



# CONSTITUTION 2021

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## AIRAH CONSTITUTION 2021

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## 1. Preamble

- A. The Institute now called the Australian Institute of Refrigeration Air Conditioning and Heating Incorporated (AIRAH) was formed as the Victorian Institute of Refrigeration in 1919.
- B. In 1920 the Victorian Institute of Refrigeration was incorporated as a company limited by guarantee.
- C. In 1959 the Victorian Institute of Refrigeration became a federated body and changed its name to the Australian Institute of Refrigeration Air Conditioning and Heating.
- D. In 2001 AIRAH became a national body.
- E. In 2020 AIRAH introduced the AIRAH Registered Professional Engineer (ARPEng) accreditation program for professional engineers.
- F. In 2020 the AIRAH Constitution was updated, and AIRAH's role as an assessor of professional engineers incorporated. The by-laws were configured in three parts:
  - a) Membership
  - b) Organization, and
  - c) Professional Engineer accreditation

## 2. Interpretations

This Constitution should be read in conjunction with the AIRAH By-laws 2021.

“Act” means the Corporations Act 2001 (Commonwealth).

“By-laws” means the by-laws determined by the Board which provide the governance structures and guiding principles, rules and regulations for AIRAH membership and grading, and for the ARPEng accreditation program.

“Company Secretary” means any person appointed to perform the duties of a Company Secretary of AIRAH.

“Industry” means the heating, ventilation, air conditioning, refrigeration, and associated building services industry.

“Membership ballot” means a ballot of those members of AIRAH who are entitled under the by-laws to vote in membership ballots.

“National Reference Group” means those persons who are Directors of the Board, and Associate Directors, and who provide representation for the membership.

“Special resolution” means a resolution passed by a majority of at least 75% of voting members present in person or by proxy who are entitled to vote.

“Voting members” means members, associate members, fellows, life members, and honorary members.

### 3. Name

The Institute's name is "The Australian Institute of Refrigeration, Air Conditioning and Heating Incorporated" herein after referred to as AIRAH.

### 4. Purpose

The purpose of AIRAH is to advance the science and practice of all facets of the industry for the benefit of the community. AIRAH will achieve its purpose by:

- A. Educating its members, the industry, and community;
- B. Facilitating the exchange of ideas and information;
- C. Conducting assessments of qualifications, knowledge, and competence of persons engaged in or associated with the industry or engineering profession as it pertains to the industry and awarding accreditation of such persons for any purpose;
- D. Setting, promulgating, and enforcing high standards of professional and ethical conduct for members of AIRAH;
- E. Representing the views and interests of the industry.

### 5. Legal status and powers

#### 5.1.1 AIRAH:

- a) Is a company limited by guarantee
- b) Is a Charitable Institute endorsed by the Australian Tax Office on July 1, 2005
- c) Complies with the legislative requirements of the Act.

#### 5.2 Solely for the purpose of pursuing its purpose, AIRAH has the powers of:

- a) A natural person, and
- b) A corporation as conferred by the Act.

### 6. Company Secretary

6.1 The Board must appoint a Company Secretary in accordance with the Act.

6.2 A Company Secretary is to perform the duties and responsibilities as required by the Act, this Constitution, and any other relevant legislation or regulation.

## 7. Membership and accreditation

The by-laws must provide for:

- A. Classes, grades and titles of membership and professional accreditation;
- B. Assessment and admission criteria;
- C. Requirements for continuous professional development;
- D. Subscriptions and fees;
- E. Obligations and liability;
- F. Eligibility to vote of members;
- G. Use of post-nominals and right to be called a member or other professional accreditation;
- H. The professional regulation of members and accredited persons, including Code of Professional and Ethical Conduct and discipline regulations;
- I. The register of members and accredited persons;
- J. Cessation of membership and accreditation; and
- K. The conduct of membership ballots.

## 8. Execution of documents

- 8.1 AIRAH may execute a document without using a common seal if the document is signed:
- a) For or on behalf of AIRAH by those company officers authorised to sign by the Company Secretary, or
  - b) Two Directors.
- 8.2 Promissory notes, cheques, or other negotiable instruments must be signed, drawn, accepted, endorsed, or otherwise executed as the case may be:
- a) For or on behalf of AIRAH by those company officers authorised to sign by the Company Secretary, or
  - b) Two Directors.

## 9. Alteration of Constitution

- 9.1 The Constitution may only be altered, repealed, amended, or replaced by a Special Resolution.
- 9.2 The Board must review this Constitution within five (5) years from the last review to ensure relevance to AIRAH's activities and compliance with relevant legislation.
- 9.3 Any amendments suggested by the Board must be put to the Annual General Meeting for discussion before going to the Voting Members under the terms of this Constitution for ratification.
- 9.4 Every Director and Associate Director holding office immediately prior to the commencement of this Constitution will continue to hold that office on the commencement of this Constitution until the next election or appointment of new Directors in accordance with the Constitution and by-laws.

## 10. Income and property

- 10.1 The income and property of AIRAH when so ever derived shall be applied solely towards its purpose as set forth in this Constitution.
- 10.2 AIRAH shall not distribute directly or indirectly any profit, income, or assets to its members.
- 10.3 Nothing shall prevent AIRAH from paying its members for goods and services provided by them or for reimbursement of expenses properly incurred by them if done in good faith and if no more favourable than if the member were not a member.

## 11. Liability of AIRAH members

- 11.1 The liability of AIRAH Members is limited save for that unlimited liability set out in this clause.
- 11.2 If any AIRAH member of AIRAH pays or receives any dividend or bonus or other profit in contravention of this Constitution, the liability of every Director of the Board of AIRAH who has concurred in or authorised such payment shall be unlimited, and the liability of every member of AIRAH who has received any such dividend, bonus, or other profit shall be unlimited.

## 12. Winding up

- 12.1 The affairs of AIRAH may be wound up by passing a Special Resolution at a general meeting of AIRAH.
- 12.2 If AIRAH is wound up, its remaining assets must not be distributed to any member.
- 12.3 The remaining assets must be given to an organisation with a similar purpose to AIRAH.
- 12.4 The organisation receiving the assets must be determined by AIRAH's Members, at or before the time of dissolution, or in default thereof, by such judge of the court as may have, or acquire jurisdiction in the matter. The other organisation must prohibit the distribution of income or property among their members to an extent at least as great as is imposed on AIRAH under this Constitution.

## 13. Statement of accounts

- 13.1 AIRAH must keep true and fair accounts in accordance with the Act.
- 13.2 AIRAH must allow its voting members, auditors, and Directors to inspect its accounts and records in accordance with the Act.
- 13.3 AIRAH must have its accounts audited at least once in each financial year in accordance with the Act.

## 14. The Board

- 14.1 The Board is responsible for the governance and management of AIRAH.
- 14.2 The Board will exercise all the powers of AIRAH on its behalf unless this Constitution or the by-laws provide that a matter must be transacted by and at a general meeting of AIRAH.
- 14.3 The Board may form committees to carry out specific assignments as required from time-to-time.
- 14.4 The by-laws provide for the appointment, constitution, and operation of the Board.
- 14.5 Employees of AIRAH are not eligible to be members of the Board.

## 15. By-laws

- 15.1 The Board may make any by-laws it deems necessary for the purposes of this Constitution and the proper management of AIRAH, and may amend, add to, or delete such By-laws.
- 15.2 The AIRAH Members shall be bound by the by-laws as made from time-to-time.
- 15.3 The Board must review the by-laws for functional relevance at least once every two (2) years.
- 15.4 The Board will cause all by-laws it makes to be provided to all AIRAH members by print or electronic notice within 30 days of any decision of the Board to amend, add, or delete such By-laws.

## 16. AIRAH Convention

- 16.1 An AIRAH Convention will be held each calendar year.
- 16.2 The AIRAH Convention will consist of all members of the National Reference Group.
- 16.3 The responsibilities of the AIRAH Convention are:
  - a) To elect the members of the Board;
  - b) To give advice and counsel to the Board about the way AIRAH is fulfilling its purpose;
  - c) Any other responsibilities given by the by-laws.
- 16.4 The by-laws must provide for the constitution of the AIRAH Convention.
- 16.5 Employees of AIRAH are not eligible to be members of the AIRAH Convention.