked it comes into force at the end of the meeting; or
 - (ii) if the by-law is amended it comes into force, as amended, at the end of the meeting.

11.4 Access to Rules and By-Laws

The Secretary must give a copy of these rules and any by-laws to a member on receiving a written request from the member.

11.5 Amendment of these Rules

These rules may be amended only by a motion passed by at least three-quarters of the members present and voting in person or by proxy at an Annual General Meeting or a special general meeting convened only for the purpose.

11.6 Winding up

- (a) The ALERA ACT may be wound up only if a resolution to that effect is passed at a special general meeting convened for that purpose only, by at least three quarters of the members present in person or by proxy and voting.
- (b) If, on winding up the ALERA ACT there remains any money or other property after the satisfaction of its debts, the money or other property:
 - (i) must not be distributed in any way among or for the benefit of members; and
 - (ii) subject to the ALERA ACTs Incorporation Act, is to be disposed of, by way of gift or otherwise:
 - (A) to an organisation determined by the members present in person or by proxy at the meeting that assed the resolution for winding up, being an organisation having objects similar to those of the ALERA ACT; or
 - (B) if those members determine there is no such organisation - to a public educational institution determined by those members.