

**CONSTITUTION AND RULES**  
**OF**  
**INDUSTRIAL RELATIONS ASSOCIATION OF SOUTH AFRICA**  
**AS AMENDED ON 13 NOVEMBER 2008**



## **PREAMBLE**

Recognising the need for an industrial relations association which would enhance the knowledge, practice and understanding of industrial relations and related issues in and for South Africa;

And recognising the need to promote basic rights and sound relations between the social partners including the state and to render a sustained, credible and valid service to the industrial relations community;

And recognising the need for more interaction and networking between individuals involved in industrial relations, both nationally and internationally;

Now, therefore, the members have decided to commit themselves to, participating in the realisation of the objectives and aims of the association for the promotion of industrial relations for and among all the people of the Republic of South Africa and the creation of a just and fair industrial society within its borders.

## **1. NAME**

The Name of the association is the Industrial Relations Association of South Africa, hereinafter referred to as the Association.

## **2. INTERPRETATION OF CONSTITUTION**

In the event of any dispute arising about the interpretation of any provision of the Constitution, the interpretation given by the Executive Council shall prevail.

## **3. LEGAL PERSONA**

- 3.1 The Association is a body corporate with perpetual succession, which may sue or be sued in its own name and shall be an association not for gain.

3.2 All the property and finances of the Association must be used to promote the constitutional objects of the Association. None of the property and finances of the Association may be paid by dividend, bonus, profits or in any other way to any present or past members of the Association, but the Association may remunerate its officers, contractors or employees, in return for services rendered to the Association.

#### **4. OBJECTIVES OF THE ASSOCIATION**

4.1 The objectives of the Association are: -

- a) To enhance the knowledge, practice and understanding of industrial relations and related issues;
- b) To promote basic rights and sound relations between the labour market partners including the state.
- c) To render a sustained, credible and valid service to the Industrial Relations community.
- d) To promote interaction and networking between individuals and institutions involved in industrial relations, both nationally and internationally;
- e) To explore, discuss and comment on the impact and consequences of laws and policies that regulate and affect Industrial Relations, employment conditions, human resource management, Skills Development, Employment Equity, Social Security, HIV and AIDS and any other issues related to the workplace.

4.2 To carry out its objectives, the Association aims to provide:

- a) A forum for the debate of Industrial Relations and other areas referred to in article 4.1 (e) above, including current affairs;
- b) An annual conference;
- c) organise or support conferences, exhibitions, programmes and other events aimed at fulfilling the objectives of the Association.
- d) Training, research in and promotion of the field of Industrial Relations and other areas referred to in article 4.1(e) above.
- e) At any event or service for which the Association charges a fee there shall always be a significant discount given to IRASA members in order

to serve its members and induce other people to become members of the Association. This applies to all events or services, regardless of who organises them or at what level they are organised.

#### 4.3 The Association may, in furthering its aims and objectives:

- a) co-operate with bodies whose purpose is consistent with the objectives of the Association;
- b) establish and maintain relationships with similar bodies in other countries in pursuit of improved performance of the objectives of the Association;
- c) affiliate with and maintain relationships with parent or similar international, regional or local bodies; and
- d) establish a networking system with relevant individuals and organisations.

## 5. MEMBERSHIP

- 5.1 Membership shall be open to all persons, associations or other legal persona who subscribe to the objectives of the Association.
- 5.2 There shall be five classes of members of the Association termed respectively Individual Members, Corporate Members, Student members, Trade Union Members and Honorary Members. These members are:
  - a) **Individual members** are persons who are engaged in or have a general interest in the broad field of industrial relations.
  - b) **Corporate members** are any organisation or part of an organisation in the private or public sector including corporations, trade unions and their federations, employer organisations and their federations, as well as educational and research institutions. A corporate member shall have five votes at all Association meetings.
  - c) **Student members** are *bona fide* students of tertiary educational institutions or on learnerships.
  - d) **Trade Union members** are members of registered trade unions.

e) **Honorary members are persons** who may be nominated by Executive Council in recognition for outstanding services to the Association. The appointment of an Honorary member must be ratified by the members at an Annual General Meeting.

### 5.3 Duties, Privileges and Objectives of Membership.

a) Any person who or body which subscribes to the objectives of the Association may upon application to the National Secretary and at the discretion of the Executive Council, be enrolled as a member.

b) Members must comply with the Constitution.

c) Honorary members shall be absolved from paying membership dues while retaining all the privileges of ordinary membership.

d) Annual dues shall be payable to the National Secretary of the Association within one month of the date of enrolment in proportion to the number of months remaining in the calendar year. Thereafter dues must be paid by the end of the first quarter of the calendar year.

e) The liability of members is limited to the amount of their unpaid subscriptions, if any, or any amounts specifically provided for in this Constitution. Members are not personally liable for any debts, obligations or liabilities incurred by the Association.

### 5.4 Membership of the Association is terminated:

a) When the member dies or, in the event of a corporate member, is dissolved;

b) If the member resigns by giving written notice to the National Secretary; and

c) For failure to pay membership fees by the end of the first quarter of the calendar year. The member will first be given a warning at least one month before the end of March, but if fees are not paid by the end of March membership will automatically be terminated.

d) By a resolution to that effect adopted by the Executive Council after following due process on one or more of the following grounds:

- i) bringing the Association into disrepute;
- ii) disrupting or undermining the functioning of the Association;
- iii) preventing or trying to prevent the Association from furthering its aims and objectives.

e) A member who is dissatisfied with the resolution of Council may lodge an appeal within 14 days from the day on which the resolution was communicated to the member. Council shall, within 14 days of receiving the appeal, appoint a panel consisting of at least 3 people, none of whom serve on Council, to consider the appeal. The decision of the panel shall be final.

## **6. REGIONAL BRANCHES OF THE ASSOCIATION**

For purposes of carrying out the objectives set forth in this constitution, the Association shall have the power to establish regional branches.

### **6.1 Establishment of Branches**

- a) The Association shall strive to establish branches in all the major industrial regions of South Africa in order to become a truly national and representative organisation.
- b) A regional branch may be established in any region where there are at least six paid-up members of the Association.
- c) The branch may be established either by an initiative taken by members of the Association in the region or upon the initiative of the Executive Council.
- d) Every regional branch shall be run by a Branch Committee.

### **6.2 Duties and Activities of a Branch Committee are:**

- a) to carry out activities that further the objectives of the Association in its region;
- b) to provide services for existing Association members and the public in order to retain their membership and to attract new members to the Association; and
- c) to arrange workshops, seminars, courses and related events in the field of Industrial Relations and other areas referred to in article 4.1(e) above.

### 6.3 Membership and Composition of Branch Committee

- a) Members of a Branch Committee may either:
  - i) be elected annually at a meeting of regional members where a large and active branch exists;
  - ii) be requested by existing Branch Committee members to join the Committee in the case of a smaller branch; or
  - iii) volunteer for the Committee or be requested by Executive Council to join the Committee in the case of a newly established branch.
  
- b) A Branch Committee shall consist of:
  - i) a chairperson;
  - ii) a secretary;
  - iii) a treasurer; and
  - iv) up to seven additional members.
  
- c) Membership of the Committee shall be for a year at a time, but may be renewed. Members of the Committee shall appoint their office bearers annually.

### 6.4 Financial arrangements of a Regional Branch

- a) With the permission of the Executive Council a regional branch may open a bank account. The branch committee must submit an audited annual financial report to the Finance Sub-Committee of the Association at the end of every financial year. The cost of auditing shall be paid from the Association's central account.
  
- b) Every Branch Committee shall receive a third of the membership dues of all the members in its region. The money shall be used to carry out the Branch Committee's duties and activities.
  
- c) Every Branch Committee shall be entitled to charge for the activities it organises in its region. Funds raised by a Branch Committee shall be retained by the Branch Committee and used to further the objectives of the Association in its region.

### 6.5 Reactivation and Dissolution of a Regional Branch

- a) A regional branch may dissolve itself if a majority of members in the branch wish to do so. All funds and assets of the dissolving branch shall be transferred to the national organisation of the Association.

b) If a regional branch is no longer functioning actively or effectively the Executive Council shall make reasonable efforts to reactivate the branch. Should these attempts fail the Executive Council may take a decision to dissolve the branch.

c) If a regional branch is no longer pursuing or furthering the aims of the Association or if its activities undermines or tries to undermine the activities of the Association, the Executive Council may take a decision to dissolve the branch.

d) The decision to close a regional branch may only be taken by the Executive Council after full and proper consultation with IRASA members in that region as well as the Branch Committee provided it is still functioning.

## **7. OFFICE BEARERS AND ORGANS OF THE ASSOCIATION**

7.1 The Association will be governed and managed by the following structures: -

- a) President and Deputy President;
- b) Executive Council;
- c) A Secretariat;
- d) The members at an AGM.

### 7.2 President and Deputy President of the Association

a) There shall be a President and Deputy President of IRasa who will hold office for three (3) years each and can be re-appointed for one more term only.

b) The President and Deputy President shall be elected at an AGM and are ex officio members of Council with voting rights. They must both be members of the Association.

c) The President, or in her/his absence, the Deputy President, shall chair Executive Council meetings and the AGM. Should both the President and Deputy President not be able to attend a meeting, the Executive Council shall appoint a person to act in her/his place.

d) The President and Deputy President may, if they so wish, decide how to divide responsibilities and tasks between them.

### 7.3 Executive Council (Council)

a) The governance of the Association shall vest in an

Executive Council consisting of IRASA members in good standing who will hold office for three years and who can be re-appointed. It shall be composed as follows:

- i) Seven (7) members elected by members at an Annual General Meeting.
- ii) A Treasurer elected by members at an Annual General Meeting.
- iii) An IIRA representative to serve as an *ex officio* member appointed by Executive Council.
- iv) National Secretary who shall serve on the Council *ex officio* and not have the right to vote.
- v) The President and Deputy President of the Association (*ex officio*).
- vi) Two representatives from each Branch Committee of the Association with less than 50 paid-up members and three representatives from each branch with more than 50 paid-up members. A corporate member shall count as five individual members. The branch representatives shall consist of the chairperson and at least one other office bearer on the Branch Committee selected by the Committee.
- vii) The Executive Council may co-opt members onto the Council in case vacancies should arise on the Council that are essential to fill before the next Annual General Meeting of IRASA. These co-opted members shall have voting rights. The membership of the co-opted members need to be ratified at the next Annual General Meeting.
- viii) The Executive Council may co-opt up to four non-voting members onto Council in order to assist it in performing its duties properly.
- ix) Only paid-up members of the Association in good standing may be elected or appointed as members of Executive Council.

b) Powers and Duties of the Executive Council:

- i) Govern the Association and ensure that it achieves its constitutional objectives and operates according to this Constitution;
- ii) Along with the President oversee and instruct the National Secretary;
- iii) Control income, expenditure and assets of the Association;
- iv) Convene and ensure that an Annual General Meeting is held every year and to call any other meetings that may be required;
- v) Appoint Committees and Sub-Committees that are required for the effective running and functioning of the



Association and draw up and ratify Terms of Reference for the Committees and Sub-Committees that are compatible with the Constitution of the Association.

d) Removal of Council membership

i) The membership of an Executive Council member shall be terminated if the member is no longer in good standing with the Association.

ii) An Executive Council member, except an ex officio member, who is absent without apologising for three (3) consecutive scheduled meetings is deemed to have resigned from the Council. The President must note this and inform the member.

iii) A Council member, including the President and/or Deputy President, may be removed by a resolution passed by a majority of Executive Council members after following due process on one or more of the following grounds: incompetence, failing to perform her or his duties, disrupting or undermining the functioning of the Council; preventing or trying to prevent the Association from furthering its aims and objectives; or bringing the Association into disrepute.

7.4 National Secretariat

a) The Executive Council shall appoint a National Secretary to manage the affairs of the Association under the direction of the President and Executive Council. The National Secretary must help the Executive Council and President carry out their functions in terms of the Constitution of the Association.

b) The National Secretary will report to the President and the Executive Council and be paid remuneration determined by the Executive Council in consultation with the Finance Sub-Committee.

c) An employment contract and performance contract shall be drawn up for the National Secretary by the Executive Council in consultation with the Human Resources Sub-Committee and signed before commencement of the appointment.

d) Administrative support (as and when required) may be appointed by the Executive Council or the National Secretary after consulting the Executive Council or, in the case of an emergency, the President or Deputy President of the Association. The remuneration must be decided in consultation with the Finance Sub-Committee. The Secretary

shall, in consultation with the Human Resources Sub-Committee, ensure that every staff member who is employed shall sign a contract of employment which shall include a performance management contract.

e) The National Secretary must submit a quarterly report of activities of the Association to the Executive Council and an annual report of the activities of the Association to the General Meeting of members.

f) The National Secretary shall maintain minutes of all meetings of the Executive Council, Annual General Meeting and other Association meetings.

g) If allegations of misconduct, corruption or any other malpractice are made against the secretary or any other staff member, Council may appoint a person or persons to investigate the allegations and report to Council.

h) The Secretary or any other staff member may be dismissed by the Executive Council on grounds of incompetence, dereliction of duties, lack of adequate performance, corruption, or any other legitimate reason for dismissal specified in South Africa's labour legislation.

#### 7.5 Powers of the President and Deputy President

The President and Deputy President of the Association shall:

a) chair Executive Council Meetings and the AGM;

b) ensure the effective functioning and operation of the Executive Council;

c) oversee the administration of the Secretary and the Association.

#### 7.6 Duties of Treasurer

a) The Treasurer is responsible to ensure:

i) the effective and efficient management and administration of the financial affairs of the Association;

ii) the functioning of the Finance Sub-Committee;

iii) the efficient collection of revenues;

iv) the prudent expenditure and investment of Association funds; and

v) the financial viability of the Association.

b) The Treasurer shall submit a full financial report every quarter to the Executive Council. The report shall include the income and expenditure as well as all the bank balances of the Association.

## **8. QUORUM AND OTHER REQUIREMENTS FOR MEETINGS**

- 8.1. At an Executive Council meeting, a minimum of 4 members with voting rights shall constitute a quorum.
- 8.2 At a general meeting of members, a minimum of 25 members shall constitute a quorum.
- 8.3 In the absence of a quorum for a general meeting the meeting shall be adjourned for at least one hour and if no quorum is then obtained, the members shall proceed to constitute a quorum provided they are not fewer than 16 members and shall proceed to transact the business on the agenda.
- 8.4 Fourteen (14) days written notice of the holding of any general meeting of the Association shall be given. Such notice shall specify the place, the day and hour of the meeting, and in the case of special business, the nature of such business.
- 8.5 An Annual General Meeting shall be held after the close of the Association's financial year, at a date and place to be determined by the Executive Council. It may not be held later than the end of November of the same year.
- 8.6 The business of the annual meeting of the Association shall include:
  - a) receiving and approving the annual report of the Association's affairs;
  - b) receiving and approving the duly audited financial balance sheet and accounts of the Association;
  - c) the election of Executive Council members to fill any vacancies that may have arisen;
  - d) the appointment of auditors;
  - e) the determination of membership fees, and
  - f) the transaction of any other matters which the Executive Council may deem necessary or expedient.
- 8.7 The National Secretary shall maintain minutes of all meetings of the

Executive Council and Annual General Meetings.

## 9. **FINANCE**

- 9.1 The financial year of the Association shall be from 1st April to 31st March.
- 9.2 Executive Council will appoint a **Finance Sub-Committee** and its chairperson who must be a member of the Executive Council, but may not be the Treasurer. The Sub-Committee will function according to its Terms of Reference and oversee the proper management of the Association's financial affairs. The Finance Sub-Committee is accountable to the Executive Council.
- 9.3 Proper books of account of the Association's affairs shall be kept by the Finance Sub-Committee and at least once every year the accounts shall be examined and the correctness of the statement of income and expenditure and balance sheet shall be ascertained by the Association's auditors. The auditors of the Association and their remuneration shall be ratified by the Annual General Meeting.

## 10. **HUMAN RESOURCES**

- 10.1 Executive Council will appoint a **Human Resources Sub-Committee** and its chairperson who must be a member of the Executive Council. The Sub-Committee will function according to its Terms of Reference and oversee the proper management of the Association's human resource management.
- 10.2 The Human Resources Sub-Committee shall, upon request from Council or the National Secretary, draw up contracts and other documents as well as perform any other tasks that help to assist the Executive Council and National Secretary in executing their duties specified in clause 7.4(d) and ensure the efficient functioning of the Association pertaining to human resource management and development.

## 11. **AMENDMENTS**

- 11.1 Members of the Association may submit proposals to amend this Constitution provided there is a proposer and seconder of the proposal and the National Secretary receives it in time to comply with clause 11.3 of the Constitution. If the amendment of the Constitution is on the agenda of a meeting members may also propose amendments from the floor provided there is a proposer

and seconder. The Executive Council, regional branch committees, and sub-committees of the Association may also propose amendments to the Constitution.

- 11.2 This Constitution may be amended by resolution passed by not less than two-thirds of members of the Association present at the Annual General Meeting or a special meeting called by Council for this purpose.
- 11.3 Twenty one (21) days written notice shall be given of the meeting along with the intended amendments to the Constitution.
- 11.4 The quorum requirements for a special meeting shall be the same as for an Annual General Meeting as specified in clauses 8.2 and 8.3 of this Constitution.

## 12. **DISSOLUTION**

- 12.1 The Association may be wound-up or liquidated by a resolution passed by not less than two-thirds of the members of the Association present at a special meeting called for the purpose by notice specifying the resolution proposed to be taken at such meeting.
- 12.2 Twenty one (21) days written notice shall be given of such special meeting.
- 12.3 If there are any properties or assets which remain after dissolution, they must be given or transferred to another institution or institutions with similar objectives to those of the Association.