

***Constitution of the  
Industrial Relations  
Society of Queensland  
Inc.***

Constitution of the Industrial Relations Society of  
Queensland Inc.

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## INDUSTRIAL RELATIONS SOCIETY OF QUEENSLAND INC. CONSTITUTION

### 1. NAME

- (a) The name of the Society is the Industrial Relations Society of Queensland Inc.

### 2. REGISTERED OFFICE

- (a) The registered office of the Society will be at 5/41 Park Road, Milton Queensland 4064.
- (b) Subject to these rules all meetings of the Society will be held at the location determined by the Executive Committee.

### 3. INTERPRETATION

- (a) In these rules, the following words and phrases have the meaning assigned:
  - (i) "**Act**" means the *Associations Incorporation Act 1981* (Qld);
  - (ii) "**Advisory Committee**" means a committee of the Society appointed in accordance with sub-rule 39(a);
  - (iii) "**Annual General Meeting**" means the annual general meeting of the Society held in accordance with these rules;
  - (iv) "**Chief Executive**" means the person appointed as the chief executive of the Office of Fair Trading;
  - (v) "**Corporate Member**" means a member of the Association in the class of membership provided by sub-rule 6(a)(vi);
  - (vi) "**Executive Committee**" means the President, Vice-Presidents, Secretary and Treasurer;
  - (vii) "**Immediate Past President**" means the person who held the office of President for the term of office immediately past;
  - (viii) "**Management Committee**" means the committee established by rule 21;
  - (ix) "**Member**" means, unless these rules or the context provides otherwise, a financial ordinary, student or corporate member of the Society;

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- (x) **"Minute Book"** means the book containing the minutes of the Society's general meetings provided for by rule 48;
  - (xi) **"Model Rules"** means the rules set out as schedule 4 to the Act;
  - (xii) **"Objectives"** means objectives provided by rule 4;
  - (xiii) **"Register"** means the register provided for by rule 16;
  - (xiv) **"Registered Office"** has the meaning provided by rule 2;
  - (xv) **"Returning Officer"** means the person appointed as Returning Officer in accordance with these rules;
  - (xvi) **"Society"** means the Industrial Relations Society of Queensland Inc.;
  - (xvii) **"Special General Meeting"** means a special general meeting of the Society held in accordance with these rules; and
  - (xviii) **"Special Resolution"** means a resolution that must be passed by  $\frac{3}{4}$  of the Members in attendance at a meeting considering a special resolution.
- (b) In these rules:
- (i) the singular includes the plural and the plural includes the singular;
  - (ii) a reference to a statute includes any:
    - (A) statute amending, consolidating or replacing the statute; and
    - (B) regulation made under the statute as that regulation is in force from time to time;
  - (iii) headings will be taken into account in interpreting these rules;
  - (iv) a reference in these rules to a "rule" is, unless the context clearly indicates otherwise, a reference to a rule of these rules;
  - (v) a reference in these rules to a "sub-rule" means, unless the context clearly indicates otherwise, a sub-rule of the rule in which the reference to the sub-rule is made;
  - (vi) a reference in these rules to a "part" means, unless the context clearly indicates otherwise, a part of the sub-rule in which the reference to the part is made;

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- (vii) a reference, in these rules, to a “schedule”, unless the context clearly indicates otherwise, is a reference to a schedule to, and which forms part of, these rules;
  - (viii) a reference, in these rules, to “by-laws”, unless the context clearly indicates otherwise, is a reference to by-laws to, and which forms part of, these rules;
  - (ix) a reference to any “attendance” by a Member at a meeting includes attendance in person or by means of communication where the Member may participate without being in physical attendance, where these rules permit the other form of attendance, or by proxy, where these rules permit attendance by proxy;
  - (x) where in these rules any period of time, dating from a given day, act or event, is prescribed or allowed for any purpose, the period must, unless the contrary intention appears, be reckoned exclusive of such day or the day of such act or event;
  - (xi) where the last day of any period prescribed or allowed by these rules for the doing of anything falls on a Saturday or a Sunday or on a day which is a public holiday in the place in which the thing is to be or may be done, the thing may be done on the first day following which is not a Saturday, Sunday or a public holiday in that place;
  - (xii) a reference to the performance of a duty by the Management Committee, the Executive Committee, any officer or person is inclusive of a reference to the officer or person causing the duty to be discharged and/or inclusive of the duty being discharged by any other Member or person holding the written delegation of the officer or person; and
  - (xiii) a word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.
- (c) So there can be no doubt these rules operate to the exclusion of the Model Rules in so far as these rules provide for the same subject matter as a rule provided for in the Model Rules.
- (d) For the purposes of these rules:
- (i) a Corporate Member must appoint an individual as a Representative to exercise the powers that may be exercised as a Corporate Member;
  - (ii) the appointment of the Representative will, subject to part (iii)(C), be a standing appointment;
  - (iii) the Corporate Member appointing the Representative:

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- (A) will appoint only 1 Representative;
  - (B) must notify the Secretary in writing of the appointment and the appointment will not be effective until that notification is given;
  - (C) may replace their Representative provided that written notification of the replacement is given to the Secretary and the replacement will not be effective, and will not be able to act as the Representative, until notification is given;
- (iv) a Representative is only entitled to exercise 1 vote, and so there can be no doubt can hold, and give, proxy votes in accordance with these rules.

## 4. OBJECTIVES

- (a) The Society's primary objectives are to:
  - (i) organise and foster discussion within the field of industrial relations;
  - (ii) organise and foster research within the field of industrial relations;
  - (iii) organise and foster education within the field of industrial relations;
  - (iv) organise and foster publication within the field of industrial relations;
  - (v) provide for the development of relationships between, and networking for, members working in the field of industrial relations; and
  - (vi) to raise standards of conduct for members working in the field of industrial relations.
- (b) None of the objectives in sub-rule (a) limit any of the other objectives in sub-rule (a).
- (c) Without limiting the objectives provided in sub-rule (a) of this rule, the Society also has the following objectives as provided for in this sub-rule which are ancillary to the objectives provided for in sub-rule (a), to:
  - (i) provide education and training to its Members and non-members;
  - (ii) publish newsletters and other publications;
  - (iii) co-operate, become members of or affiliate with any incorporated or unincorporated association or organisation which, in any way, assists to promote the objects of the Society;
  - (iv) improve, foster and protect the interests of its members;



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- (v) establish a code of conduct for the discharge of professional obligations;
  - (vi) make arrangements with any persons engaged in any trade, business or profession for the provision to the Members of the Society of any special benefits, privileges and advantages and in particular in relation to goods and services;
  - (vii) establish or assist in establishing, or to negotiate with another body to establish a club for social, literary, residential or recreational purposes of Members, and for all other purposes for members, lawfully permissible to a club and to do any act or thing that is incidental to those purposes; and
  - (viii) do all things incidental to, or conducive for carrying out, any of the objectives that is necessary, convenient, expedient, desirable or advisable.
- (d) No objective in sub-rule (c) of this rule limits the operation of any other objective in sub-rule (c).
  - (e) The assets and income of the Society will be applied solely in furtherance of its Objectives and no portion will be distributed directly or indirectly to the members of the Society except as bona fide compensation for services rendered or expenses incurred on behalf of the Society.

## 5. POWERS

- (a) The Society has the powers of an individual.
- (b) The Society may do all things necessary, incidental or conducive to attaining the Objectives.

## 6. MEMBERSHIP

- (a) The membership of the Society will consist of the following classes of members:
  - (i) **ordinary** – any person who is of good character and has an interest in industrial relations;
  - (ii) **student:**
    - (A) engaged in a full-time course of study, recognised by the Management Committee at any education institution; or
    - (B) engaged in a part-time course of study recognised by the Management Committee and who is not engaged in the

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practice of industrial relations as a substantial part of a member's employment.

The annual membership fee payable by student members shall be that for the time being prescribed by the Management Committee of the Society. Student membership shall be from year to year and may be expressed in terms of a calendar year or academic year of membership. At its absolute discretion, the Management Committee may decide that a person applying for student membership is eligible only for ordinary membership.

- (iii) **life member** - life membership may be conferred in accordance with these rules;
  - (iv) **honorary member** - honorary membership may be granted by the Management Committee to any person who in the interests of the Society should be accorded this honour for a short period or for a special purpose, subject to any conditions determined by the Management Committee;
  - (v) **retired members** - retired membership may be granted to any member of the Society who, for whatsoever reason, retires from remunerated employment and no longer works as an employee or otherwise, subject to any conditions determined by the Management Committee; and
  - (vi) **corporate members** – corporate members are a corporation, government department, statutory body, local authority or incorporated association which the Management Committee, in its absolute discretion, considers:
    - (A) to be a fit and proper body;
    - (B) that it has agreed to abide by these rules;
    - (C) that it has agreed to support and facilitate the achieving of the Association's objectives; and
    - (D) is not a member, or is not associated with, any other entity, body or association, incorporated or not incorporated, where to be a member or be associated may be in conflict with the Association.
- (b) The number of members in any class of membership is unlimited.
- (c) No person, or corporation, will be admitted to membership unless they subscribe to the objectives and agree to be bound by these rules.

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## 7. NEW MEMBERSHIP

- (a) An application for membership must be:
  - (i) in writing;
  - (ii) signed by the applicant; and
  - (iii) in the form determined by the Management Committee.
- (b) The Society may, despite sub-rule (a), publish, and accept, applications for membership by the internet, and in relation to any applications received by the internet the provisions of the *Electronic Transactions (Queensland) Act 2001* (Qld) apply and an applicant for membership will be held to have signed the application form if the requirements of section 14 of the *Electronic Transactions (Queensland) Act 2001* (Qld) are met.
- (c) The Secretary may, despite sub-rules (a) and (b), waive the completion of the application form by an applicant, may accept an application that is in some other form or may accept applications that are made by phone.

## 8. MEMBERSHIP AND JOINING FEES

- (a) The membership fee is the fee paid for membership of the Society for the period of the financial year.
- (b) The membership fee for each class of membership is, subject to this rule, the amount the Management Committee determines, provided that life members do not have to pay a membership fee and will for the purposes of these rules be considered to be a financial member.
- (c) The amount of the membership fee may, subject to this rule, vary as between classes, or within classes, of membership required to pay a membership fee.
- (d) The date for payment of the membership fee is the commencement of the financial year.
- (e)
  - (i) The membership fee payable by an applicant for membership to join the Society at any time after 6 months of the financial year, in which the application is made, has expired is the proportion of the annual membership fee calculated on the basis that the unexpired portion of the financial year bears to the financial year, provided that the Management Committee can, in its sole discretion, waive the payment of fees; and

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- (ii) upon the applicant for membership's application being accepted and upon payment by the applicant, or waiver as the case may be, the applicant for membership will be accorded all the rights and will have all the liabilities of membership, and the member will be financial for the respective financial year.
- (f) When the Management Committee considers it desirable that an applicant, for a class of membership that requires the payment of a membership fee, should be admitted to membership of the Society and any of the following exist:
  - (i) the applicant is suffering from financial hardship; or
  - (ii) other extenuating circumstances exist in relation to the applicant,then the Management Committee may, in its absolute discretion, waive the payment of the annual membership fee or reduce the amount of the annual membership fee to be paid by the applicant.
- (g) All membership fees are to be paid to the Society.
- (h) A member whose fees are waived is a financial member, of the class of membership of the Society to which they are admitted, for the period for which the waiver is in force.
- (i) The Society may require that applicants for membership pay a joining fee in such amount as the Management Committee may determine, provided that the Management Committee may differentiate, in the setting of a joining fee, between different classes, or within classes, of membership.

## **9. ADMISSION AND REJECTION OF NEW MEMBERS**

- (a) The Management Committee must consider an application for membership at the next committee meeting held after it receives:
  - (i) the application for membership; and
  - (ii) the appropriate membership fee for the application.
- (b) The Management Committee must ensure that, as soon as possible after the person applies to become a member of the Society, and before the Management Committee considers the person's application, the person is advised:
  - (i) whether or not the Society has public liability insurance; and
  - (ii) if the Society has public liability insurance—the amount of the insurance.

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- (c) The Management Committee must determine at the meeting whether to accept or reject the application.
- (d) If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for and membership will commence on, and from, the date of acceptance.
- (e) The Secretary must, as soon as practicable after the Management Committee determines to accept or reject an application, give the applicant a written notice of the decision.
- (f) An applicant for membership does not become a member until their membership application is accepted in accordance with this rule and they have paid:
  - (i) the relevant membership fee; and
  - (ii) the relevant joining fee (if any).

## **10. WHEN MEMBERSHIP ENDS**

- (a) A member may resign from the Society by giving a written notice of resignation to the Secretary.
- (b) The resignation takes effect at:
  - (i) the time the notice is received by the Secretary; or
  - (ii) if a later time is stated in the notice—the later time.
- (c) A members' membership will end, irrespective of the circumstances at the time the member commenced membership, if the member is of unsound mind or liable to be dealt with in any way under the law relating to mental health.

## **11. TERMINATION OF MEMBERSHIP**

- (a) The Management Committee may terminate a member's membership if the member:
  - (i) is convicted of an indictable offence;
  - (ii) is a Corporate Member and the Corporate Member it is wound up;
  - (iii) does not comply with any of the provisions of these rules;
  - (iv) has membership fees in arrears for at least 2 months;
  - (v) breaches the Society's code of conduct; or

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- (vi) conducts themselves, or itself as the case may be, in a way considered to be injurious or prejudicial to the character, reputation or interests of the Society.
- (b) Before the Management Committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (c) If, after considering all representations made by the member, the Management Committee determines to terminate the membership, the Secretary must promptly give the member a written notice of the decision.
- (d) In the event that the Management Committee has determined to terminate a member pursuant to sub-rule (a)(iv), sub-rules (b) and (c) will not apply but such member must be promptly notified by the Secretary of the termination of their membership and the reason for that termination.

## **12. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

- (a) Where a person's application, or a Corporate Member's application, for membership has been rejected or a Member where membership has been terminated, the applicant or Member, as the case may be, may give the Secretary written notice of intention to appeal against the decision.
- (b) A notice of intention to appeal must be given to the Secretary within 14 days after receipt by the applicant or Member, as the case may be, written notice of the decision.
- (c) If the Secretary receives a notice of intention to appeal, the Secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

## **13. GENERAL MEETING TO DECIDE APPEAL**

- (a) The general meeting to decide an appeal must be held within 3 months after the Secretary receives the notice of appeal.
- (b) At the meeting:
  - (i) the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated; and
  - (ii) the Management Committee, and the members of the committee who rejected the application or terminated the membership, must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

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- (c) An appeal must be determined by a majority vote of the Members present and eligible to vote at the meeting.
- (d) If a person whose application for membership has been rejected does not appeal against the decision within 14 days after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.

## **14. LIFE MEMBERS**

- (a) Life members are appointed in accordance with these rules.
- (b) Life members are not required to pay fees or levies.
- (c) Life members must comply with these rules.
- (d) Life members have the privileges under rule 15.

## **15. PRIVILEGES OF MEMBERSHIP**

- (a) Subject to this rule ordinary and Corporate Members, if financial, are entitled, subject to these rules, to enjoy the following privileges of membership, to:
  - (i) attend any general meeting of the Society;
  - (ii) propose or second a motion for a general meeting of the Society;
  - (iii) speak to a motion before a general meeting of the Society;
  - (iv) vote on any motion at any general meeting of the Society;
  - (v) vote on the election of a member to life membership;
  - (vi) nominate a candidate for office in the Society;
  - (vii) nominate, subject to these rules, for any office in the Society other than Returning Officer;
  - (viii) if a candidate in an election for any office in the Society appoint a scrutineer;
  - (ix) vote in any ballot for elections for any office in the Society;
  - (x) vote in any plebiscite of members;
  - (xi) inspect the Register;
  - (xii) inspect the Minute Book;

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- (xiii) requisition a Special General Meeting;
- (xiv) receive the Society's publications;
- (xv) access the Society's library; and
- (xvi) access the Society's services,

provided that only ordinary or Corporate Members who have been financial for a continuous period of 3 months are entitled to exercise the privileges provided in part (iv), (v), (vi), (vii), (ix) and (x).

- (b) Student and retired members, if financial, are only entitled to:
  - (i) receive the Society's publications;
  - (ii) access the Society's library;
  - (iii) attend any general meeting of the Society; and
  - (iv) access the Society's services on a discounted fee for service basis.
- (c) Life members are only entitled, subject to these rules and the Act, to:
  - (i) attend any general meeting of the Society;
  - (ii) propose or second a motion for a general meeting of the Society;
  - (iii) speak to any motion at any general meeting of the Society;
  - (iv) address general meetings of the Society;
  - (v) receive the Society's publications;
  - (vi) access the Society's library; and
  - (vii) access the Society's services.
- (d) Honorary members are only entitled, subject to these rules, to attend any general meeting of the Society, but may not speak unless authorised to do so by the General Meeting.

## 16. REGISTER OF MEMBERS

- (a) The Management Committee must keep a register of members of the Society.
- (b) The Register must include the following particulars for each member:
  - (i) the full name of the member;



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- (ii) the postal or residential address of the member;
  - (iii) the date of admission as a member;
  - (iv) the class of membership to which they are admitted;
  - (v) the time of resignation or date of death of the member;
  - (vi) details about termination or reinstatement of membership; and
  - (vii) any other particulars the Management Committee, or the Members at a general meeting, may determine.
- (c) The Register must, subject to sub-rule (e), be open for inspection by Members, appropriately privileged in accordance with rule 15, at all reasonable times.
- (d) A Member must contact the Secretary to arrange an inspection of the Register.
- (e) The Executive Committee may, on the application of a Member, withhold information about the member (other than the Member's full name) from the Register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member, or the Society, at risk of harm.

## **17. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS**

- (a) A Member must not:
- (i) use information obtained from the Register to contact, or send material to, another member for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (ii) disclose information obtained from the Register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Society for the purpose of advertising for political, religious, charitable or commercial purposes.
- (b) Sub-rule (a) does not apply if the use, or disclosure, of the information is approved by the Society.

## **18. APPOINTMENT OF SECRETARY**

- (a) The Secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border and who is either:
- (i) a member of the Management Committee;

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(ii) another Member; or

(iii) another person,

and is appointed by the Management Committee.

(b) If a vacancy happens in the office of Secretary, the Management Committee must ensure a Secretary is appointed or elected within 1 month after the vacancy happens.

## **19. REMOVAL OF SECRETARY**

The Management Committee may at any time remove a person appointed by the Management Committee as the Secretary.

## **20. SOCIETY EMPLOYEES/CONTRACTORS**

- (a) The Society may for the purposes of carrying out these rules employ or engage such persons or contracting entities as necessary.
- (b) Persons and contracting entities will be employed or engaged upon such terms and conditions as the Society may prescribe.
- (c) The allocation of duties and responsibilities to, and the daily operational management of, employees and/or contracting entities will be the responsibility of the President.
- (d) Employees and/or contracting entities will report to the President.

## **21. MEMBERSHIP OF MANAGEMENT COMMITTEE**

- (a) The Management Committee will consist of the following officers with one half ( $\frac{1}{2}$ ) of the Management Committee to be elected each year for a two (2) year term on an even year/odd year basis as follows:
  - (i) a President (odd);
  - (ii)
    - (A) one (1) Vice-President from organisations of employees (even);
    - (B) one (1) from employers and/or organisations of employers but excluding representative of the Commonwealth, the State of Queensland and the legal profession (odd);
    - (C) one (1) from other groups of members (even);
  - (iii) a Treasurer (even);

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- (iv) a Secretary (even);
  - (v)
    - (A) one (1) member from employers and/or organisations of employers but excluding representative of the Commonwealth, the State of Queensland and the legal profession (even); and
    - (B) one (1) member from employers and/or organisations of employers but excluding representative of the Commonwealth, the State of Queensland and the legal profession (odd);
  - (vi)
    - (A) one (1) member from organisations of employees (even);
    - (B) one (1) member from organisations of employees (odd);
  - (vii) one (1) member from employees of the Commonwealth of Australia (odd);
  - (viii) one (1) member from employees of the State of Queensland (even);
  - (ix) one (1) member from the academic staff of Tertiary Institutions (odd);
  - (x) one (1) member from the legal profession in Queensland (even);
  - (xi)
    - (A) two (2) Management Committee members (odd); and
    - (B) two (2) Management Committee members (even); and
  - (xii) one (1) student member from the student members (even).
- (b) A member of the Management Committee must be an appropriately privileged member.
  - (c) Subject to sub-rule 22(b) at each Annual General Meeting of the Society, the members of the Management Committee whose two (2) year term has expired must in accordance with these rules retire from office, but are eligible, on nomination, for re-election.
  - (d) A Member may be appointed to a casual vacancy on the Management Committee in accordance with rule 27.

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- (e) So there can be no doubt any member of the Management Committee who ceases to be financial also ceases to be a member of the Management Committee.
- (f) The Immediate Past President will be a member of the Management committee.

## **22. ELECTING THE MANAGEMENT COMMITTEE**

- (a) Officers can only be elected in accordance with this rule.
- (b) The term of office for members of the Management Committee is 2 years.
- (c) Half-committee elections for the Management Committee will occur annually, in rotation, in alternating years, commencing in 2016.
- (d) Subject to this rule, only members who are appropriately privileged in accordance with rule 15 are, subject to these rules, entitled to nominate for election to the Management Committee.
- (e) Only members who are appropriately privileged in accordance with rule 15 are entitled to vote in each election.
- (f) No member is able to nominate for more than 1 office on the Management Committee.
- (g) A member of the Management Committee may only be elected as follows:
  - (i) any Member, appropriately privileged in accordance with rule 15, may nominate another Member for the purposes of this rule (the "candidate") to serve as President, Secretary, Treasurer or Management Committee Member as provided by part (ii);
  - (ii)
    - (A) Only a Member, appropriately privileged in accordance with rule 15, who is an employee or officer of an employee organisation may nominate a person from their respective class for the position of Vice-President representing organisations of Employees;
    - (B) Only a Member, appropriately privileged in accordance with rule 15, who is an employee or officer of an employer organisation excluding the Commonwealth, the State of Queensland and the legal profession may nominate a person from their respective class for the position of Vice-President representing employers and/or organisations of employers;

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- (C) Only a Member, appropriately privileged in accordance with rule 15, who is not specifically provided for by parts (A) or (B) may nominate a person from their respective class for the position of Vice-President from the other groups of members;
  - (D) Only a Member, appropriately privileged in accordance with rule 15, who is an employee or officer of an employer organisation excluding the Commonwealth, the State of Queensland and the legal profession may nominate a person for the office provided by rule 21(a)(v).
  - (E) Only a Member, appropriately privileged in accordance with rule 15, who is an employee or officer of an organisation of employees may nominate a person for the office provided by rule 21(a)(vi).
  - (F) Only a Member, appropriately privileged in accordance with rule 15, who is an employee of the Commonwealth of Australia may nominate a person for the office provided by rule 21(a)(vii).
  - (G) Only a Member, appropriately privileged in accordance with rule 15, who is an employee of the State of Queensland may nominate a person for the office provided by rule 21(a)(viii).
  - (H) Only a Member, appropriately privileged in accordance with rule 15, who is from the academic staff of a Tertiary Institution may nominate a person for the office provided by rule 21(a)(ix).
  - (I) Only a Member, appropriately privileged in accordance with rule 15, who is from the legal profession in Queensland may nominate a person for the office provided by rule 21(a)(x).
  - (J) Any a Member may nominate a student member for the office provided by rule 21(a)(xii).
- (iii) the nomination must be:
- (A) in writing;
  - (B) signed by the candidate and the nominators; and
  - (C) given to the Returning Officer at least 28 days before the Annual General Meeting at which the election is to be held.
- (h) No Member will be eligible for election to the Management Committee unless the Member:

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- (i) is at least 18 years of age;
  - (ii) is eligible, in accordance with these rules, to stand for office provided that the Member, who is so privileged but who has not been such a privileged member for a period of one (1) continuous year, but who has served, for a period that the Management Committee considers appropriate, in a casual vacancy on the Management Committee, is eligible to stand as a candidate for the Management Committee;
  - (iii) is not an undischarged bankrupt or if a corporate member subject to winding-up;
  - (iv) has not been convicted of an indictable criminal offence or sentenced to imprisonment;
  - (v) is not a member, employee, director or agent of any other entity, body or society, incorporated or not incorporated, that operates in competition with the Society;
  - (vi) is not of unsound mind or liable to be dealt with in any way under the law relating to mental health;
  - (vii) has been nominated in accordance with this rule; and
  - (viii) is not otherwise ineligible to be elected as a member under section 61A of the Act.
- 
- (i) The Returning Officer when conducting the election will give Members who are entitled to be nominated and/or to nominate a candidate for election at least 14 days notice of the date by which nominations must be received.
  - (j) Each candidate must be nominated and nominations are to be in the form prescribed by the Management Committee.
  - (k) A Member nominating for office will elect on the nomination form the office for which the Member is nominating.
  - (l) The Returning Officer will, in relation to any uncontested positions, declare the successful candidates elected.
  - (m) If, following the close of nominations there:
    - (i) are insufficient Members nominated to fill an office the subject of the election, then nominations will be reopened by the Returning Officer for a further period of seven (7) days; or

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- (ii) is no Member nominating for an office for which an election is being conducted then the vacancy will be filled, in accordance with rule 27, provided that the Member appointed will only hold office for that part of the term applicable to the office concerned that expires at the Annual General Meeting held in the next succeeding year.
- (n) All Members, who are appropriately privileged under these rules are, subject to this rule, entitled to cast 1 vote.
- (o) The Returning Officer will, where there is any contest for offices conduct a secret electronic ballot in the following manner:
  - (i) utilise an appropriate electronic/email platform;
  - (ii) within 2 days of the close of nominations prepare ballot papers for each contested office, listing the candidates for election in alphabetical order;
  - (iii) prepare voting instructions for Members entitled to vote in relation to the following:
    - (A) the method of voting;
    - (B) the marking of the ballot paper; and
    - (C) the return of the ballot paper and information as to candidates;
  - (iv) ensure that Members who are entitled to vote are instructed that such ballot papers should not disclose the identity of the Member voting and that any ballot paper so marked as to disclose the identity of the Member voting will be discarded and will not be counted in the ballot;
  - (v) do all such things as are necessary to ensure the secrecy of the ballot;
  - (vi) count the ballot in the presence of scrutineers (if any) appointed by the candidates for election;
  - (vii) determine the ballot on a “first past the post” basis;
  - (viii) declare the successful candidates elected and report to the chairperson of the Annual General Meeting of the results of the ballot, and the chairperson will declare the candidates elected at the Annual General Meeting; and
  - (ix) the Returning Officer will keep the candidates informed as to the steps being taken in, and result of, the election.

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- (p) Candidates elected to office will hold office, subject to these rules, from the declaration of the election at the Annual General Meeting until their respective successors are formally declared elected at the next election relevantly held.

## **23. POWER OF THE MANAGEMENT COMMITTEE**

- (a) The Management Committee, subject to these rules, may between general meetings exercise all power of the Society.

## **24. RETURNING OFFICER**

- (a) The Annual General Meeting must appoint a Returning Officer and if the Returning Officer resigns, or is removed, then the Management Committee will promptly appoint a replacement Returning Officer who will act until replaced in accordance with these rules.
- (b) The Returning Officer must be a person of appropriate skill and experience in relation to the conduct of ballots and must not be a candidate in, nominate a candidate for or vote in the election.

## **25. RESIGNATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER**

- (a) A member of the Management Committee may resign from the committee by giving written notice of resignation to the Secretary.
- (b) The resignation takes effect at:
  - (i) the time the notice is received by the Secretary; or
  - (ii) if a later time is stated in the notice—the later time.

## **26. REMOVAL FROM OFFICE**

- (a) Not less than 15% of the ordinary Members may requisition, in writing, for a member of the Management Committee to be removed from office if the member of the Management Committee has:
  - (i) conducted themselves, as a member of the Management Committee, in a manner which is prejudicial to the character, reputation or interests of the Society; and/or
  - (ii) neglected to perform their duty, as an officer, pursuant to these rules so that the interests of the Society have substantially suffered.

(for the purposes of this rule the “Requisition”)



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- (b) The Requisition must properly particularise the conduct or neglect alleged so as to enable the officer concerned a proper opportunity to show cause as to why the officer should not be removed from office.
- (c) The Requisition must, subject to sub-rule (a), be delivered to the Secretary who must promptly provide a copy of the Requisition to the officer concerned.
- (d) The officer concerned has 14 days, from the date of receiving the Requisition, to advise the Secretary, by notice in writing, that the officer wishes to show cause as to why the officer should not be removed.
- (e) In the event that the officer concerned determines (in writing) not to show cause, or fails to give notice, that officer will be taken to have vacated office from the date of the notice or the expiration of 14 days, whichever is the earlier.
- (f) In the event that the officer concerned wishes to show cause as to why the officer should not be removed, the Secretary must give notice of a Special General Meeting to be held, to determine whether the officer concerned should be removed from office, no later than 2 months from the date the Requisition is provided to the officer concerned.
- (g) At the Special General Meeting held in accordance with sub-rule (f):
  - (i) the officer concerned must be given a full and fair opportunity to show cause why the officer should not be removed from office; and
  - (ii) a representative of the requisitioners, appointed by those of the requisitioners in attendance at the Special General Meeting, must be given a full and fair opportunity to show why the officer concerned should be removed from office.
- (h) The Special General Meeting may determine whether the officer concerned has shown cause and may do so in the absence of the officer, if the officer does not attend the Special General Meeting of which the officer was given notice.
- (i) The result of the Requisition to show cause must be determined by a vote of the ordinary Members present, privileged in accordance with rule 15 and eligible to vote at the meeting.
- (j) The officer concerned may represent themselves at the meeting, or be represented by another Member, but is not otherwise entitled to be represented.

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- (k) If the Special General Meeting determines that the member concerned should be removed from office the member's office will be immediately vacated on, and from, the determination.
- (l) No appeal lies from a determination of the Special General Meeting which is final.
- (m) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.
- (n) In the event that the member of the Management Committee sought to be removed is the Secretary then the references in this rule to the Secretary will be a reference to the President.

## **27. VACANCIES ON MANAGEMENT COMMITTEE**

- (a) If a casual vacancy happens on the Management Committee, the continuing members of the committee may, despite sub-rule 15(a) appoint an ordinary Member of the Society, otherwise qualified, to fill the vacancy until the next Annual General Meeting, where an election for the relevant term or balance of the term will be held in accordance with these rules.
- (b) The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- (c) However, if the number of Management Committee members is less than the number fixed under sub-rule 29(d) as a quorum of the Management Committee, the continuing members may act only to:
  - (i) increase the number of Management Committee members to the number required for a quorum; or
  - (ii) call a general meeting of the Society.

## **28. MANAGEMENT COMMITTEE MAY DELEGATE**

- (a) The Management Committee, without limitation to any other power provided by these rules:
  - (i) may delegate its powers to the Executive Committee;
  - (ii) has the authority to interpret these rules subject to the law;
  - (iii) may delegate any of its powers, other than this power to delegate, to an Advisory Committee as the Management Committee considers appropriate and may place conditions on any delegation; and

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- (iv) may make, amend or repeal by-laws not inconsistent with these rules, for the management of the Society.

## **29. MEETINGS OF THE MANAGEMENT COMMITTEE**

- (a) Meetings of the Management Committee will be held as often as may be necessary for properly managing the affairs of the Society, but must be held at least 6 times per year.
- (b)
  - (i) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of Members of the Management Committee, will lapse; or
  - (ii) in any other case it will stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those in attendance will form quorum.
- (c) The Secretary will provide 7 days notice of meetings, provided that if the President or Secretary consider that the circumstances require that a meeting be more urgently held then the Secretary may call, or must call on the direction of the President, a meeting of the Management Committee giving such notice as is reasonably practicable.
- (d) A quorum for every meeting of the Management Committee will be a simple majority of the members elected to the Management Committee.
- (e) Questions arising at meetings of the Management Committee will, wherever possible, be determined by consensus.
- (f) Subject to these rules, the Management Committee may meet together and regulate its proceedings as it thinks fit, provided that questions arising at any meeting of the Management Committee, which cannot be determined by consensus, will be determined by a majority of votes.
- (g) Where a ballot of the Management Committee is required every member of the Management Committee, including the chairperson, will be entitled to 1 deliberative vote and if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (h) A member of the Management Committee will not vote in respect of any contract or proposed contract with the Society in which the member has a vested interest, or any matter arising thereof, and if the member does so vote the vote must not be counted.

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- (i) The President will preside as chairperson at every meeting of the Management Committee, or if there is no President or if at any meeting the President is not present within 10 minutes after the time appointed for holding the meeting, or if present is not willing to act, then a Vice-President will be chair or if a Vice-President is not present at the meeting, or if present is not willing to act, then the members may choose 1 of their number to be chair of the meeting and any such person will whilst so acting have, for the purposes of conducting the meeting, the authority and power of the President, provided that if there is more than one Vice-President in attendance the Vice-Presidents will determine which of them is to chair the meeting and if unable to determine then the members present may choose the Vice-President to act.
  
- (j)
  - (i) A resolution in writing signed by all members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee will be valid and have the same effect as if it had been passed at a meeting of the Management Committee; and
  - (ii) any resolution referred to in part (i) may consist of several documents in like form each signed by 1 or more members of the Management Committee.
  
- (k) A special meeting of the Management Committee will be convened by the Secretary on the requisition in writing signed by any 3 of the members of the Management Committee, which requisition will clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted.
  
- (l) A special meeting of the Management Committee may:
  - (i) be called by the President or the Secretary who will give such notice of the meeting as is practicable in the circumstances and such special meeting may be conducted by telephone, radio, video-conferencing or any other method by which members of the Management Committee are able to communicate with each other without being physically present; or
  - (ii) be conducted by a ballot of the members of the Management Committee on the subject matter of the special meeting by means of registered post, facsimile transfer, E-mail or by such other electronic or telegraphic means as may be available, provided that:
    - (A) in any such ballot of the Management Committee, a majority of the members of the Management Committee entitled to vote and so voting, will constitute a quorum; and

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(B) in any such ballot of the Management Committee decisions will be by simple majority of the votes cast.

(m)

(i) a member of the Management Committee not present at a meeting or any part of the meeting may, subject to these rules, appoint in writing a member of the Management Committee as proxy to exercise such vote provided that no member may hold more than 1 proxy at any meeting of the Management Committee; and

(ii) a proxy will count for the purposes of quorum.

## **30. MINUTES OF MANAGEMENT COMMITTEE MEETINGS**

(a) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.

(b) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

## **31. EXECUTIVE COMMITTEE**

(a) The affairs of the Society will be administered, between meetings of the Management Committee, by the Executive Committee.

(b) The Executive Committee is comprised of the:

(i) President;

(ii) Immediate Past President;

(iii) Vice-Presidents;

(iv) Secretary; and

(v) Treasurer.

(c) All members of the Executive Committee have voting rights and the President also has a casting vote.

(d) So there can be no doubt any member of the Executive Committee who ceases to be a financial member of the Society also ceases to be a member of the Executive Committee.

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## **32. POWERS OF THE EXECUTIVE COMMITTEE**

- (a) The Executive Committee:
  - (i) may, between meetings of the Management Committee, exercise all the powers of the Society as provided for in these rules;
  - (ii) must not delegate power; and
  - (iii) all decisions of the Executive Committee may be reviewed by the Management Committee at the Management Committee's next meeting.

## **33. MEETINGS OF THE EXECUTIVE COMMITTEE**

- (a) Subject to these rules, the Executive Committee may meet together and regulate its proceedings as it thinks fit.
- (b) The Executive Committee will meet on such dates and times and at such places as the Executive Committee determines, to exercise its functions and the Secretary will give 7 days notice of such meetings, provided that the members of the Executive Committee may consent to shorter notice.
- (c) The Executive Committee may, in relation to meetings conduct such meetings by telephone, radio, video-conferencing or any other method by which members of the Executive Committee are able to communicate with each other without being physically present.
- (d) The President will preside as chairperson at every meeting of the Executive Committee.
- (e) At every meeting of the Executive Committee a quorum will be constituted by attendance in person of 3 members of the Executive Committee.
- (f) If within 15 minutes from the time appointed for the commencement of an Executive Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Executive Committee, will lapse, in any other case the meeting of the Executive Committee will stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (g) A special meeting of the Executive Committee will be convened by the Secretary on the request of the President or on the requisition in writing of not less than 2 members of the Executive Committee, which the requisition must clearly state the reasons why the special meeting is being called and the nature of the business to be transacted at the meeting.

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- (h) Not less than 1 days notice will be given by the Secretary to members of the Executive Committee of any special meeting of the Executive Committee convened on the requisition of members of the Executive Committee.
- (i)
  - (i) A notice of a special meeting must clearly state the nature of the business to be conducted at the meeting and no other business may be dealt with at the special meeting.
  - (ii) In the event of a special meeting being adjourned the only business that may be dealt with at the adjourned meeting is the business that remains unfinished from the business specified on the original notice of the special meeting.
- (j) If the President is not present at a meeting of the Executive Committee within 10 minutes after the time appointed for holding the meeting, or if present is not willing to act, a Vice-President will be chairperson or if a Vice-President is not present at the meeting, or if present is not willing to act, then the members of the Executive Committee may choose 1 of their number to be chairperson of the meeting, provided that if there is more than one Vice-President in attendance the Vice-Presidents will determine which of them is to chair the meeting and if unable to determine then the members present may choose the Vice-President to act.
- (k) If all the members entitled to attend a special meeting of the Executive Committee have signed a document containing a statement that they are in favour of a resolution of the Executive Committee in the terms set out in the document, a resolution in those terms will be deemed to have been passed at a special meeting of the Executive Committee held on the day on which the document was signed and at the time at which the document was last signed by a member of the Executive Committee or, if the members of the Executive Committee signed the document on different days, on the day on which, and at the time at which, the document was last signed by a member of the Executive Committee.
- (l) For the purposes of sub-rule (k), 2 or more separate documents containing statements in identical terms each of which is signed by 1 or more members of the Executive Committee will together be deemed to constitute 1 document containing a statement in those terms signed by those members of the Executive Committee on the respective days on which they signed the separate documents.
- (m) A special meeting of the Executive Committee may also be called, when the President or Secretary consider the circumstances require it, by the President or the Secretary who will:

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- (i) give such notice of the meeting as is practicable in the circumstances and such meeting may be conducted by telephone, radio, video-conferencing or any other method by which members of the Executive Committee are able to communicate with each other without being physically present; or
- (ii) by a ballot of the members of the Executive Committee on the subject matter by the means of registered post, facsimile transfer, email or by such other electronic or telegraphic means as may be available, provided that:
  - (A) in any such ballot of the Executive Committee, a majority of the members of the Executive Committee entitled to vote and so voting, will constitute a quorum;
  - (B) in any such ballot of the Executive Committee, decisions will be by simple majority of the votes cast; and
  - (C) in any such ballot no votes can be cast by proxy.
- (n) A member of the Executive Committee not present at a meeting or any part of the meeting may, subject to these rules, appoint in writing a member of the Executive Committee as proxy to exercise such vote provided that no member may hold more than 1 proxy at any meeting of the Executive Committee.

## **34. MINUTES OF EXECUTIVE COMMITTEE MEETINGS**

- (a) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Executive Committee meeting are entered in a minute book.
- (b) To ensure the accuracy of the minutes, the minutes of each Executive Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Executive Committee meeting, verifying their accuracy.
- (c) The Secretary must ensure that the minutes of Executive Committee are promptly provided to the members of the Management Committee so as to permit the Management Committee to consider, at its next meeting, any decision of the Executive Committee that are made between meetings of the Management Committee.

## **35. PRESIDENT**

- (a) The President will:
  - (i) exercise a watching brief over the whole of the administration of the Society;



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- (ii) be responsible, and accountable, for the good order and discipline of the Management Committee members;
- (iii) if present, preside at all Society meetings;
- (iv) preside over the Executive Committee;
- (v) report all Executive Committee meetings and decisions made by the Executive Committee to the next Management Committee meeting;
- (vi) be the spokesperson for the Society;
- (vii) represent the Society at the National level; and
- (viii) be an IRSQ representative position on the Australian Labour and Employee Relations Associations' national council.

## **36. VICE-PRESIDENT**

- (a) The Vice-President will act for the President if the President is absent.
- (b) Support the President to fulfil the objectives of the Society.
- (c) The President will preside as chairperson at every meeting of the Management Committee, or if there is no President or if at any meeting the President is not present within 10 minutes after the time appointed for holding the meeting, or if present is not willing to act, then a Vice-President will be chair or if a Vice-President is not present at the meeting, or if present is not willing to act, then the members may choose 1 of their number to be chair of the meeting and any such person will whilst so acting have, for the purposes of conducting the meeting, the authority and power of the President, provided that if there is more than one Vice-President in attendance the Vice-Presidents will determine which of them is to chair the meeting and if unable to determine then the members present may choose the Vice-President to act.

## **37. SECRETARY**

- (a) The Secretary's functions include, but are not limited to:
  - (i) calling meetings of the Society, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President;
  - (ii) keeping minutes of each meeting;
  - (iii) keeping copies of all correspondence and other documents relating to the Society;
  - (iv) maintaining the Register of members of the Society;

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- (v) the preparation and presentation of reports to the Management Committee and to the Society;
  - (vi) the issuing and receipt of correspondence between the Society and other persons;
  - (vii) administering the Society;
  - (viii) managing and co-ordinating in conjunction with the President the activities of the employees, contractors and/or agents to, or of, the Society;
  - (ix) ensuring records of the minutes of general meetings of the Society, the Management Committee meetings and the Executive Committee meetings are maintained;
  - (x) ensuring that notices of meetings are forwarded in accordance with the provisions of these rules; and
  - (xi) any other duties as may be provided by these rules or as may be directed by the Management Committee or a general meeting of the membership.
- (b) The Secretary will implement the Society's policies and decisions.
- (c) The Management Committee will appoint a person to act as its Secretary during any period when the Secretary is absent from duty or cannot, for another reason, perform the duties of the Secretary.

## **38. TREASURER**

- (a) The Treasurer will be responsible for and will cause records to be kept of all receipts and payments and other financial transactions.
- (b) The Treasurer will cause to be prepared financial budgets and statements.
- (c) The Treasurer will, on at least a quarterly basis, submit a report on the finances of the Society to the Management Committee or as requested by the Management Committee.
- (d) As soon as practicable after the close of the financial year the Treasurer will cause to be prepared a statement containing the particulars of:
  - (i) the income and expenditure of the Society for the financial year just ended; and

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- (ii) the assets and liabilities of the Society and the mortgages, charges and securities affecting the property of the Society at the close of the financial year just ended.

## **39. ADVISORY COMMITTEES**

- (a) The Management Committee may establish advisory committees as it considers appropriate to further the work of the Society.
- (b) An Advisory Committee will be comprised of such Members as the Management Committee determines.
- (c) An Advisory Committee has the power to co-opt Members and any other persons who may contribute to the deliberations of the Advisory Committee.
- (d) The Management Committee has the power to delegate to an Advisory Committee any of its powers, other than the power to delegate, for so long and for any purpose it considers appropriate and is otherwise consistent with these rules.
- (e) An Advisory Committee is responsible to, and is under the control, of the Management Committee.
- (f) An Advisory Committee must meet as often as necessary to discharge its business, or as otherwise required by the Management Committee, and must report promptly to the Management Committee on its deliberations.
- (g) The Management Committee may dissolve an Advisory Committee if it considers it appropriate to do so.
- (h) Subject to these rules an Advisory Committee will meet together and regulate its proceedings as it thinks fit.
- (i) The determinations of an Advisory Committee are not mandatory and must be approved by the Management Committee.

## **40. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATION**

- (a) An act performed by the Management Committee or a person acting as a member of the Management Committee is taken to have been validly performed.
- (b) Sub-rule (a) applies even if the act was performed when:
  - (i) there was a defect in the appointment of a member of the Management Committee or person acting as a member of the Management Committee; or

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- (ii) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

## **41. ANNUAL GENERAL MEETING**

- (a) The Annual General Meeting will be held within 6 months of the close of the financial year.
- (b) The business to be transacted at every Annual General Meeting is:
  - (i) the receiving of the President's report and a financial report which will include statements of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Society for the preceding financial year;
  - (ii) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
  - (iii) the declaration of the election of members to the Management Committee;
  - (iv) the appointment of the auditor;
  - (v) the appointment of the Returning Officer; and
  - (vi) motions on notice.
- (c) The business to be transacted at every second Annual General Meeting, commencing with the meeting in 2017, will also include the appointment of the Patron.
- (d) The Secretary will give 28 days notice of the Annual General Meeting.

## **42. SPECIAL GENERAL MEETING**

- (a) All general meetings of the Society other than the Annual General Meeting are Special General Meetings and will be held:
  - (i) when directed by the Management Committee; or
  - (ii) when a requisition in writing signed by not less than 15% of the ordinary Members is received by the Secretary, provided that the requisition must clearly state the reasons why the Special General Meeting is being convened and the nature of the business to be dealt with at the meeting;
  - (iii) if the Secretary is given a notice in writing of an intention to:

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- (A) appeal against the decision of the Management Committee to reject an application for membership;
- (B) terminate the membership of any member; or
- (C) contest a requisition to remove a member of the Management Committee from office.

## **43. NOTICE OF GENERAL MEETING**

- (a) The Secretary may call a general meeting of the Society.
- (b) The Secretary must, subject to these rules, give at least 14 days notice of the meeting to each Member of the Society.
- (c) If the Secretary is unable or unwilling to call the meeting, the President or another member of the Executive must call the meeting.
- (d) The Management Committee may decide the way in which the notice must be given.
- (e) However, notice of the following meetings must be given in writing:
  - (i) a meeting called to hear and decide the appeal of a person against the Management Committee's decision:
    - (A) to reject the person's application for membership of the Society; or
    - (B) to terminate the person's membership of the Society;
  - (ii) a meeting called to determine whether a member of the Management Committee should be removed from office; and
  - (iii) a meeting called to hear and decide a proposed Special Resolution of the Society.
- (f) A notice of a general meeting must state the business to be conducted at the meeting.

## **44. QUORUM FOR, AND ADJOURNMENT OF GENERAL MEETINGS**

- (a) The quorum for a general meeting is that number of ordinary Members that is the number of members elected or appointed to the Management Committee at the close of the Society's last general meeting plus 1.
- (b) No business may be conducted at a general meeting unless there is a quorum when the meeting proceeds to business.

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- (c) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the Society, the meeting lapses.
- (d) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the Society:
  - (i) the meeting is to be adjourned for at least 7 days; and
  - (ii) the Management Committee is to decide the day, time and place of the adjourned meeting.
- (e) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (f) If a meeting is adjourned under sub-rule (e), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (g) The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (h) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

## **45. PROCEDURE AT GENERAL MEETING**

- (a) Ordinary Members may take part and vote in a general meeting in person, by proxy or by using any technology, if reasonably available, that reasonably allows the member to hear and take part in discussions as they happen.
- (b) A Member who participates in a meeting as provided for in sub-rule (a) is taken to be present at the meeting, and so there can be no doubt, is counted for the purposes of quorum.
- (c) At each general meeting:
  - (i) the President is to preside as chairperson;
  - (ii) if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, a Vice-President will chair the meeting or if a Vice-President is not present, or if present is not willing to act, the Members present must elect 1 of their number to be chairperson of the meeting;

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- (iii) the President will preside as chairperson at every meeting of the Management Committee, or if there is no President or if at any meeting the President is not present within 10 minutes after the time appointed for holding the meeting, or if present is not willing to act, then a Vice-President will be chair or if a Vice-President is not present at the meeting, or if present is not willing to act, then the Members may choose 1 of their number to be chair of the meeting and any such person will whilst so acting have, for the purposes of conducting the meeting, the authority and power of the President, provided that if there is more than one Vice-President in attendance the Vice-Presidents will determine which of them is to chair the meeting and if unable to determine then the Members present may choose the Vice-President to act; and
- (iv) the chairperson must conduct the meeting in a proper and orderly way.

## 46. VOTING AT GENERAL MEETING

- (a) At a general meeting, each question, matter or resolution, other than a Special Resolution, must be determined by a majority of votes of the ordinary Members present.
- (b) Each ordinary Member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (c) The method of voting is, subject to sub-rule (d), to be determined by the Management Committee.
- (d) If at least 20% of the ordinary Members present demand a secret ballot, voting must be by secret ballot.
- (e) If a secret ballot is held, the chairperson must appoint 2 Members to conduct the secret ballot in the way the chairperson decides.
- (f) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

## 47. PROXIES

- (a) An instrument appointing a proxy must be in writing and be in the following, or similar, form:

Industrial Relations Society of Queensland Inc.:

I, [XX] of [XX], being an ordinary Member of the Society, appoint [XX] of [XX] as my proxy to vote for me on my behalf at the (annual) general meeting of the Society, to be held on the [XX] day of [XX] 20[XX] and at any adjournment of the meeting.

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Signed this [XX] day of [XX] 20[XX].

Signature

- (b) The instrument appointing a proxy must:
- (i) if the appointor is an individual—be signed by the appointor or the appointor’s attorney properly authorised in writing; or
  - (ii) if the appointor is a corporation:
    - (A) be under seal; or
    - (B) be signed by a properly authorised officer or attorney of the corporation.
- (c) A proxy may be a Member of the Society or another person, provided that no person can, for a general meeting of Members, hold more than 3 proxies, and, subject to these rules, all proxies count for the purposes of quorum at general meetings if Members.
- (d) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (e) Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (f) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (g) If an ordinary Member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following, or similar, form:

Industrial Relations Society of Queensland Inc.:

I, [XX] of [XX], being an ordinary Member of the Society, appoint [XX] of [XX] as my proxy to vote for me on my behalf at the (annual) general meeting of the Society, to be held on the [XX] day of [XX] 20[XX] and at any adjournment of the meeting.

This form is to be used \*in favour of/\*against [*strike out whichever*

*is not wanted*] the following resolutions:

[*List relevant resolutions*]

Signed this [XX] day of [XX] 20[XX].

Signature



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## 48. MINUTES OF GENERAL MEETINGS

- (a) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in the Minute Book.
- (b) To ensure the accuracy of the minutes:
  - (i) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - (ii) the minutes of each Annual General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Society that is a general meeting or Annual General Meeting, verifying their accuracy.
- (c) If requested by a Member, and subject to these rules, the Secretary must, within 28 days after the request is made:
  - (i) make the Minute Book for a particular general meeting available for inspection by the Member at a mutually agreed time and place; and
  - (ii) give the Member copies of the minutes of the meeting.
- (d) The Society may require the Member to pay the reasonable costs of providing copies of the minutes.

## 49. BY-LAWS

- (a) The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Society.
- (b) Notice of by-laws made, amended or repealed in accordance with sub-rule (a) must be provided to the Members by the means the Management Committee considers appropriate.
- (c) A by-law may be set aside by a vote of ordinary Members at a general meeting of the Society.

## 50. ALTERATION OF RULES

- (a) Subject to the Act, these rules may be amended, repealed or added to by a Special Resolution carried at a general meeting.
- (b) However an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

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## 51. SEAL

- (a) The Management Committee must ensure the Society has a common seal.
- (b) The common seal must be:
  - (i) kept securely by the Management Committee; and
  - (ii) used only under the authority of the Management Committee.
- (c) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by:
  - (i) the Secretary;
  - (ii) another member of the Management Committee; or
  - (iii) someone authorised by the Management Committee.

## 52. INDEMNITY AND INSURANCE

- (a) The Society will be responsible for the authorised acts of its officers and employees and the Society will indemnify its officers and employees in respect of payments made and liabilities incurred by them, if the acts, payments or liabilities performed, made or incurred by an officer or employee, as the case may be, was:
  - (i) within the scope of the officer's, or employee's, authority;
  - (ii) in the ordinary and proper conduct of the Society's business;
  - (iii) in the honest and reasonable discharge of the officer's, or employee's, office or employment; and
  - (iv) in good faith.
- (b) The Society will, subject to the provisions contained in sub-rule (a), indemnify any of the persons mentioned in sub-rule (a) against liability for any loss or damage though the loss or damage may have occurred by reason of negligence, a reasonable mistake, error, oversight or omission on the part of the person concerned.
- (c) To the extent permitted by the Act, the Society may insure or pay any premiums on a policy of insurance for officers or employees against any liability that the Society indemnifies an officer or employee for in accordance with this rule.
- (d) An officer of the Society may vote in favour of a resolution that the Society grant an indemnity pursuant to sub-rule (a), take insurance or

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pay the premiums on an insurance policy pursuant to sub-rule (c), even though the officer has a direct and material interest in the outcome of the resolution.

- (e) The indemnity provided by this rule extends only to the acts or conduct of an officer or employee of the Society that occurs in respect of the Society.
- (f) Nothing in this rule prevents the Management Committee from indemnifying persons who are not the subject of this rule, where it is in the interests of the Society to do so.

## **53. FUNDS AND ACCOUNTS**

- (a) The funds of the Society must be kept in an account in the name of the Society in a financial institution determined by the Management Committee.
- (b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Society.
- (c) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (d) A payment by the Society of \$100 or more must be made by cheque or electronic funds transfer.
- (e) If a payment of \$100 or more is made by cheque, the cheque or electronic funds transfer must, subject to sub-rule (f), be signed or if an electronic funds transfer be approved in advance in writing by any 2 of the following:
  - (i) the President;
  - (ii) the Secretary;
  - (iii) the Treasurer; and
  - (iv) any member of the Executive who has been authorised by the Management Committee to sign cheques issued by the Society.
- (f) Despite sub-rule (e) 1 of the persons who signs the cheque or approves the electronic funds transfer must be the President or the Secretary or the Treasurer.
- (g) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.

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- (h) A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- (i) All expenditure must be approved or ratified at a Management Committee meeting.

## **54. GENERAL FINANCIAL MATTERS**

- (a) On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (b) The income and property of the Society must be used solely in promoting the Society's Objectives and exercising the Society's powers.

## **55. REIMBURSEMENT OF EXPENSES**

- (a) Members of the Management Committee will be entitled to reimbursement of expenses, incurred on behalf of the Society or in the performance of Society business, as approved for payment by the Executive Committee.

## **56. DOCUMENTS**

- (a) The Secretary must ensure the safe custody of books, documents, instruments of title and securities of the Society.

## **57. FINANCIAL YEAR**

- (a) The end date of the Society's financial year is 30 June in each year.

## **58. COMPLAINTS**

- (a) A Member wishing to lay a complaint against another member may only do so by written complaint to the Secretary, who will refer the matter to the Management Committee for their consideration and, if appropriate, action in accordance with rule 11.

## **59. PLEBISCITE**

- (a) The Secretary will, on receipt of a request in writing signed by 20% of the ordinary Members, direct the conduct of a plebiscite of the Members who are appropriately privileged in accordance with rule 15, on a matter concerning the Society.
- (b) The Management Committee or the Executive Committee may direct the conduct of a plebiscite of the Members who are appropriately privileged in accordance with rule 15, on a matter concerning the Society.

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- (c) A plebiscite will be conducted by secret ballot to be conducted by electronic means by the Returning Officer in accordance with this rule and is to be completed, in the case of a plebiscite under sub-rule (a) within 2 months of the receipt by the Secretary of the request and in the case of a plebiscite under sub-rule (b) within 2 months of the direction by the Management Committee or the Executive Committee.
- (d) Where a request has been received under sub-rule (a) or a direction given under sub-rule (b), the Management Committee or the Executive Committee will not, so far as is practicable, until the completion of the plebiscite, act in relation to the matter the subject of the plebiscite.
- (e)
  - (i) Where, subject to this rule, a majority of the ordinary Members of the Society voting at a plebiscite approve the matter submitted to plebiscite, the Management Committee or the Executive Committee will, so far as is practicable, implement the decision of the plebiscite;
  - (ii) in the event of a tied plebiscite the proposal must be declared lost.
- (f) Where a request is received under sub-rule (a) or a direction is given under sub-rule (b), the Secretary must advise the Returning Officer and the Returning Officer will direct the conduct of the plebiscite and take all necessary steps to ensure the secrecy of the ballot.
- (g) The Returning Officer will determine the opening and closing dates of the ballot.
- (h) The Committee of Management or the Executive Committee and, where the plebiscite is held following a request pursuant to sub-rule (a), the Members who requested the plebiscite may each appoint 2 scrutineers for the conduct of the plebiscite and must, before the opening of the ballot, advise the Returning Officer of the name of each such scrutineer.
- (i) The Returning Officer will:
  - (i) utilise an appropriate electronic/email platform;
  - (ii) on the opening date of the ballot forward or cause to be forwarded to each Member of the Society, a ballot paper;
  - (iii) give such directions to voters as the Returning Officer considers necessary;
  - (iv) give a direction that a voter must not make any mark on the ballot paper which will identify them and that any such mark will render the vote invalid; and

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- (v) provide for a method of permitting Members who are appropriately privileged in accordance with rule 15 to vote whilst preserving the secrecy of the ballot.
- (j) Subject to sub-rule (k) a scrutineer appointed under sub-rule (h) may be present during the counting of the ballot by the Returning Officer.
- (k) A scrutineer will observe a direction given by the Returning Officer during the conduct of the ballot.
- (l) A voter will cast a vote in a ballot under this rule by completing the ballot paper forwarded to the voter under sub-rule (i) in accordance with the directions to voters and forwarding the ballot paper to the Returning Officer so as to reach the Returning Officer no later than the closing date of the ballot.
- (m) A vote cast in the ballot will be informal if the intention of the voter is not clear.
- (n) On completion of the counting of ballot papers returned in a plebiscite the Returning Officer will declare the result of the plebiscite by advising the Secretary in writing of the number of ballot papers forwarded to voters, the number approving the matter or the subject of the plebiscite, the number not approving and the number of informal votes.
- (o) Provided that upon the Management Committee receiving a request in writing for a plebiscite it may, where the proposal contained in the request in writing for a plebiscite is capable of adoption by it, of its own motion adopt the proposal contained in the request in writing for a plebiscite and the adoption of the proposal contained in the request in writing for a plebiscite means that no plebiscite is required.

## **60. GIFTS**

- (a) In the event of the Society having been endorsed as a deductible gift recipient (“DGR”) and having established a gift fund for the receipt of gifts and the following then occurring:
  - (i) DGR endorsement being revoked; or
  - (ii) the gift fund being wound up,

then the provisions of rule 61 shall apply, provided that the surplus assets of the gift fund must be transferred to a fund, authority or institution that is DGR endorsed.

## **61. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

- (a) This rule applies if the Society:

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- (i) is wound-up under part 10 of the Act; and
- (ii) has surplus assets.
- (b) The surplus assets must not be distributed among the members of the Society.
- (c) The surplus assets must be given to another entity:
  - (i) having objectives similar to the Society's objectives; and
  - (ii) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (d) In this rule:
  - (i) "surplus assets" has the meaning provided by section 92(3) of the Act.

## **62. STANDING ORDERS**

- (a) The order of business provided for by this rule will be adhered to as far as practicable, and subject to these rules, at all meetings of the Society.
- (b) The President will take the chair for the meeting and upon ascertaining that a quorum is present will then declare the meeting open for the transaction of business and in the event of no quorum being present within the time prescribed, the President will proceed in accordance with these rules.
- (c) The order of business will, subject to these rules and dependant on the nature of the meeting, be as follows:
  - (i) attendance and apologies;
  - (ii) minutes will be presented for confirmation, but no discussion will be allowed except as to their accuracy as a record of the proceedings;
  - (iii) business arising out of minutes;
  - (iv) correspondence;
  - (v) financial statements and accounts;
  - (vi) reports;
  - (vii) motions on notice; and
  - (viii) general business.

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- (d) Notices of motion will be required for rescission or alteration of standing orders, rules of debate, or some previous resolution.
- (e)
  - (i) A Member on giving a notice of motion will provide the Secretary with a copy of such notice and must, if a general meeting, give 21 days notice of the motion, and must, if a Management Committee or Executive Committee meeting, give 3 days notice of the motion, provided that the Management Committee or the Executive Committee, as the case may be, may waive by resolution without notice the requirement for notice.
  - (ii) The Secretary will circulate the notice to the membership prior to the date of the meeting giving such notice as may be required by these rules.
- (f) No notice entered on the notice paper will be proceeded with unless the Member who has given such notice or some person authorised by the Member in writing to move the motion be present when the business is called to its order.
- (g) Notices not proceeded with will be struck out.
- (h) No new business will be taken later than 9 p.m. unless an extension of time be granted by the meeting prior to that hour.
- (i) Any member engaging in misconduct during a meeting or in any way making an annoyance to or obstructing the business of the meeting will be called to order by the President and, if after being called to order, the member refuses or fails to comply with any direction of the President, that member will be excluded from taking any further part in the business of the meeting if, upon taking a vote for that purpose, a majority of the members present at such meeting decide to do so.
- (j) For the purposes of the Annual General Meeting, the President holding office, or acting in office, immediately prior to the Annual General Meeting (for this rule the "Outgoing Chairperson") will chair the Annual General Meeting up to the agenda item requiring the formal declarations of successful candidates for office, at which time the Annual General Meeting will elect 1 of its members to chair the meeting and call for the report of the Returning Officer, provided nothing prevents the Outgoing Chairperson from being appointed to chair the Annual General Meeting.

## **63. RULES OF DEBATE**

- (a) No discussion will be allowed except on motion or amendment duly proposed and seconded.



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- (b) Any member desiring to propose a motion or amendment or to discuss any matter under consideration must address the President and no member will address the meeting unless called by the President.
- (c) When the President speaks during a debate, the member then speaking or offering to speak will cease so that the President may be heard without interruption.
- (d) The President will call to order any speaker who departs from the question or who violates the courtesies or rules of debate.
- (e) Should the President desire to take part in a debate at any meeting then the President will vacate the chair for the time being and another Chairperson will be appointed in accordance with these rules.
- (f) All questions will be determined in the following manner:
  - (i) the mover of the motion will have 5 minutes at the time of moving the motion to present argument in support of the motion and 5 minutes to reply, which must be limited to the answering of arguments advanced against the motion;
  - (ii) the seconder of such motion and all other speakers will be limited to 5 minutes;
  - (iii) the meeting, on motion without debate, may extend the time of any speaker but such extension of time will not exceed 5 minutes - the meeting may agree to further extensions on the same basis;
  - (iv) the President will call attention to the time of all speakers 1 minute before such time expires and motions for extensions may be made when the President so calls, but not later;
  - (v) after the motion has been moved and seconded, no more than 2 members will speak in succession on 1 side, either for or against any question before the meeting and if at the conclusion of the second speaker's remarks no member rises to speak on the other side, the motion or amendment will at once be put to the meeting, subject to part (i);
  - (vi) all votes at meetings will be subject to the following:
    - (A) the President will read the motion and determine the question on the voices, provided that the President may call for a show of hands; and
    - (B) the President will then declare the question carried or lost;

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- (vii) in the event of a motion being carried or lost by a narrow majority, any 3 members may demand a division and on a division being called for, those in favour will go to the side of the room on the President's right and those against to the President's left and the number on each side will be counted and the number of voters each - for and against - will be recorded in the minutes;
- (viii) provided always that any 3 members may call for a poll to be conducted in relation to any motion if the request for the poll is made prior to motion being voted upon and the request for the poll is carried by the meeting.
- (g) At any time during debate on any motion it will be competent for any member who has not spoken to the motion to move an amendment, which will be subject to the following:
  - (i) all amendments must be seconded;
  - (ii) motions may be amended by adding words, by deleting words, or by deleting words and inserting others in their place;
  - (iii) the effect of any proposed amendment will not be such as to establish a direct negative to the question contained in the motion;
  - (iv) only 1 amendment will be received at a time and such amendment must be disposed of before any further amendment is moved and all amendments will be put before the original motion;
  - (v) the mover of an amendment will not have the right of reply; and
  - (vi) should an amendment be carried it becomes the substantive motion and thereon an amendment may be proposed, if however, no further amendment be proposed the amendment which has become the substantive motion will be put without further debate subject to the mover of the original question having the right of reply.
- (h) Where a motion is considered by a meeting without any amendments being proposed no member except for the mover of the motion will speak more than once on the motion unless by way of personal explanation or with the consent of the meeting except where an amendment or amendments are proposed then a member may speak for or against the motion and for or against any amendment which is proposed.
- (i) Any member who thinks they have been misrepresented by a speaker may, with the indulgence of the meeting, interrupt the speaker to correct the misstatement, but the member must not enter into argument.
- (j) It will be competent at any time during a debate for a member who has not spoken to the motion to rise and move "that the question be now put"

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but no discussion will be allowed thereon and if this motion be duly seconded and carried, the President will forthwith call upon the member (if any) who may have the right of reply, and immediately following such reply the President will put the motion, which will include the amendments (if any) which have been moved, or of which notice has been given.

- (k) No motion upon any other subject will be submitted until the 1 before the chair is disposed of as prescribed in sub-rule (m).
- (l) Should any question have occupied the attention of the meeting for 20 minutes, the discussion on such question will be deemed to have closed and the President will forthwith call on the mover to reply, unless the meeting decides by resolution to continue the discussion of the matter in question.
- (m) A motion may be dealt with by:
  - (i) adoption as moved;
  - (ii) rejection as moved;
  - (iii) adoption after amendment of the subject matter;
  - (iv) any of the following motions which will be in order whether a motion or motion with amendments, will be before the meeting:
    - (A) "the order of the day", i.e., that the next business in order be now taken;
    - (B) postponement of the question, either to a definite time or a time to be fixed; or
    - (C) reference to a committee;
  - (v) adjournment:
    - (A) of the debate; or
    - (B) of the meeting.
- (n) A motion for adjournment may be moved and seconded at any time during the meeting and the motion may be debated provided that not more than 2 speakers be allowed both for and against the motion (including the mover and seconder).
- (o) There will be no right of reply for the mover of the motion for adjournment and such adjournment will occur if carried by a majority of members present.

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- (p) A second motion for adjournment will not be moved until the subject under discussion at the time of the first motion for adjournment has been disposed of.
- (q) A member may at a meeting give a notice of motion to be moved at a future meeting by handing a copy thereof to the Secretary and such notice of motion will take precedence in the order in which it stands in the minute book, in relation to other similar notices, and it will lapse if the member or some other member authorised in writing to move the motion on the member's behalf be not present when the order of the day for such notice is read.
- (r) Questions of order will be determined by the President, whose ruling will be final unless challenged by a formal motion submitted to the meeting.
- (s) Any member may rise to a point of order when the member considers the rules of debate to have been violated and the member must submit the "point of order" to the President, who will decide the question as prescribed in sub-rule (t).
- (t) Upon the question of the order being raised, the member addressing the meeting at the time will take their seat and will remain seated until the "point of order" has been determined.
- (u) A report of a committee officially presented will be received without motion, but the adoption of such report either absolutely or by clauses will be moved and seconded.
- (v) It will be competent for any member to move the reconsideration of a resolution that has been passed by a meeting, provided that the member will have given notice at a previous meeting.
- (w) It will be competent for any member to propose that any subject will be considered in a committee of the whole meeting and the vote on such proposition when seconded will then be taken without discussion.
- (x) Any standing orders or rule of debate contained in this rule may be suspended by the vote of the majority of the members present at the meeting.
- (y) Rulings given by the President on any question may be subject to a motion calling to disagree with any ruling. On the motion becoming seconded, the President will vacate the chair which will be taken by the Vice-President or otherwise in accordance with these rules.
- (z) No motion to dissent from the President's ruling will be permitted unless it be made before any other business or speech has intervened.
- (aa) The procedure to determine the motion will be as follows:

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- (i) the member moving the motion will be given 5 minutes to support the motion;
  - (ii) the President will be given 5 minutes to defend their ruling; and
  - (iii) the acting President will then put the question and on the question being determined the President will resume the chair.
- (bb) The rules of debate provided by this rule are to be interpreted in accordance with these rules and the privileges of members provided by **rule 15**.

## **64. PATRON**

- (a) The Society will on the recommendation of the Executive, in accordance with these rules and at an Annual General Meeting, appoint a patron of the Society, who will, if accepting the appointment, act as patron for the next 24 months.

## **65. IMMEDIATE PAST PRESIDENT**

- (a) The person entitled to be the Immediate Past President will, if holding another office in the Society, not hold the office of Immediate Past President.
- (b) The Immediate Past President will assist the President to fulfil the objectives of the Society.

## **66. LIFE MEMBER**

- (a) Any Member may nominate to the Management Committee a Member, who the nominating Member believes meets the qualifications provided by these rules, to be considered for appointment as a life member.
- (b) On receipt of a nomination in accordance with sub-rule (a) the Management Committee will take, without limitation, the following matters into account before making a recommendation for appointment to life membership in general meeting:
  - (i) years of membership - at least 20 years (cumulative);
  - (ii) service on the management committee - at least 5 years;
  - (iii) ongoing support for the Society - enrolling members, attending events, participating at events by presenting and helping out with the running of events;
  - (iv) demonstrating commitment;

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- (v) holding an executive position on the management committee; and
  - (vi) participation on ALERA national committee.
- (c) Life members may be approved by a general meeting of the Members, following the recommendation of the Management Committee.
- (d) The recommendation of the Management Committee will be included in the notice to members of the General Meeting and form part of the agenda of that meeting.

## 67. TRANSITIONAL

- (a) “Commencement Date” means for the purposes of this rule the date on which the Chief Executive approves these rules.
- (b) Despite rule 22, the Management Committee of the Society will, on the Commencement Date, comprise of the following persons:

President	Jo McConnell
Vice President Employees	Theresa Moltoni
Vice President Employers	Thalia Edwards
Vice President Other	Lydia Daly
Treasurer	Terrienne Redman
Secretary	John Payne
Government Representative	Vacant
Employer Representative	Faiyez Devjee
Employee Representative	Joanna Minchinton
Employee Representative	Vaishi Raja
Employee Representative	Kylie Badke
Government Representative (Commonwealth)	Nate Burke
Tertiary Academic Representative	Janis Bailey

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Legal Profession Representative	Alana Elliott
General Member	Kerriann Dear
General Member	Rohan Hilton
General Member	Kristin Ramsey

(for the purposes of this sub-rule the “Inaugural Committee”).

- (c) The members of the Inaugural Committee will, on and from the Commencement Date, act as the Management Committee, with all the powers of the Management Committee, and will remain on the Management Committee up to the date that members are elected to, and take office on, the Management Committee in accordance with rule 21 (for the purposes of this sub-rule the “Election”).
- (d) The members of the Inaugural Committee who remain in office following the Election will, with those persons elected at the Election, act as the Management Committee, with all the powers of the Management Committee up to the date that members are elected to, and take office on, the Management Committee in accordance with rule 21.
- (e) The Election must be held within 12 months of the date of the Commencement Date.
- (f) The Returning Officer will ensure, when nominations are called in relation to the Election, that candidates for any office are advised of the term of office for which they are nominating.
- (g) Despite rule 31 the Inaugural Executive Committee, on and from Commencement Date, will comprise of the following members of the Inaugural Committee:
  - (i) President;
  - (ii) Secretary;
  - (iii) Treasurer; and
  - (iv) Vice-Presidents.
- (h) The Inaugural Executive Committee will, on and from the Commencement Date, act as the Executive Committee, with all the powers of the Executive Committee, up to the date that members are elected to, and take office at the Election.

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- (i) The members of the Inaugural Executive Committee who remain in office following the Election will, with those persons elected at the Election, act as the Executive Committee, with all the powers of the Executive Committee up to the date that members are elected to, and take respective office on, the Management Committee in accordance with rule 21.
- (j) Mr Cameron Armstrong will be the Returning Officer until a Returning Officer is otherwise appointed in accordance with these rules.