

Section Eight

A sample employers' organization constitution

Throughout the text the role of the employers' organization constitution is referred to. The Constitution lays down all the important rules and regulations relating to governance of the organization. There is no single format for an employers' organization constitution, and indeed the prescribed form may vary according to the national law under which the organization is established. The following pages present a comprehensive model that will help those setting up a constitution from scratch, those revising an existing and outdated constitution or simply undertaking a desk review of current constitutional arrangements to check that they cover the major issues required effectively.

It should be noted that the provisions of the sample constitution do not respond exactly to all the points made in the body of this guide. An employers' organization needs to tailor its constitution to its own particular circumstances, which means that no single model text can serve all organizations. The sample provided here is intended to be used for study rather than replication.



BEST PRACTICES

CONSTITUTION AND RULES OF THE EMPLOYERS AND MANUFACTURERS ASSOCIATION XYZ INCORPORATED

The following shall be the Rules of the Employers and Manufacturers Association XYZ Incorporated. These Rules, which are adopted from 01 April 1989 repeat all former Rules of the ABC Employers Association Inc.

1. **NAME**

The name of the Association shall be the Employers and Manufacturers Association XYZ Inc. It will represent itself to members under the XYZ brand without a geographic qualifier when working cooperatively with other regional associations.

2. **REGISTERED OFFICE**

The registered office of the Association shall be situated in XYZ-Town or at such other place as the Council shall determine.

3. **OBJECTS**

The objects for which the Association is established are:

- (a) To provide an organization to assist all enterprises in the fields of employment relations and related matters, manufacturing, business enhancement and economic development.
- (b) To represent and promote the interests of employers in all matters relating to employment and to endeavour to improve relations between employers and employees.
- (c) To assist, advise, represent and provide services to employers and to coordinate the actions of employers in all matters affecting employment relations.
- (d) To represent and promote the interests of manufacturers and to assist, advise, represent and provide services to manufacturers on matters relating to manufacturing.
- (e) To promote, advance and strengthen the organization of employers, manufacturers and business and to develop a common approach among employers, employers' organizations, manufacturers and business in all matters affecting employment relations, manufacturing and business.
- (f) To ensure that the broader and national interests of employers, manufacturers and business are adequately promoted and represented, and to advance and promote the objects of the national representative organizations of employers and/or manufacturers.

- (g) To educate public opinion and promote understanding of employers', manufacturers' and business points of view.
- (h) To offer the widest range of services to members relevant to all aspects of employment relations, operating efficiency and any other associated needs.
- (i) To provide to members quality services suited to their intended purpose.
- (j) To enhance the economic and employment environment in which members operate, to facilitate their growth and general well-being.
- (k) To do all such acts and things as are or may be incidental to the attainment of all or any of the objects for which the Association is established.
- (l) To do all such other acts as the Council of the Association deems appropriate.

4. **DEFINITIONS**

4.1 In these Rules, unless the context otherwise requires, the following expressions shall have the following meanings:

- **“Advisory Group”** means any Advisory Group formed pursuant to these Rules to represent a sectoral interest within the Association.
- **“Annual General Meeting”** means an Annual General Meeting of the Association held in accordance with Rule 7.1.
- **“Board of Management Member”** means a member of the Board of Management constituted in accordance with Rule 9.
- **“Board of Management”** means the Board of Management of the Association constituted in accordance with Rule 9.
- **“Branch Committee”** means the Committee elected in accordance with Rule 6.3 to oversee the operation of the Branch.
- **“Branch Member”** means a General Member who trades in the geographical area covered by the Branch.
- **“Branch”** means a Branch of the Association established in accordance with Rule 6.1.
- **“Chief Executive”** means the Chief Executive Officer of the Association appointed in accordance with Rule 13.1.
- **“Council Member”** means a member of the Council constituted in accordance with Rule 8.1.
- **“Council”** means the governing body of the Association constituted in accordance with Rule 8.
- **“General Meeting”** means both an Annual General Meeting and a Special General Meeting.
- **“General Member”** means a member of the Association who meets the criteria set out in Rule 5.1.
- **“Group Member”** means a member of the Association who meets the criteria set out in Rule 5.5.
- **“Immediate Past President”** means the President who held such office immediately prior to the current holder of such office in accordance with Rule 8.3(b).
- **“Life Member”** means a member of the Association who meets the criteria set out in Rule 5.4 and shall also mean the life members of the ABC Employers Association Inc. and the ABC Manufacturers Association Inc. at the date of the first annual general meeting of the XYZ Employers and Manufacturers Association Inc.
- **“Manufacturer”** and **“Manufacturing”** means and includes any employer engaged in the commercial production and making of goods and products from raw materials by machine and industrial process.
- **“Member”** means General Member, Group Member and Life Member.
- **“National Representative Organization”** means the organization(s) established to collectively represent the national interests of employers and/or manufacturers.
- **“Old Rules”** means the Rules of the ABC Employers Association Inc.
- **“President”** means the President of the Association elected in accordance with Rule 8.3.
- **“Register of Members”** means the register of members of the Association to be kept in accordance with Rule 14.3.
- **“Representative of member”** means a director, or employee of a General Member.
- **“Special General Meeting”** means a General Meeting of the Association held in accordance with Rule 7.2.
- **“The Association”** means the Employers and Manufacturers Association XYZ Inc.
- **“Vice President”** means the Vice President of the Association appointed in accordance with Rule 8.1.
- **“ABC Manufacturers Association Inc.”** means the Association as constituted pursuant to the Incorporated Societies Act 1927 and known as the ABC Manufacturers Association Inc.
- **“ABC Employers Association Inc.”** means the Association as constituted pursuant to the Incorporated Societies Act 1927 under the name ABC Employers Association Inc.

5. MEMBERSHIP

5.1 General Membership:

- (a) General Membership is open to any organization being an employer, business proprietor or manufacturer.
- (b) An applicant shall be admitted as a General Member who:
 - (i) Has completed a written application to the Association providing such information as the Council may require;
 - (ii) Agrees to conform with the Rules of the Association;
 - (iii) Agrees to pay the annual subscription and any entrance fee as determined under Rule 5.6 and other charges incurred for services or products.
- (c) Each General Member shall be liable for the fees, and all subscriptions and special subscriptions as may be determined in Rule 5.6.
- (d) In each year on a date determined by the Council, each General Member shall provide to the Association such information as the Council may decide is necessary for the calculation of subscriptions due.
- (e) Where a General Member fails to provide the information necessary to calculate their subscription the subscription shall be assessed using the information provided by that General Member in a previous year.
- (f) All members of the ABC Manufacturers Association Inc. at the date on which these Rules are adopted are deemed, from the date of adoption of the Rules, to be General Members and entitled to participate in all of the activities of the Association, including the first Annual General Meeting held pursuant to Rule 7.1, as if they had been admitted to membership of the Association pursuant to Rule 5.1.

5.2 Resignations:

- (a) Any member who wishes to withdraw from membership of the Association shall deliver to the Chief Executive a written notice of resignation signed personally or by a duly authorized agent.
- (b) No resignation shall be effective until the resigning member has paid all annual subscriptions, fees, special subscriptions and any other charges due.

- (c) Any member who has failed to pay all subscriptions or levies due within 12 months after the date on which the same became due shall be deemed to be unfinancial and membership may be terminated by resolution of the Council.
- (d) Resigning or defaulting members shall have no interest in or claim whatsoever upon the funds of the Association.

5.3 Limitation of Liability:

General Members, Life Members and Group Members are not partners and are therefore not in any way jointly or severally liable for each other notwithstanding any Rules or Regulations.

5.4 Life Membership:

- (a) Life Membership may be conferred on any individual person in recognition of special services and contributions to the Association.
- (b) Life members shall be recommended by the Council and such members shall be elected at any General Meeting of the Association.
- (c) Such conferment shall be made by a vote of not less than three-fourths of the members present at any General Meeting of the Association.
- (d) There shall be no more than two Life Membership conferments in any one year.
- (e) Life members shall be entitled to all the privileges of the Association (including the right to vote at any meeting in the election of officers) or in any other matter but shall not be liable for any subscriptions.

5.5 Group Membership:

- (a) Group Membership may be granted to trade and professional associations or other groups of employers/manufacturers where such an arrangement is deemed by the Council to be of mutual benefit to the Association and the Group.
- (b) Group Membership shall entitle the Group to receive advice and information pertinent to their members.
- (c) The conditions, subscriptions and fees for each Group Membership shall be set annually by the Council taking into account the type of organization, and their membership composition and the level of services to be provided.
- (d) Group Membership does not entitle the Group's individual members to have access to the Association's services other than in accordance with the Group arrangement.

5.6 ***Subscriptions, Fees and Other Charges:***

- (a) The Council shall by resolution determine any entrance fees and annual subscriptions to be paid by each General Member or Group Member. All annual subscriptions shall be due and payable on the first day of the financial year or such other date as may be determined by the Council.
- (b) The Association may at any time make a call upon its members for a special subscription to meet any special financial needs of the Association. The resolution approving such a call shall be passed by a three-fourths majority vote of the members present at a Special General Meeting. The total amount of the special subscription payable by each member shall not in any one financial year exceed the amount payable by such member as the annual subscription for the same year.
- (c) Where a member has branches or subsidiary companies which require to be serviced through another member of the National Representative Organization, the Council may arrange for such services to be provided and may collect from the member subscriptions and fees on behalf of other National Representative Organization members.
- (d) The Council may delegate to the Chief Executive the authority to determine subscriptions, and fees or charges for services and products not covered by annual subscriptions.

5.7 ***Arrears of Subscriptions, Fees and Charges:***

- (a) Failure to pay any subscription or fee or other charges within three months of the due date may result in the Association suspending all services to the member concerned, including the right to vote at any General Meeting. Such suspension shall not release the member from liability of any fees, subscriptions or special subscriptions and other charges due. If payments due to the Association are made before the end of the financial year the suspension shall be lifted and the services resumed following the date of payment.
- (b) The Council may authorize legal action to recover any amount due to the Association which remains unpaid for three months from the date the payment was due or the charge incurred.

6. **BRANCHES**

- 6.1 The Council may establish a Branch in any city or town or designated geographical area if in the opinion of the Council there is sufficient community of interest amongst General Members to provide for the effective operation of such a Branch.

- 6.2 The Council shall provide the Branch with by-laws and regulations defining the role, operation and geographical area of the Branch.

- 6.3 The Branch shall from its members elect a committee in accordance with the by-laws of the Branch.

- 6.4 Each Branch shall be entitled to elect one representative to the Council.

- 6.5 The Council may dissolve the operation of any Branch if the Council considers that:
 - (a) The effective operation of the Branch has diminished; or
 - (b) The Branch has been engaging in activities detrimental to the Association; or
 - (c) It is desirable in the interest of the Association.

Prior to the dissolution of any Branch, 28 days' notice shall be given to all Branch members.

7. **GENERAL MEETINGS**

7.1 ***Annual General Meeting:***

- (a) Subject to Rule 7.1(d) the Annual General Meeting shall be held within six months after the end of each financial year. The Annual General Meeting shall be held at such time and place as shall be determined by the Council.
- (b) The business of the Annual General Meeting other than the first Annual General Meeting held pursuant to Rule 7.1(d) shall be to consider the Annual Report and Financial Statements, to elect the incoming Council, to appoint an auditor for the ensuing year and to conduct such other special business as shall be specified by the Council in the notice calling the Annual General Meeting.
- (c) The Annual General Meeting shall elect up to 19 Council members.
- (d) The first Annual General Meeting pursuant to these Rules shall be held on the date on which the ABC Employers Association Inc. resolves at its Annual General Meeting called pursuant to Rule 18 of the Old Rules to repeal the Old Rules and adopt these Rules.
- (e) The business of the first Annual General Meeting held pursuant to Rule 7.1(d) shall be to elect the incoming Council duly appointed until the next Annual General Meeting.

- (f) Sufficient notice of the first Annual General Meeting shall have been given if the notice requirements of the Rules of the ABC Employers Association Inc. have been complied with, provided that there shall be no notice requirements for the members of the ABC Manufacturers Association Inc. deemed General Members of the Association pursuant to Rule 5.1(f).

7.2 **Special General Meeting:**

- (a) All General meetings other than the Annual General Meeting shall be known as Special General Meetings.
- (b) The Chief Executive, or, in the case of default, the President, shall have the power to convene a Special General Meeting in the following situations:
- (i) Where the Council thinks it necessary to discuss any matter of interest to the Association; or
- (ii) At the written requisition of any one hundred (100) General Members of the Association.
- (c) If the Chief Executive or the President fails or neglects to convene the requisitioned meeting within a 28 day period after receiving notice of requisition, one hundred (100) General Members may convene such meeting and all costs of such meeting shall be paid from the funds of the Association.

7.3 **Notices:**

- (a) With the exception of a special General Meeting convened by requisition under Rule 7.2(c), at least 14 days' written notice of every Annual General Meeting and Special General Meeting shall be given to all members, specifying the time, place and business of the meeting.
- (b) Every notice required to be given to members shall be deemed to be duly delivered if posted in a prepaid letter addressed to such members at their postal address or sent successfully by e-mail to their e-mail address as recorded in the database of Members.

7.4 **Quorum:**

Thirty (30) members represented in person at any General Meeting of the Association shall constitute a quorum.

7.5 **Voting Rights:**

- (a) Each General Member and Life Member shall be entitled to vote at all General Meetings if present.
- (b) On a show of hands each General Member and Life Member represented shall be entitled to one vote each.
- (c) Where voting is by ballot:
- (i) Each General Member shall be entitled to one vote;
- (ii) Each Life Member shall be entitled to one vote.
- (d) At all General Meetings, voting shall be determined by a majority of the members present by a show of hands unless a majority of members present at the meeting demand a ballot.
- (e) No proxies shall be permitted.
- (f) Any General Member three months or more in arrears in payment of the annual subscription at the date of notice of any General Meeting shall be disqualified from voting or taking part in the General Meeting.
- (g) Only one representative of a General Member may vote at any General Meeting.

8. **COUNCIL**¹

8.1 **Membership of the Council:**

- (a) The Council shall consist of not less than ten (10) or more than nineteen (19) elected General Members or Life Members of the Association plus branch representatives elected in accordance with Rule 6.4.
- (b) The President and two (2) Vice Presidents shall be elected by the Council.
- (c) The immediate Past President shall be an ex officio member of the Council.
- (d) The Chief Executive shall be entitled to attend meetings of the Council.
- (e) The Council shall have the power to co-opt individuals to membership of the Council as it considers appropriate.

¹ The functions of the Council may be carried out by the Board, as described in section three.

8.2 Election:

- (a) Every candidate for election to the Council shall be a representative of a General Member or Life Member nominated in writing by at least two (2) General Members. No representative of a General Member shall stand for election until that General Member has paid all subscriptions and fees due to the Association.
- (b) Nominations for election to the Council shall be lodged with the Chief Executive no later than seven (7) days before the day of the Annual General Meeting.
- (c) Nominations for the Council shall be on the prescribed form and shall include the full name of the candidate, the General Member the nominee represents, the industry in which the nominee is engaged, and the designation of the nominee within the organization or business.
- (d) Council Members shall be elected by show of hands unless a majority of members present at the meeting demand a ballot.
- (e) Each Council Member shall hold office for a term of one year, commencing from the date of the Annual General Meeting at which they were elected.
- (f) Each Council Member shall be deemed to retire at the date of the next Annual General Meeting. Any retiring Council members shall be eligible for re-election and if re-elected will begin a new term of office.

8.3 President:

- (a) A President shall be elected by the members of the Council and shall hold office for one year and shall be eligible for re-election.
- (b) The President on retiring from office shall occupy the office of Immediate Past President for one year provided that the General Member they represent remains a General Member of the Association.
- (c) The President shall:
 - (i) Preside at all General Meetings, Council Meetings and other Association meetings when present;
 - (ii) Sign minutes of the meetings;
 - (iii) Generally conduct the meetings;
 - (iv) In the case of an equality of votes, have a casting vote.

- (d) In the absence of the President, a Vice President shall possess and may exercise in all respects the power of the President. In the event that the President and both Vice Presidents are absent, a chairperson shall be chosen from the Council members present who shall while so acting exercise all the powers of the President.

8.4 Vacancy:

- (a) Where a Council Member resigns or dies or a Council position becomes otherwise vacant during a Member's term, a casual vacancy shall be deemed to have arisen. Unless advised otherwise a letter of resignation from a council member will take effect 30 days after the date of the letter.
- (b) Any Council Member shall be deemed to have resigned from the Council without further notice where that Council Member;
 - (i) Ceases to be a representative of the General Member he or she represents or;
 - (ii) Is a representative of a General member who has resigned or has been suspended under Rule 16.3, or expelled from the Association or;
 - (iii) Fails to attend three consecutive Council meetings without having leave of absence or reason considered adequate by the Council.
- (c) The Council may, having regard to the geographical distribution of membership and representation of any occupations, trades, or sections of such occupations or trades comprised within the Association, appoint a representative of a General Member to fill the vacancy for the remainder of the unexpired term.

8.5 Quorum:

The quorum for a Council meeting shall be greater than 50% of the current membership of the Council as at the date of each meeting.

8.6 Powers of the Council:

The Council shall have the power to manage and control the Association and to perform the functions conferred by these Rules including the power to:

- (a) Determine the policies of the Association;
- (b) Establish and disestablish branches under Rule 6;
- (c) Control the funds of the Association for the furtherance of objects set out in Rule 3;

- (d) Invest money in real or personal property, invest or borrow money by way of mortgages, debentures or otherwise on the security of any property of the Association;
- (e) Receive, consider, accept or decline applications for General Membership in accordance with Rule 5.1(b) or Group Membership in accordance with Rule 5.5.
- (f) Discipline members under Rule 16;
- (g) Form subsidiary limited liability companies, partnerships or joint ventures, wholly or partly owned by the Association to carry out such activities which the Council considers would best be conducted by separate entities;
- (h) At its discretion offer special service arrangements to individuals or groups of employers, manufacturers or businesses including overseas businesses.
- (i) Set up or dissolve a Special Committee or delegate or withdraw delegation of any of its functions to a Special Committee, in accordance with Rule 12.
- (j) Join or cease membership of a National Representative Organization under Rule 15 on a three-fourths majority vote of the Council.
- (k) Appoint members of the Association to any Advisory Group according to the Rules governing membership of that Advisory Group.

The Council may carry out, transact or perform such other acts, matters or things as may be necessary or expedient in the opinion of the Council to advance the interests or policies of the Association, provided that in no circumstances shall any of the funds or assets of the Association be distributed to any member or members.

9. BOARD OF MANAGEMENT

- (a) The Council shall appoint a Board of Management comprising the President, Vice Presidents, Chief Executive and four other members of the Council.
- (b) The Council shall delegate such of its powers relating to budgetary, financial and administrative matters including the appointment of the Chief Executive as it may consider appropriate to the Board of Management.
- (c) The Board of Management shall have the power to co-opt individuals to membership of the Board as it considers appropriate.
- (d) Four (4) Board of Management members (excluding the Chief Executive) shall form a quorum, provided always that they include the President, or a Vice President.

10. ADVISORY GROUPS

- (a) The Association may, at any General Meeting by a three-fourths majority vote by the members represented, establish Advisory Groups. In deciding to establish an Advisory Group the Association will state:
 - (i) the objects for which such a Group is established, and
 - (ii) the membership of the Advisory Group.
- (b) Any Advisory Group established under this Rule shall comply with the Rules and Objects of the Association.
- (c) If the Association votes to establish an Advisory Group under this Rule, the Rules shall be deemed to be amended pursuant to Rule 18 to provide for the establishment of the Advisory Group, such amendment to include the objects and membership of the Group.
- (d) Any Advisory Group established under these Rules (including the Manufacturing Action Group established pursuant to Rule 11) may by a three-fourths majority vote of the Advisory Group decide that the Advisory Group is wound up, and the Association shall be bound by such a decision of the Advisory Group, and the Rules of the Association shall be amended accordingly.
- (e) Every advisory group established under these Rules (including the Manufacturing Action Group established pursuant to Rule 11) shall in consultation with the Council, draw up an Advisory Group Strategy which shall contain the policy framework under which the Advisory Group shall operate.

The Advisory Group Strategy shall be consistent with the policy of the Association determined by the Council pursuant to Rule 8.6(a).

11. MANUFACTURING ACTION GROUP

- 11.1 Within the Association there shall be a Manufacturing Action Group which shall:
 - (a) be an Advisory Group for the purposes of these Rules, and
 - (b) be formed for the purpose of representing the interests of manufacturers who are members of the Association.
- 11.2 The Manufacturing Action Group shall comprise:
 - (a) those members of the Council who are manufacturers, ("Council manufacturers"); and

- (b) such other members of the Association who are manufacturers and who have been nominated by Council manufacturers and appointed to the Manufacturers Action Group by a majority decision of the Council; and
- (c) the President, Vice Presidents and the Chief Executive of the Association.

11.3 The President, Vice Presidents and the Chief Executive of the Association are members of the Manufacturing Action Group in an ex officio capacity.

11.4 The objects of the Manufacturing Action Group shall be:

- (a) to promote, aid, foster, encourage, develop and protect local and national manufacturing industries;
- (b) to develop policy and initiate appropriate activities on all issues of specific interest to the manufacturing sector;
- (c) to represent the manufacturing sector on issues of specific interest for manufacturing, providing an identity and public voice;
- (d) to do all such other things as may appear necessary or desirable or incidental or conducive to the attainment of all the above objects or any of them.

11.5 In pursuing the objects in Rule 11.4, the Manufacturing Action Group shall ensure that it complies with the Rules and Objects of the Association.

11.6 The Manufacturing Action Group may, subject to these Rules, regulate its own procedure.

12. SPECIAL COMMITTEES

- (a) Special Committees may be set up and dissolved by the Council, for the purpose of investigating, and/or taking action on any matters relating to the objects or business of the Association.
- (b) The Council may appoint Special Committees to deal with any matters relating to the objects of the Association.
- (c) The President, Vice Presidents and the Chief Executive Officer shall be entitled to sit as ex officio members on such Special Committees.
- (d) Special Committees may not incur expenditure without prior approval of the Council.

13. CHIEF EXECUTIVE OFFICER

- (a) The Council shall on the recommendation of the Management Board appoint a Chief Executive Officer with such designation and on such salary and conditions of service as may be determined from time to time.
- (b) The Chief Executive shall also act as Secretary and Treasurer to the Association and shall be responsible to the Council in all respects.
- (c) The Chief Executive shall appoint such other staff as may be required for the efficient conduct of the affairs of the Association.

14. MANAGEMENT

14.1 Finances:

- (a) The financial year of the Association shall be determined from time to time by the Council.
- (b) All sums paid by way of annual subscriptions, fees or other charges or otherwise, shall be received by the Chief Executive who shall place the sum forthwith in such bank as may be from time to time nominated by the Council. Account titles shall include the words the "Employers and Manufacturers Association XYZ Inc". Such funds are to be absolutely at the disposal of the Council to further the objects of the Association or meet the contractual obligations for which the funds were provided.
- (c) The Council shall empower the Chief Executive or such other person as may be authorized by the Council to draw and execute cheques on the said accounts or sums payable by the Association and authorized to be paid, but such cheques shall be signed or endorsed in such manner as the Council shall from time to time direct.
- (d) The financial and related records of the Association shall be kept by the Chief Executive under the supervision of the Council.
- (e) Once each year the accounts of the Association shall be audited by the Auditor of the Association who shall be appointed from year to year at the Annual General Meeting of the Association. Any member of the Institute of Chartered Accountants in public practice who is not a member of the Council shall be eligible for appointment as Auditor. Should the position of Auditor become vacant during the year by reason of death, resignation or otherwise the vacancy shall be filled by the Council and the Auditor so appointed shall hold office for the balance of the term of the Auditor whose place has been filled. The Auditor shall be paid such fees as may be negotiated with them by the Council.

14.2 Seal:

- (a) There shall be a seal of the Association which shall contain the words "The Common Seal of the Employers and Manufacturers Association XYZ Incorporated".
- (b) The seal of the Association shall be in the custody of the Chief Executive and shall be affixed to all necessary documents in the presence of at least one member of the Board of Management and the Chief Executive, or alternatively by two members of the Board of Management.
- (c) The seal may be altered or renewed at any General Meeting of the Association by a vote of not less than three-fourths of the members present.
- (d) The Chief Executive shall maintain a register recording the use of the seal and shall report the use of the seal to meetings of the Board of Management.

14.3 Database of Members:

The Association shall keep a database of Members showing their names and last known postal and/or e-mail addresses and shall keep such database up to date.

15. NATIONAL REPRESENTATIVE ORGANIZATIONS

- 15.1 The Association shall hold full membership of the National Representative Organization of Employers subject to Rule 8.6(j).
- 15.2 The Association shall hold full membership of the National Representative Organization of Manufacturers subject to Rule 8.6(j).

16. DISCIPLINARY POWERS

- 16.1 The Council shall have the power to discipline any of the Members of the Association.
- 16.2 The disciplinary powers shall be exercisable in the case of any Member who;
 - (a) Has contravened any Rule, regulation or by-law of the Association;
 - (b) Has brought discredit or disrepute to the Association;
 - (c) Is guilty of conduct unbecoming to a Member of the Association;
 - (d) Is engaged in a business activity which may lead to a conflict of interest with the objects of the Association.

16.3 Disciplinary Penalties:

The penalties or order which may be imposed pursuant to Rule 16 are:

- (a) Reprimand;
- (b) Interim suspension order pending the hearing of any charges;
- (c) Suspension;
- (d) Expulsion.

16.4 Disciplinary Procedure:

- (a) The Council shall give the Member not less than twenty-eight (28) days notice of the hearing of any complaint or complaints against the Member under Rule 16.2.
- (b) The Member may answer the complaint or complaints either in writing or in appearance before the Council. If the Member wishes to appear to answer they shall, not less than three days before the hearing, give written notice of their intention to do so together with brief details of the matters at issue.
- (c) The Council shall conduct the hearing informally but so as to give each party fair opportunity to be heard.
- (d) The Council shall not be bound by any rules of evidence.
- (e) The decision of the Council shall be carried by a vote of a majority of the Council present and the vote thereon shall be final in all respects.

16.5 Interim Suspension:

The Council may, before or during any hearing of a complaint, make an order for interim suspension when the Council is of the opinion that the complaint is sufficiently serious for that order to be made or is otherwise in the interests of the Association or its members.

16.6 Suspension:

- (a) Upon the imposition of a penalty of suspension under Rule 16.3(b) and (c), the Member (while remaining on the Register of Members), shall not be entitled to exercise any of the rights and privileges of membership during the period of suspension except those contained in Rule 19.
- (b) Upon the expiry of the period of suspension the Member shall revert to and be entitled to exercise any rights and privileges of membership.

16.7 Expulsion:

- (a) Upon expulsion the Member shall pay any monies, subscriptions and other charges due to the Association.
- (b) Upon expulsion a Member shall be removed from the Register of Members and shall not be entitled to exercise any rights or privileges of membership including those in Rule 19.
- (c) Any Member expelled may re-apply for membership after the expiry of twelve (12) months from the date on which the expulsion became effective. The Council may grant or refuse the application and upon such terms and conditions as it shall think fit.

17. RULES OF THE ASSOCIATION

Every Member shall be entitled to a copy of the Rules of the Association.

18. AMENDMENT OF RULES

The Rules of the Association may be revised, repealed or amended at any General Meeting by a three-fourths majority vote by the Members represented.

19. INTERPRETATION OF RULES

If any doubt shall arise as to the correct interpretation of these Rules, the decision of the Council shall be final and conclusive provided such decision is recorded in the Minute Book of the Association.

20. LIQUIDATION OR DISSOLUTION

- 20.1 The Association may be put into liquidation by resolutions passed by a three-fourths majority of the members attending General Meetings called pursuant to Section 31 of the Incorporated Societies Act 1927.
- 20.2 The vote shall be by ballot.
- 20.3 If at any time the Association shall be put into liquidation or dissolved by the Registrar of Incorporated Societies, the person or persons appointed as liquidator shall hold the net proceeds arising from the sale and realization of the property of the Association after payment of the debts, liabilities and engagements of the Association and of the Council and all costs, charges and expenses connected with such realization, liquidation, or dissolution upon trust to dispose of the same among current Members in such shares as the Member's subscription relates to the total subscription income in the previous financial year to that in which the disposition occurs.

Such distribution to Members shall be subject to the deduction from each individual Member's share of any debt due to the Association for any unpaid charges or subscriptions.