

[280V: Incorporates alterations of 11/08/2005] [R2005/249]

I CERTIFY under section 161 of Schedule 1B of the Workplace Relations Act 1996 that the pages herein numbered 1 to 22 both inclusive contain a true and correct copy of the registered rules of Australian Higher Education Industrial Association

DEPUTY INDUSTRIAL REGISTRAR

Rules of the AHEIA Contents

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1 - NAME

The name of the Association shall be the "AUSTRALIAN HIGHER EDUCATION INDUSTRIAL ASSOCIATION".

2 - DEFINITIONS

In these Rules unless inconsistent with the context:

"Act" means the Industrial Relations Act 1988 (Commonwealth) as amended from time to time.

"Association" means the Australian Higher Education Industrial Association.

"Chief Executive Officer" means in the case of:

- (a) a University: the Vice-Chancellor of the Member; and
- (b) any other Member: the Director/Principal of the Member

and includes a person acting in any such office.

"Delegate" means an officer of significant seniority of a Member, including in the case of:

- (a) a Vice-Chancellor of a Member: a Deputy Vice-Chancellor, a Pro-Vice-Chancellor or other officer of appropriate seniority of that Member; and
- (b) a Director or Principal of a Member: a Deputy Director, a Deputy Principal or other officer of appropriate seniority of that Member.

"Executive Committee" means the committee of management of the Association, and shall comprise the Officers of the Association.

"Financial Member" means a Member who has duly paid the annual subscription fixed pursuant to the Rules and any levies, calls, fines, penalties, subscriptions or contributions or moneys payable pursuant to the Rules.

"General Meeting" means any extraordinary or annual general meeting of the Association.

"Industrial action" includes, but is not limited to, the meaning of that expression ascribed thereto by the Act.

"Industrial dispute" includes, but is not limited to, the meaning of that expression ascribed thereto by the Act.

"Industrial matter" includes, but is not limited to, any matter which may give rise to industrial action or to an industrial dispute.

"Member" means any University body corporate which is a Foundation Member or any University or other Institution which is a body corporate conducting post-secondary education in a State or Territory pursuant to an Act or Ordinance of the State or Territory or of the Commonwealth and becomes a Member of the Association in accordance with these Rules.

"Officer" means the holder of an office in the Association as a Member of the Executive Committee.

"Rules" means these Rules as amended from time to time.

All other words which are specifically defined in the Act shall have the meanings ascribed to them therein.

The singular shall include the plural and vice versa, unless the context otherwise requires.

3 - OBJECTS

The purposes for which the Association is formed are:

- (a) to be registered as an organization under the Act;
- (b) to promote and protect the interests of its Members in or in relation to industrial matters or industrial disputes;
- (c) to ensure that Members are adequately and properly represented in negotiations with trade unions and employee associations and organizations and in proceedings of relevant industrial courts, commissions and tribunals either federal or State in connection with industrial matters or industrial disputes;
- (d) to maintain constitutional authority and the law and to use, where desirable, the means provided by law to enforce compliance with the provisions of any Act of the Commonwealth or any State or Territory, or any regulation made thereunder governing or bearing upon industrial matters or industrial disputes or any industrial award, determination or agreement;
- (e) to ensure that Members receive information as to the correct interpretation of the provisions of the awards of the Australian Industrial Relations Commission and of the Acts of the Commonwealth or any State or Territory and regulations made pursuant thereto relating to the employment of persons employed by Members;
- (f) to carry out all necessary research and to ensure the dissemination of all necessary information to Members relating to employment in or by Universities and Colleges of Advanced Education and industry in general;
- (g) to do all things authorised by the Act;
- (h) to do all such other things as are incidental to or conducive to the furtherance of these objects or any of them.

4 - INDUSTRY

The industry in or in connection with which the Association is formed is the industry of the provision within Australia of post-secondary education facilities for study, education, research, instruction, teaching, training and for the advancement of knowledge.

5 - ELIGIBILITY FOR MEMBERSHIP

Any University which is established, or is deemed to have been established, by or pursuant to any Act of the Commonwealth or of any State of the Commonwealth or by or pursuant to the legislation of any Territory of the Commonwealth, or any College of Advanced Education, or its successor however named, being a body corporate conducting post-secondary education in a State or Territory pursuant to an Act or Ordinance of the State or Territory shall be eligible for membership of the Association.

Except that no such body corporate whose principal concern is the provision of technical and further education shall be eligible for membership of the Association.

6 - FOUNDATION MEMBERS

The Foundation Members are those who have signified in writing their acceptance of these Rules and that they are bound thereby and whose names are set out in Appendix 1 hereto.

7 - APPLICATION FOR MEMBERSHIP

- (1) Application for membership of the Association shall be made in the form prescribed by the Association from time to time.
- (2) The Association shall inform applicants for membership, in writing, of:
 - (a) the financial obligations arising from membership; and
 - (b) the circumstances, and the manner, in which a Member may resign from the Association.

8 - METHOD OF DEALING WITH APPLICATIONS

All applications for membership shall be delivered to the Executive Director and shall within three calendar months of receipt be laid before a meeting of the Executive Committee who may by resolution passed by a simple majority of the Members present at the meeting at which the application is considered grant the same. In the absence of any such affirmative vote the application shall be deemed to have been declined.

9 - REGISTER OF MEMBERS

There shall be kept in the office of the Association under the control of the Executive Director a Register of Members wherein shall be entered the name, address and postal address of each Member.

10 - MEMBERS BOUND BY RULES

All Members who were Members of the Australian Advanced Education Industrial Association (AAEIA) and became Members as a consequence of the amalgamation between the Australian Universities Industrial Association (AUIA) (as it then was) and the AAEIA, and all Members admitted pursuant to Rule 8 shall be deemed to have accepted and be bound by these Rules.

11 - RESIGNATION

- (1) A Member may resign from the Association by written notice addressed and delivered to the Executive Director.
- (2) Except as provided for in sub-Rule 11(3), a written notice of resignation shall take effect:
 - (a) at the end of two weeks after the notice is received by the Association; or
 - (b) on the day specified in the notice;whichever is later.
- (3) Where a Member ceases to be eligible to become a Member of the Association, a written notice of resignation addressed and delivered to the Executive Director shall take effect:
 - (a) on the day on which the notice is received by the Association; or
 - (b) on the day specified in the notice, which is a day not earlier than the day when the Member ceases to be eligible to become a Member;whichever is later.
- (4) Upon the resignation becoming effective the Member shall cease to have any interest in or claim upon the funds of the Association.
- (5) A Member who ceases to exist as a separate legal entity shall thereupon be deemed to have resigned.
- (6) Any dues payable but not paid by a former Member of the Association, in relation to a period before the Member's resignation from the Association took effect, may be sued for and recovered in the name of the Association, in a court of competent jurisdiction, as a debt due to the Association.

- (7) A notice delivered to the Executive Director pursuant to sub-Rule 11(1) shall be taken to have been received by the Association when it was delivered.
- (8) A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with sub-Rule 11(1).
- (9) A resignation from membership of the Association is valid even if it is not effected in accordance with this Rule if the Member is informed in writing by or on behalf of the Association that the resignation has been accepted.

11A - TRANSMISSION OF BUSINESS

Within 14 days after:

- (a) the business, or part of the business, of a Member is assigned or transferred to a person who is not a Member; or
- (b) such a person succeeds to the business, or part of the business, of a Member;

the Member is required to notify the Association of the assignment, transfer or succession.

12 - REMOVAL OF MEMBERS

- (1) For the purposes of this Rule, "special resolution" means a resolution passed by not less than 66-2/3% of the Members present at the meeting at which the special resolution is moved.
- (2) (a) Any General Meeting of Members may by special resolution suspend a Member for any period not exceeding six months or order the name of any Member to be removed from the Register:
 - (i) if the Member acts contrary to or in disregard of or fails to comply with any of the Rules, objects or decisions of the Association, provided always that it has been made aware in writing of such decisions prior to it so acting; or
 - (ii) if the Member fails to pay any subscription, call, levy, fine, penalty, contribution, or other money payable pursuant to the Rules or other charge properly made against it; or
 - (iii) upon the Member ceasing to be eligible for membership in accordance with these Rules.
- (b) The Member shall be given no less than 14 days written notice of the date of the General Meeting and of the motion for its suspension or to order that its name be removed from the Register. The notice shall include a statement of the grounds upon which it is proposed to take the action specified in the motion.

- (3) The General Meeting shall give the Member an opportunity to be heard to show cause why it should not be suspended or its name should not be removed from the Register as the case may be.
- (4) If the General Meeting makes an order for removal of the name of a Member pursuant to sub-Rule 12(2), the name of the Member shall be removed from the Register, and it shall cease to be a Member or to have any interest in or claim upon the funds of the Association, but shall remain indebted to the Association for any sums due by it to the Association at the date of its removal from membership.
- (5) If the General Meeting suspends a Member, that Member shall not be entitled to vote or to attend any meetings of the Association or to use its facilities or be entitled to any of the benefits of membership during the period of suspension.

13 - REPRESENTATION OF MEMBERS

- (1) For all purposes of the Association, and at any meeting of the Association, each Member shall be represented by its Chief Executive Officer or a Delegate appointed by the Chief Executive Officer in writing either for a time period or number of meetings nominated in the instrument appointing the Delegate or for any specific meeting nominated in the instrument.
- (2) Subject to paragraph (b) of sub-rule 14(1), any one of the Chief Executive Officers for the time being representing a Member, or any other officer of a Member nominated by the Chief Executive of that Member in accordance with paragraph (a) of that sub-rule, shall be eligible for election as an Officer of the Association.

14 - OFFICERS OF THE ASSOCIATION

- (1)
 - (a) The Association through the representatives of its Members shall by secret ballot elect from the Chief Executive Officers of its Members, or from other officers of its members nominated by a Chief Executive Officer, a committee responsible to the Members of the Association for the conduct and management of its affairs (herein referred to as the "Executive Committee"), provided that no officer of that Member shall be eligible for election if the Chief Executive Officer of that Member holds on office in the Association or is, or becomes, a candidate for election to an office at the same election or is not the nominator of the particular officer for election.
 - (b) The Executive Committee shall consist of the President of the Association, the Vice-President of the Association and four other Officers or such other number as shall be fixed from time to time by the Association in General Meeting, providing that the President and at least two other members of the Executive Committee are Chief Executive Officers of a Member.
 - (c) Each Officer shall hold office until the next but one annual general meeting of the Association or such later declaration of the election of a successor as may take place in accordance with these Rules, unless such Officer previously resigns or dies or is removed from office. Any Officer shall be eligible for re-election.

- (d) Notwithstanding paragraph (c) of this sub-Rule, each Officer, other than the President of the Association and the Vice-President of the Association, who takes office at the 1993 annual general meeting shall hold office only until the 1994 annual general meeting or such later declaration of the election of a successor as may take place in accordance with these Rules.
- (e) The effect of paragraphs (c) and (d) of this sub-Rule is that the offices of President of the Association and Vice-President of the Association shall become vacant in each odd-numbered year and all other offices shall become vacant in 1993 and then in each even-numbered year.
- (f) No person may hold more than one office at any one time.
- (2) Unless an exemption granted pursuant to the Act is in force, each election for an office shall:
- (a) be arranged by the Registrar; and
- (b) be conducted by the Australian Electoral Commission;
- unless otherwise specified by the Act.
- (3) Where an election is conducted by the Australian Electoral Commission, the electoral official concerned shall conduct the election as if he was the returning officer appointed pursuant to paragraph 14(4)(a).
- (4) (a) Where he is not restricted by the Act and these Rules from doing so, the Executive Director shall appoint a returning officer who:
- (i) may be a Chief Executive Officer of a Member of the Association;
- (ii) shall not be the holder of any office in or an employee of the Association; and
- (iii) shall not be a candidate at the election.
- (b) (i) Notice that an election will be held shall be given to Members of the Association by the returning officer. Such notice shall specify:
- The Office or Officers for which the election is to be held;
 - The class of person who may be nominated for election to the Office or Offices;
 - The class of person who may be enrolled to vote in the ballot;
 - The date on which the roll of voters for the ballot is to be closed, being the fifteenth (15th) day after the day upon which notice is given;

- The date on which nominations for the election will open, being the eighth (8th) day after the day on which the roll of voters is to be closed;
 - The date on which nominations are to close, being a day not less than twenty-one (21) days prior to the date fixed for the opening of the ballot;
 - The date on which the ballot will open, being thirty-five (35) days prior to the date fixed for the Annual General Meeting;
- (ii) Notice shall be given in such manner as the Members in General Meeting shall from time to time prescribe, provided that it is consistent with the requirements of the Regulations made pursuant to the Act;
- (iii) Nothing in these Rules shall be taken to prevent the correction of errors in the roll of voters for a ballot after the day on which the roll is to be closed.
- (c) The notice given under paragraph 14(4)(b) shall call for nominations of candidates for election to be made in writing by Members and no nomination shall entitle a person to be a candidate for election unless:
- (i) the nomination is signed by the Chief Executive Officer of the Member nominating the candidate and also bears a statement signed by the candidate accepting the nomination; and
 - (ii) the nomination is lodged with the returning officer on or before the date specified in the notice given under paragraph 14(4)(b) as the closing date for the lodging of nominations.
- (d) If the returning officer conducting an election finds a nomination to be defective the returning officer shall, before rejecting the nomination, notify the person concerned of the defect and, where it is practicable to do so, give the person the opportunity of remedying the defect within 10 days of being so notified; provided always that the defect is capable of being remedied at least 7 days prior to the opening of the ballot.
- (e) If not more than one nomination for any office is lodged by the closing date for the lodging of nominations the returning officer shall, pursuant to the Act, declare that the candidate has been elected to the office unopposed.
- (f) If more than one nomination is lodged by the closing date for lodging of nominations an election by secret postal ballot of all Members shall be held.

- (g) Such election shall be conducted as follows:
 - (i) Notice that an election shall be held and of the closing date and time for voting shall be given by ordinary prepaid post to all Members at least fourteen (14) days before the closing date for voting.
 - (ii) With such notice the returning officer shall forward a prepaid envelope addressed to the returning officer at an address arranged by him for the return of completed ballot papers together with a declaration envelope, each in the form and of the size described by the Regulations made pursuant to the Act and a ballot paper, initialled by him which shall set out:-
 - (a) The number of Officers to be elected;
 - (b) The names of all candidates for election in alphabetical order;
 - (c) Instructions that voting is to be conducted by striking out the name of each candidate for whom the Member does not desire to vote;
 - (d) The closing date and time for the receipt of votes and instructions that in order to complete a valid vote the ballot paper shall be completed and sealed in the declaration envelope, the declaration on that envelope completed and that envelope returned to the returning officer in the sealed prepaid envelope on or before the closing time and date fixed for voting;
- (h) No member shall mark a ballot paper in such a manner as to disclose the Member's identity;
- (i) Prepaid envelopes containing declaration envelopes and ballot papers shall be returned to the returning officer by post on or before the closing time of date fixed for voting;
- (j) The non-receipt of a ballot paper by a Member entitled to vote, or the return of a ballot paper improperly filled in or not enclosed and sealed in either or both of the envelopes required by this Rule or in a declaration envelope with the declaration incomplete shall not invalidate the ballot. No voters shall mark a ballot paper so as to vote for a greater or lesser number of candidates than the number directed on the ballot paper. Any ballot paper marked contrary to this provision shall be invalid and the votes cast thereon shall be informal.
- (k) After the closing date the returning officer shall collect the prepaid envelopes and shall remove the declaration envelopes and the returning officer shall thereafter open same and remove the ballot papers and count the votes indicated upon those properly marked.

Provided that the returning officer shall not count a vote unless the ballot paper on which it is recorded is returned in a declaration envelope and the declaration upon that envelope has been properly completed and that envelope is in a prepaid envelope and each such envelope is in the form and of the size prescribed by the Regulations.

- (l) Subject to these Rules, the candidate for an office who receives the greatest number of votes shall be declared elected.
- (m) If any two or more candidates for an office receive an equal number of votes, being more votes than those received by each other candidate for that office, the returning officer shall decide which of them is elected by lot and thereupon shall declare such candidate to have been elected.
- (n) If a candidate receives the greatest number of votes for more than one office, that candidate shall be deemed to have been elected to the more senior office (which shall be determined in the order President, Vice-President and Executive Committee Member) and the less senior office shall not be filled by that candidate but by the candidate who received the next greatest number of votes for that less senior office. If there is no candidate who would have been so elected then the returning officer shall by notice in writing to the Members call for nominations for that office within 7 days of the declaration of the poll and a further election shall be held for that office so far as practicable in accordance with this paragraph.
- (o) The returning officer shall rank the candidates for the positions of Members of the Executive Committee in accordance with the number of votes received by them in descending numerical order and, subject to these Rules, the first four candidates in the list when so ranked shall be declared elected.
- (p) Every person concerned in the ballot shall ensure as far as practicable that no irregularity occurs in the election.
- (5)
 - (a) If a casual vacancy arises during the first 8 months of a term of office, the vacancy shall be filled by election in accordance with the procedure outlined in sub-Rule 14(4), applied mutatis mutandis.
 - (b) Notice of an election to fill a casual vacancy shall be given within 28 days of the vacancy arising, and the successful candidate shall assume office upon the declaration of the result of the election.
 - (c) Notwithstanding paragraphs (a) and (b) of this sub-Rule, the Executive Committee shall be entitled to fill a casual vacancy on an interim basis by making an appointment from the representatives of the Members. In such case, the interim appointment shall cease upon the elected candidate assuming office in accordance with paragraph (b) of this sub-Rule.
 - (d) If a casual vacancy arises after the first 8 months of a term of office, the vacancy shall be filled by the Executive Committee by appointment from the representatives of the Members.

- (e) Any person elected or appointed to fill a casual vacancy in accordance with paragraphs (a) or (d) of this sub-Rule shall retain office only for so long as the vacating person would have continued in office if no vacancy had occurred.
- (6) A person shall not be eligible to hold or continue to hold office if such person:
 - (a) becomes bankrupt or insolvent or makes any arrangement with creditors generally;
 - (b) becomes of unsound mind or a person whose estate is liable to be dealt with under any Statute; or
 - (c) is deemed to be ineligible by virtue of these Rules.
- (7) Subject to paragraph 17(1)(a), the right of a person so elected to remain a member of the Executive Committee shall be deemed to be terminated and a casual vacancy created if such person dies or resigns office for any reason or is removed from office in accordance with Rule 17.

15 - AMALGAMATION TRANSITIONAL RULE

- (1) For the purposes of this Rule:

"the Amalgamation" means the amalgamation of the Australian Universities Industrial Association (AUIA) and the Australian Advanced Education Industrial Association (AAEIA), effected pursuant to the Act.

"the pre-existing organisations" means the AUIA and the AAEIA.

- (2) Upon the Amalgamation, and in accordance with section 252 of the Act, the Officers of the Association shall be as follows:

President: the Chairman of the AUIA immediately before the Amalgamation took effect;

Vice-President: a nominee of the AAEIA Executive Committee;

Other Officers: two nominees of the AUIA Executive Committee and two nominees of the AAEIA Executive Committee;

provided that each such nominee shall have held an office in either of the pre-existing organisations immediately before the Amalgamation took effect and shall have accepted such nomination.

- (3) Each Officer shall hold such office until the next annual general meeting of the Association or such later declaration of the election of a successor as may take place in accordance with these Rules, unless such Officer previously resigns or is removed from office. Any such Officer shall be eligible for re-election.

- (4) No person shall hold more than one office.
- (5) Notwithstanding any other provision in these Rules, the first meeting of the Executive Committee, as constituted pursuant to this Rule, shall take place as soon as practicable after the Amalgamation.

16 - SCRUTINEERS

- (1)
 - (a) Each candidate for office at any election, and each person for whose removal from office a secret ballot has been required under the provisions of Rule 17 shall have the right, but is not required, to appoint a scrutineer being a Chief Executive Officer or Delegate appointed pursuant to Rule 13, to represent at the ballot the candidate or person by whom the scrutineer is appointed (hereinafter referred to as "the person represented").
 - (b) A candidate or person who appoints a scrutineer shall give notice of the appointment of the scrutineer by letter or by telegram addressed to the returning officer.
- (2) The duties of scrutineers shall be:
 - (a) to be present with the returning officer when the ballot papers are being forwarded and to watch the interests of the person represented; and
 - (b) to be present with the returning officer when the ballot papers are opened and to watch the interests of the person represented.
- (3) Scrutineers shall have the right:
 - (a) to object to the forwarding of any ballot paper and any such objection shall be made to the returning officer, whose decision shall, subject to the provisions of the Act, be final;
 - (b) to examine any ballot paper or any envelope in which a ballot paper was returned to the returning officer after it has been opened; and
 - (c) to object to the inclusion of any vote in the count and any such objection shall be made to the returning officer, whose decision shall, subject to the provisions of the Act, be final.
- (4) Notwithstanding anything contained in sub-Rules 16(2) or (3), a scrutineer:
 - (a) shall conform with the times fixed by the returning officer for doing any act connected with the ballot;

- (b) shall not be entitled to remove, mark, alter or deface any ballot paper or other documents used in the ballot;
- (c) shall not interfere with or attempt to influence any voter when such voter is casting a vote; and
- (d) shall not communicate with any person about the ballot except in so far as is necessary for the discharge of the function as scrutineer.

17 - REMOVAL OF OFFICERS

- (1) An Officer of the Association shall vacate office:
 - (a) on ceasing to be the Chief Executive Officer or other officer of a Member. Provided that an Officer shall continue to hold office notwithstanding that the Officer ceases to be the Chief Executive Office or other officer of one Member and thereupon becomes the Chief Executive Officer of another Member;
 - (b) on retirement from office;
 - (c) if:
 - (i) in the opinion of not less than 66-2/3% of the Members present at a General Meeting, the Officer, or the Member of which he is Chief Executive Officer, is guilty of misappropriation of the funds of the Association or a substantial breach of the Rules of the Association or of gross misbehaviour or gross neglect of duty; and
 - (ii) such opinion has not been determined until after such person has been afforded a reasonable opportunity of being heard in defence of the charge referred to in sub-Rule 17(2);
 - (d) if the Officer has ceased according to these Rules to be eligible to hold the office.
- (2) A General Meeting for the purposes of paragraph 17(1)(c) shall only be called after the President of the Association has received a requisition in writing signed by the Chief Executive Officers of two Members of the Association charging the person with conduct of the type specified in paragraph 17(1)(c).

18 - POWERS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall be subject to the control of the Association in General Meeting, and shall, in accordance with the policies and directions imposed by the Association from time to time in General Meeting, exercise all such powers of the Association as are not by the Act or by these Rules required to be exercised by the Association in General Meeting, and without limiting or restricting the preceding general powers, the Executive Committee -

- (a) shall have the conduct and management of the affairs of the Association;

- (b) shall have the control of all the property of the Association, and may direct in what manner any moneys not immediately required for the ordinary purposes of the Association may be invested; and
- (c) may do all such other things authorised by the Association in General Meeting as are incidental or conducive to the carrying out of the objects of the Association.

19 - PROCEEDINGS OF EXECUTIVE COMMITTEE

- (1) The Executive Committee may meet for business adjourn and otherwise regulate its meetings as it thinks fit.
- (2) Meetings of the Executive Committee shall be chaired by the President, or in the President's absence the Vice-President, or in the absence of both of them by a member of the Executive Committee elected by the members of the Executive Committee present at the meeting.
- (3) Members of the Executive Committee may only be represented at a meeting of the Executive Committee in person, and not by Delegate or proxy.
- (4)
 - (a) A motion at any Executive Committee meeting, other than a motion to refer any question to the Members in General Meeting, shall be passed if a simple majority of the members of the Executive Committee present vote in its favour; provided that where there is an equality of votes and the chairman of the meeting does not exercise a second or casting vote pursuant to sub-Rule 19(5) a member of the Executive Committee may request that such motion be referred to the next practicable meeting of the Association and the Executive Director shall thereupon place the motion on the agenda for such meeting.
 - (b) A motion to refer any question to the Members in General Meeting shall be passed if not less than 50% of the members of the Executive Committee present vote in favour of the motion.
- (5) Each member of the Executive Committee shall have one vote. In the case of an equality of votes the chairman of the meeting may exercise a second or casting vote.
- (6) The Executive Director on the instructions of the President or at the request of any member of the Executive Committee shall summon a meeting of the Executive Committee.
- (7) At least forty-eight hours notice of each Executive Committee meeting shall be given to each member thereof provided that in an emergency the President may cause such a meeting to be convened upon such shorter notice as the President may think fit.
- (8) The quorum for a meeting of the Executive Committee shall be four or such greater number as is fixed by the Executive Committee.
- (9) Subject to the provisions of the Act, all acts done by the Executive Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any of its members, or that they or any of them were disqualified, be as valid as if every such member had been duly elected or appointed and was qualified to be a member of the Executive Committee.

- (10) Notwithstanding anything contained in these Rules, attendance at meetings of the Executive Committee is not restricted to assemblage of members at one location. Attendance may be by means of telephone or video or like facilities where assemblage of members at one location is not practicable, and each person must be heard by each other person present.

20 - ANNUAL GENERAL MEETING

- (1) The annual general meeting shall be held upon a date determined by the Executive Committee once in every calendar year at such time as is not more than fifteen months after the holding of the last preceding annual general meeting.
- (2) At least fourteen days notice of every annual general meeting shall be given to Members by the Executive Director. A notice of annual general meeting shall specify the place day and hour of the meeting. The non-receipt of such notice by any Member shall not invalidate the proceedings at any annual general meeting.
- (3) The business of an annual general meeting shall be:
- (a) to receive and consider the Annual Accounts and Balance Sheet for the preceding financial year;
 - (b) to receive and consider the reports of the Executive Committee and the Auditors;
 - (c) to receive the result of the election of the President and the Vice-President and the other Officers of the Association for the ensuing year;
 - (d) to appoint auditors and fix their remuneration; and
 - (e) to transact any other business which under these Rules or the Act ought to be transacted at an annual general meeting.

21 - EXTRAORDINARY GENERAL MEETINGS

- (1) Any General Meeting other than the annual general meeting shall be called an extraordinary general meeting.
- (2) An extraordinary general meeting of the Association shall be convened by the Executive Director:
- (a) as required by these Rules;
 - (b) pursuant to resolution of the Executive Committee;
 - (c) at the request of the President of the Association; or
 - (d) upon requisition by eight Members of the Association entitled to vote.
- (3) (a) Every requisition made pursuant to paragraph 21(2)(d) shall be made in writing and express the object of the meeting proposed to be called and shall be left at the office of the Association or forwarded there by certified mail.

- (b) Upon receipt of such requisition the Executive Director shall forthwith proceed to convene a General Meeting. If the Executive Director does not proceed to convene the same within twenty-one days from the date of the requisition the requisitionists or any other Members amounting to the required number may convene an extraordinary general meeting.
- (c) Subject to Rule 12, no less than forty-eight hours' notice specifying the place, the day and the hour of the meeting, and in case of special business the general nature of such business, shall be given to the Members, but the non-receipt of such notice by any Member shall not invalidate the proceedings at any such General Meeting.

22 - PROCEEDINGS AT GENERAL MEETINGS

- (1) (a) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- (b) One-half of the Members entitled to vote, and present by their respective Chief Executive Officer or his duly appointed Delegate, shall be a quorum for all purposes.
- (2) If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present it shall be adjourned sine die.
- (3) The President, or if the President is absent the Vice-President shall preside as chairman at every meeting of the Association. In the absence of both the President and the Vice-President the Members present shall choose one of their number to be chairman of the meeting.
- (4) The chairman of the meeting may with the consent of any meeting and shall if so directed by the meeting adjourn the meeting from time to time and place to place.
- (5) Save as otherwise expressly required by these Rules, a resolution put to the vote of any meeting shall be decided by a majority of votes on a show of hands and such decision shall be binding on all Members.
- (6) (a) On any resolution a Financial Member shall have one vote. In the case of an equality of votes the chairman of the meeting shall not have a second or casting vote and the motion shall be deemed to have been lost.
- (b) No objection shall be raised to the qualification of any voter except at the meeting at which the vote objected to is given. Any such objection shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

23 - FINANCE

- (1) (a) The Association may raise funds by means of subscriptions, calls, levies or other charges.

Any subscription, call, levy or charge shall become due and payable in full from the time of the passing of the resolution which fixes the amount of the subscription, call, levy or charge, as the case may be. Provided that nothing in this Rule shall render ineffective a determination by the Executive Committee or a resolution of the membership in General Meeting permitting or requiring the payment by instalments of any subscriptions, calls, levies or charges which become due and payable in accordance with this Rule.

- (b) No funds shall be expended by the Association otherwise than in accordance with the directions of the Members of the Association.
- (2) (a) The Association shall comply with the requirements of the Act in respect of the keeping and auditing of its accounts and in particular, shall cause proper books of account to be kept with respect to:
 - (i) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place; and
 - (ii) the assets and liabilities of the Association.
- (b) The books of account shall be kept at such place at its office as the Association may determine and shall always be open to the inspection of Members.
- (3) The Association shall at the annual general meeting in accordance with the Act and the Regulations made thereunder appoint auditors.
- (4) (a) A Statement of Accounts and Balance Sheet for each year ending 31st December shall be audited and submitted to the Association as soon as practicable but no later than 31st March in the next calendar year.
- (b) The accounts of the Association shall be audited at least once yearly.
- (5) A loan, grant or donation of an amount exceeding \$1,000.00 shall not be made by the Association unless the Executive Committee:
 - (a) has satisfied itself -
 - (i) that the making of the loan, grant or donation would be in accordance with the other Rules of the Association; and
 - (ii) in the case of a loan - that, in the circumstances, the security proposed to be given for the repayment of the loan is adequate and the proposed arrangements for the repayment of the loan are satisfactory; and
 - (b) has approved the making of the loan, grant or donation.
 - (c) paragraphs (a) and (b) of this sub-Rule do not apply to payments made by the Association by way of provision for, or reimbursement of, out-of-pocket expenses incurred by persons for the benefit of the Association.

- (6) The assets and income of the Association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its Members, except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

24 - INDUSTRIAL QUESTIONS, MATTERS AND DISPUTES

Subject to the Act, and without affecting the generality of its powers under these Rules or the Act as amended from time to time or under any Statute or by-law or from any other source whatsoever, the Executive Committee shall have power, provided that the Association has not decided or resolved to the contrary, to authorise the representatives of the Association, in the name of and on behalf of the Association:

- (a) to make demands concerning industrial matters or questions or serve claims on any organization, trade union, association of employees, or other body or any employee, official or person whatsoever;
- (b) to carry on negotiations and effect compromises or settlements and enter into industrial agreements with any such organization, trade union, association of employees, body, employee, official or person and, if appropriate, to apply for certification or other approval of such agreement pursuant to any relevant Act of the Commonwealth or of any State or Territory;
- (c) to notify refer or submit any industrial matter, dispute or question or question of law to any tribunal or authority whatsoever for hearing determination or decision;
- (d) wherever in its opinion any employee, official, person, organization, trade union, association of employees or other body is or is threatening or is likely to commit a breach or contravention of any Award to which the Members of the Association or any of them are a party or of any Act pursuant to which such Award is made or of any Act whatsoever applicable to the Members, to take any action in any tribunal or authority whatsoever, including but without limitation the Australian Industrial Relations Commission, the Federal Court of Australia and the High Court of Australia; and
- (e) to take all necessary steps to enforce any determination or decision given or any fine or penalty imposed by any tribunal or authority referred to in this Rule.

25 - REPRESENTATION OF THE ASSOCIATION

- (1) The Association may appoint industrial officers or other agents or representatives as it sees fit who shall, subject to the Rules and at the direction of the Executive Committee, represent the Association in relation to industrial matters, disputes and questions either generally or in respect of any specific matter, dispute or question.
- (2) The industrial Officers agents or representatives may be appointed from Officers or employees of the Association or of one of its Members or from persons outside the Association.
- (3) Any of the industrial officers, the Executive Director or the President or Vice-President shall have authority to take out make or sign any document or take any step on behalf of the Association and to act on its behalf generally for the purpose of carrying out any decision of the Executive Committee and/or the Association in General Meeting.

26 - INDUSTRIAL AGREEMENTS AND OTHER TRANSACTIONS AND EXECUTION OF DOCUMENTS

No industrial or other agreement or contract of any kind whatsoever alleged to have been made with the Association shall be binding upon the Association unless it has been previously authorised or is subsequently ratified by the Association, provided that nothing in this Rule shall derogate from the powers of the Executive Committee set out in Rule 18 and in Rule 27.

27 - THE EXECUTIVE DIRECTOR AND OTHER EMPLOYEES

- (1) The Association may from time to time appoint an Executive Director upon such terms and conditions as it sees fit who shall thereupon become an employee of the Association, responsible to the Executive Committee to perform such duties as may from time to time be imposed by these Rules or determined or delegated by the Association or the Executive Committee, and may determine such appointment on notice by payment in lieu of notice or summarily for cause.
- (2) Unless the Association in General Meeting resolves to the contrary, the Executive Director shall attend each meeting of the Executive Committee and each General Meeting of the Association.
- (3) If the Executive Director is temporarily absent for a purpose authorised by the Executive Committee, it may appoint on such terms and conditions as to it appear proper a competent person as Acting Executive Director and may revoke such appointment. A person so appointed shall have, and may exercise, all the powers of the Executive Director, and shall perform the functions of the Executive Director for the period so appointed.
- (4) The Association may appoint such other employees as it may consider necessary for permanent, temporary or special services at the direction of the Executive Committee for such terms, at such remuneration and upon such conditions as it may think fit, and any such employee so appointed by the Association may be dismissed by it. Such power of appointment and revocation may be delegated to the Executive Committee and/or the Executive Director.
- (5) All persons so employed by the Association shall carry out such duties as the Association and the Executive Committee may from time to time prescribe. Such persons may participate directly in:
 - (i) the management of the affairs of the Association;
 - (ii) the enforcement of the Rules of the Association; or
 - (iii) the performance of functions in relation to the enforcement of such Rulesonly in accordance with directions given by the Executive Committee for the purpose of implementing existing policy of the Association or decisions concerning the Association.
- (6) Neither the Executive Director nor any other employee of the Association shall be an Officer of the Association.

28 - AUTHORITY TO SUE

The President for the time being of the Association is hereby authorised to sue on behalf of or in the name of the Association for the payment of any levies, calls, fines, penalties, subscriptions or contributions or moneys payable pursuant to the Rules of the Association.

29 - SEAL

- (1) The common seal of the Association shall be in the custody of the Executive Director and shall not be affixed to any instrument or other document or any industrial agreement except by the authority of a resolution of a General Meeting, or of the Executive Committee.
- (2) The affixing of the seal to any document shall be attested by:
 - (a) any two of the Officers of the Association;
 - (b) the President or the Vice-President and the Executive Director;
 - (c) two persons each of whom is a Chief Executive Officer of a Member and is authorised by the Executive Committee to attest the affixing of the seal either generally or in any specific case; or
 - (d) such other persons as the Association in General Meeting may determine.

30 - SERVICE OF NOTICES ON MEMBERS

- (1) A notice may be served by the Association on any Member by delivering it to the Member or by sending it through the post in a prepaid letter addressed to such Member, at the address or postal address (as the case may be) for the time being appearing against the name of the Member in the Register of Members.
- (2) In proving service of notice by post, it shall be sufficient to prove that the letter containing the notice was properly addressed and posted by pre-paid post.

31 - DISPUTES BETWEEN MEMBERS AND THE ASSOCIATION

Subject to Rule 12 all disputes between the Association and any of its Members shall be referred to and decided by a General Meeting of Members and any resolution passed thereon by a majority of the Members shall be final and binding on all the parties to such dispute.

32 - ALTERATION OF RULES

- (1) Subject to the Act, the Association may from time to time by passing a special resolution in the manner herein mentioned alter all or any of the Rules.
- (2) A resolution shall be deemed to be special whenever it has been passed by a majority of not less than 66-2/3% of the Members of the Association for the time being entitled to vote as may be present by their Chief Executive Officer or duly appointed Delegate at any General Meeting of which notice specifying the intention to propose such resolution has been duly given.

33 - PRINCIPAL OFFICE

The principal office of the Association shall be at Level 2, 303 Collins Street, Melbourne in the State of Victoria or such other location as may be determined by the Association from time to time.

34 - INDEMNITY

The Executive Committee of the Association may indemnify any Officer of the Association, and any Auditor for the time being of the Association and any Executive Director employed by the Association out of the assets of the Association against any liability incurred while acting bona fide in such capacity.

35 - DISSOLUTION

- (1) The Association may be wound up and dissolved upon a resolution to that effect being passed by not less than 66-2/3% of the Members at an extraordinary general meeting of the Association convened for that special purpose.
- (2) Any and all assets remaining after full settlement of all just debts incurred by the Association shall be disposed of only to such organizations having similar objects and which are approved by the Commissioner of Taxation for that purpose.
- (3) The resolution passed for any such dissolution shall indicate the manner in accordance with the law in which any surplus funds or assets of the Association are to be disposed of or distributed and shall authorise application to be made pursuant to the Act for cancellation of registration of the Association under the Act.

APPENDIX

Each of the following Foundation Members, by the signature of its representative, pursuant to Rule 6 accepts and agrees to be bound by these Rules.

<u>FOUNDATION MEMBER</u>	<u>REPRESENTATIVE</u>	<u>WITNESS</u>
AUSTRALIAN NATIONAL UNIVERSITY	P.H. Karmel	T.R. Earle
DEAKIN UNIVERSITY	F.R. Jevons	T.R. Earle
FLINDERS UNIVERSITY OF SOUTH AUSTRALIA	K.J. Hancock	T.R. Earle
GRIFFITH UNIVERSITY	R.L. Segall	T.R. Earle
JAMES COOK UNIVERSITY OF NORTH QUEENSLAND	K.J.C. Back	T.R. Earle
LA TROBE UNIVERSITY	J.F. Scott	T.R. Earle
MACQUARIE UNIVERSITY	E.C. Webb	T.R. Earle
UNIVERSITY OF MELBOURNE	D.E. Caro	T.R. Earle
MONASH UNIVERSITY	R.L. Martin	T.R. Earle
MURDOCH UNIVERSITY	F.M.G. Willson	T.R. Earle
UNIVERSITY OF NEWCASTLE	D.W. George	T.R. Earle
UNIVERSITY OF NEW SOUTH WALES	L.M. Birt	T.R. Earle
UNIVERSITY OF QUEENSLAND	B.G. Wilson	T.R. Earle
UNIVERSITY OF TASMANIA	A. Lazenby	T.R. Earle
UNIVERSITY OF WESTERN AUSTRALIA	R. Street	T.R. Earle
UNIVERSITY OF WOLLONGONG	A.M. Clarke	T.R. Earle

END OF RULES