

May 2015

AIRAH Constitution

**Australian Institute of Refrigeration, Air Conditioning
and Heating Inc.**

ABN 81 004 082 928

AIRAH is a company limited by guarantee. AIRAH is a charitable institute endorsed by the Australian Tax Office on July 1, 2005. AIRAH is registered under the Corporations Act 2001 (Commonwealth).





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Constitution

1 Interpretation

“Act” means the Corporations Act 2001 (Commonwealth)

“Associate Director” means an Institute Member who is elected to the position of Associate Director, by the Institute Members in a Division or by the Institute Members in a Specialist Technical Group.

“Annual Convention” means a meeting held annually at a time and place to be nominated by the Board to be attended by the Associate Directors from whom the Directors are elected.

“Board” means those persons comprising the Board of Directors and Officers of the Institute in accordance with this Constitution, who shall form the governing body of the Institute.

“Chief Executive Officer” means the person appointed by the Board in accordance with the Corporations Act but otherwise for such term, and upon such conditions as the Board thinks fit; to manage the Institute under the direction of the Board and in accordance with this Constitution, the by-laws and all policies of the Institute.

“Degree” means a degree at Bachelor level or other tertiary qualification approved by the Board.

“Director” means a person appointed to the Board to act as a director of the Institute in accordance with this Constitution.

“Division” means a group of Institute Members who are established in any state as a Division by the Board.

“Institute Member” means a person or entity who is a Member, a Student Member, an Associate Member, an Affiliate Member, a Fellow, a Life Member, an Honorary Member, a Company Member or falls within another category of Membership included within this Constitution.

“Industry” means the air conditioning, refrigeration, ventilation, heating and any other Industry related to building services.

“Institute” means “The Australian Institute of Refrigeration, Air Conditioning and Heating Inc.”

“Membership” means the group of individuals who are Members, Student Members, Associate Members, Affiliate Members, Fellows, Life Members, Honorary Members, Company Members and any other Institute Members included within this Constitution.

“Non-Voting Institute Members” means Student Members, Affiliate Members, Company Members and any other category of Membership excluding those categories that fall within the definition of Voting Members.

“President” means the President of the Institute elected in accordance with the Constitution.

“Property” in the Constitution refers to intellectual, personal, real and leasehold property, and includes plant and machinery.

“Office or Institute’s office” means the office that is at the Registered Address of the Institute.

“Officer” means any Director, Secretary, or Public Officer, and any other meaning given by the Act.

“Registered Address” means the Institute’s registered office for the time being.

“Responsible Charge of Work” means a person who has the authority for making decisions in the design, construction, teaching of refrigeration, air conditioning or heating or the management control of people engaged in the Industry.

“Secretary” means any person appointed to perform the duties of a secretary of the Institute.

“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.

“Specialist Technical Group” means a body affiliated with the Institute that operates in a related industry but not necessarily directly within the refrigeration or air conditioning industries.

“Suspension of Membership” means loss of the use of post nominals and the right to vote, for a period as determined by the Board in accordance with the Constitution.

“Voting Institute Members” means Honorary Members, Life Members, Fellows, Members and Associate Members.

“Written and in Writing” includes any mode of representing or reproducing words, figures or symbols in a visible form.

2 Name

The Institute’s name is "The Australian Institute of Refrigeration, Air Conditioning and Heating Inc."

3 Objects

The objects of the Institute are as follows:

- a) to promote the science and practice of all facets of the Industry and the usefulness and efficiency of persons engaged therein;
- b) to raise the character and status, and advance the interests of the Industry, and to obtain power to grant recognised certificates of competency to those engaged therein;
- c) to represent generally the views and interests of the Industry and to preserve and maintain their integrity by imposing strict rules of conduct as a condition of Membership, and by other means promoting just and honourable practice;
- d) to provide for the delivery and holding of lectures, exhibitions, public meetings, classes and conferences calculated to advance the cause of education in the Industry whether general, professional or technical and to employ lecturers, teachers and other persons for these purposes and to pay all expenses, professional or otherwise, in connection therewith;

- e) to encourage the study of the Industry and to improve and elevate the general and technical knowledge of persons engaged or intending to engage in the Industry and, for such purposes, to test by examination or otherwise the competence of such persons and to donate on such terms and conditions as may from time to time be prescribed, prizes or other awards or distinctions and grant certificates and institute and establish scholarships, grants and other benefactions and to provide for the registration by the Institute of holders of such certificates;
- f) to establish, form, furnish and provide facilities and infrastructure for the purposes of the Institute;
- g) to communicate to the Membership information on matters affecting the Industry and to print, publish, issue and circulate such papers, periodicals, books, circulars, leaflets and other literary undertakings as may seem conducive to any of the objects of the Institute
- h) to encourage the discovery of and investigate and make known the nature and merits of processes and inventions, which may seem capable of being used by persons engaged in the Industry;
- i) to admit and recognise as Institute Members such persons as shall conform to its Constitution and bylaws, which amongst other things shall provide that to entitle a person to Membership that person must possess the qualifications specified in the Constitution and also to suspend, expel, or remove from Membership any such person;
- j) to establish, subscribe to, promote, become a member of, support, to amalgamate, to affiliate or co-operate with any other association, society, institution or institute whether incorporated or not whose objects are altogether or in part similar to those of this Institute and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on this Institute;
- k) to originate and promote improvements in the law and to support or oppose alterations therein and to effect improvements in administration and for the purpose aforesaid to petition any legislative body or authority and to promote deputations and to take all such steps and proceedings as may be deemed expedient for the furtherance of any of the objects of the Institute;
- l) to obtain any act of parliament or charter for all or any of the objects of the Institute or for the incorporation of the Membership or for the dissolution of the Institute as may seem conducive to any of its objects;
- m) to establish, undertake, superintend, administer and contribute to any charitable or benevolent fund from which may be made donations or advances to deserving persons who may be or have been engaged in the Industry or connected with any person engaged therein or to contribute or otherwise assist any charitable or benevolent institutions;
- n) to provide facilities for social contact between Institute Members and their friends and if thought fit to afford them all or any of the usual privileges, advantages, conveniences of a professional body;
- o) to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property which may be deemed necessary or convenient for any of the purposes of the Institute;
- p) to construct, maintain or alter any houses, buildings or works necessary or convenient for the purposes of the Institute;
- q) to receive any gift of property whatever subject to any special trust, or not, for any one or more of the objects of the Institute;
- r) to sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Institute;
- s) to borrow and raise money in such manner as the Institute may think fit;
- t) to invest any moneys of the Institute in such a manner as may from time to time be determined;

- u) to transfer all or any part of the property, assets, liabilities and engagements of the Institute to any one or more institutions, associations, societies or companies, whether incorporated or not, with which this Institute is authorised to amalgamate, and either gratuitously or for consideration;
- v) to watch over and promote the interests of the Industry generally;
- w) to do all such other lawful things as are incidental or conducive to the attainment of the above objects.

4 Registered office

The registered office of the Institute shall be situated in Australia wherever the Board may determine.

5 The Institute

5.1 Company

- 5.1.1 The name of the company is Australian Institute of Refrigeration Air Conditioning and Heating Inc. (hereinafter called “the Institute”).
- 5.1.2 The Institute is a company limited by guarantee.

5.2 Condition of licence

- 5.2.1 The Institute formed under this Constitution is a Charitable Institute endorsed by the Australian Tax Office on **1st July 2005**.

6 Membership

6.1 Classes of Membership

6.1.1 Member

Any person who:

- a) holds a Degree or a recognised equivalent in engineering or physical science from a university or technical institution approved by the Board and, after obtaining such qualification, shall have been actively engaged in the Industry for not less than three years, two years of which shall have been in responsible charge of work, or,
- b) holds a certificate or recognised equivalent in engineering or physical science approved by the Board from a university or technical institution approved by the Board and the applicant since obtaining the qualification shall have been actively engaged in the Industry for not less than eight years, three years of which shall have been in responsible charge of work, or
- c) has been in responsible charge of work involving technical decisions in the design, construction or teaching of refrigeration, air conditioning or heating, of a calibre not less than that expected for those under the above clauses for a period of five years and has been actively engaged in the Industry for not less than twelve years,
- d) shall be entitled to be a Member with voting privileges and subscription rates as the Board may decide from time to time.

6.1.2 Student Member

Any person, who is a bona fide full time student at any university or tertiary institute approved by the Board, or an apprentice or trainee, as determined by the Board, shall be

entitled to be a Student Member with privileges and subscription rates as the Board may decide from time to time.

6.1.3 Associate Member

Any person who:

- a) holds an approved certificate in engineering or physical science approved by the Board from a university or technical institution approved by the Board and after obtaining such qualification shall have been actively engaged in the Industry for not less than four (4) years, or
- b) has been actively engaged in the Industry for a period of not less than eight (8) years, three (3) years of which shall have been in responsible charge of work, or
- c) is in a branch of the Industry in which the applicant has completed an apprenticeship approved by the Board, and after completing this apprenticeship shall have been actively engaged in the Industry for not less than six (6) years
- d) shall be entitled to be an Associate Member with privileges and subscription rates as the Board may decide.

6.1.4 Affiliate Member

Any person who is recognised by the Board as being a member of a Specialist Technical Group is deemed an Affiliate Member of the Institute with the privileges and subscription rates as the Board may decide from time to time.

Any person, organisation or company who is active in any related aspect of the Industry shall, at the Board's absolute discretion, be admitted as an Affiliate Member with privileges and subscription rates as the Board may decide from time to time.

6.1.5 Fellow

Any Member who has held the grade of Member for at least ten years may be eligible for elevation to Fellow with privileges and subscription rates as the Board may decide, provided in the opinion of the Board, the Member satisfies the criteria for Fellow grade Membership established in the Bylaws, and has made a substantial contribution to the Industry through outstanding service in at least one of the following areas:

- a) research and development leading to creation of new knowledge; or
- b) technology transfer and education; or
- c) development of the Industry including promotion of its ethical standards and public image; or
- d) development of the affairs of the Institute.

6.1.6 The Board may limit the number of Fellows of the Institute.

6.1.7 Life Member

Any Member who the Board deems appropriate to recognise for outstanding and continuous service to the Industry or the Institute and:

- a) has been a Member of the Institute for a period of at least ten years, and made a substantial contribution to the Industry through outstanding service in at least one of the following areas:
 - i. research and development leading to creation of new knowledge;
 - ii. technology transfer and education;
 - iii. development of the Industry including promotion of its ethical standards and public image;
 - iv. development of the affairs of the Institute.

Such appointment as a Life Member will confer special privileges as the Board may decide. Life Members shall be exempt from Membership fees.

- 6.1.8 The Board may limit the number of Life Members of the Institute.
- 6.1.9 Honorary Member
Any person who is approved by the Board may be eligible for appointment as an Honorary Member providing that person:
- a) has achieved scientific eminence; or
 - b) has rendered conspicuous service to the Industry; or
 - c) is prominently associated with the Industry;
- with privileges as the Board may decide. Honorary Members shall be exempt from Membership fees.
- 6.1.10 The Board may limit the number of Honorary Members of the Institute.
- 6.1.11 Company Membership
The Board may at its discretion admit a Corporation to be a Company Member. A Company Member will have the privileges as determined by the Board within the constitution.
The board may review the criteria of Company Membership benefits and costs from time to time but not less than every two (2) years.

6.2 Agreement to abide by the Constitution and the by-laws

- 6.2.1 All applicants on applying for Membership must sign a declaration agreeing to abide by the Constitution and the by-laws.
- 6.2.2 The Board may prescribe professional practice standards which shall be published on the Institutes web site.

6.3 Rights and obligations

- 6.3.1 The rights of Institute Members are not transferable, and terminate when a person ceases to be an Institute Member.
- 6.3.2 Each Institute Member must, to the best of the person's ability, further the objects, interests and influence of the Institute, and must at all times comply with the Constitution as required by the Act.
- 6.3.3 Notwithstanding any clause to the contrary, Associate Members and Affiliate Members that have been elected to the position of Associate Directors may, under the Bylaws, vote at the convention on Directors appointments and if elected vote as Directors of the Institute.

6.4 Use of the term "Institute Members"

- 6.4.1 Any persons holding any of the categories of Membership shall be referred to as an Institute Member and have the right to use their applicable post nominals.

6.5 Cessation of Membership

- 6.5.1 A person will cease to be an Institute Member under the following circumstances:

- a) if the Institute Member gives notice of resignation in writing, or
- b) if the Institute Member's subscription, levies or other amounts due to the Institute are overdue for a period of three (3) months, or
- c) if the Board makes a decision pursuant to a complaint to terminate the person's Institute Membership, or
- d) on the death of the Institute Member.

6.5.2 The Institute Member may appeal to the Board against the termination of Membership and the Board may, if it allows the appeal, reinstate that person as an Institute Member.

6.5.3 The Board will notify in writing any Institute Member whose Membership has or will be terminated.

6.6 Register of Institute Members

6.6.1 On approval of an application for Institute Membership, the Institute must enter the applicant's full name and registered address in the Register of Institute Members kept in accordance with the Act.

6.6.2 An applicant becomes an Institute Member when the Institute enters the Institute Member's details described in the Register of Institute Members.

6.6.3 The Institute must also enter in the Register of Members the dates on which an Institute Member:

- a) becomes an Institute Member, and
- b) ceases to be an Institute Member.

7 Membership fees

7.1.1 At least annually, the Board shall review and approve any relevant fee and/or annual subscription for all categories of Institute Membership of the Institute.

7.1.2 Other fees of any nature may be set by the board in concert with the Chief Executive Officer.

7.1.3 Any fees, subscriptions and other special fees may vary according to all categories of Institute Membership and shall be annually reviewed by the Board in conjunction with the Chief Executive Officer.

8 Company secretary

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

8.1.2 A Secretary is to perform the duties and responsibilities of a Company Secretary as required by the Act, the Institute's Constitution, and any other relevant legislation or regulation.

9 Execution of documents

- 9.1.1 The Institute may execute a document without using a common seal if the document is signed:
- a) for or on behalf of the Institute by those Company officers authorised to sign by the Secretary, or
 - b) two Directors.
- 9.1.2 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 the Institute by those Company officers authorised to sign by the Secretary, or
 - b) two Directors.

10 Alteration of Constitution

- 10.1.1 This Constitution may only be altered, repealed, amended or replaced by a Special Resolution.
- 10.1.2 The Board must review this constitution within five (5) years from the last review to ensure relevance to the Institute's activities and compliance with operational needs.
- 10.1.3 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.
- 10.1.4 Every person 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.

11 Powers

Solely for the purpose of pursuing the above objects, the Institute has the powers of:

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

12 Income and property

The income and property of the Institute when so ever derived shall be applied solely towards the promotion of the objects of the Institute as set forth in this Constitution. No part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Institute Members. Nothing shall prevent the payment in good faith of remuneration to any officers or servants of the Institute or other person not being an Institute Member in return for any services actually rendered to the Institute. Nothing shall prevent the payment of interest at a rate not exceeding the Institute's bank overdraft rate plus 2% per annum on money borrowed from or lawfully due to any Member of the Institute.

13 Statement of accounts

The Institute must keep true and fair accounts in accordance with the Act.

In addition to the above, the Institute must allow its Voting Members, auditors and Directors to inspect its accounts and records in accordance with the Act.

The Institute must have its accounts audited at least once in each financial year in accordance with the Act.

14 Liability of Institute Members

14.1 Limited liability

14.1.1 The liability of the Institute Members is limited save for that unlimited liability set out in this clause.

14.2 Liability of Institute Members

14.2.1 If any Member of the Institute pays or receives any dividend or bonus or other profit in contravention of this Constitution the liability of every Member of the Board of the Institute who has concurred in or authorised such payment, shall be unlimited, and the liability of every Member of the Institute who has received any such dividend, bonus or other profit shall be unlimited.

14.3 Liability of Institute Members on winding up or dissolution

14.3.1 The affairs of the Institute may be wound up by passing a Special Resolution at a general meeting of the Institute.

14.3.2 Every Member undertakes to contribute to:

- a) the assets of the Institute, and in the event of its being wound up while he or she is an Institute Member or within one year afterwards;
- b) payment of the debts and liabilities of the Institute contracted before he or she ceases to be an Institute Member;
- c) the costs, charges, and expenses of winding up;
- d) however, the maximum total contribution shall not exceed the sum of ten (10) dollars (AUD\$10.00) save for the circumstances set out in clause 14.2 "Liability of Institute Members".

14.4 Disbursement of property on winding up or dissolution

14.4.1 If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all payments, debts and liabilities, any property whatsoever, the same shall:

- a) not be paid to or distributed among the Institute Members;
- b) be given or transferred to another company or institution, having objects similar to the objects of the Institute and to be determined by the Institute 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 company or institute must have objects which prohibit the distribution of income or property among their Members to an extent at least as great as is imposed on the Institute under this Constitution.

15 The Board of Directors

15.1 Role and powers of the Board

- 15.1.1 The Board will oversee the policy, management and operation of the Institute.
- 15.1.2 The Board will exercise all the powers of the Institute unless this Constitution or the Bylaws provide that a matter must be transacted by and at a general meeting of the Institute.
- 15.1.3 The Board may delegate whether by entering into a management agreement binding upon the Institute or by any other means, any or all of their powers of management of the business of the Institute to any person as the Board sees fit.
- 15.1.4 In the event of a tied vote at a meeting of the Board, the President has the power to exercise a casting vote.

15.2 Proceedings of directors

- 15.2.1 The directors may meet together and adjourn and otherwise regulate their meetings as they think fit.
- 15.2.2 The contemporaneous linking together by telephone or other electronic means of a sufficient number of the directors to constitute a quorum constitutes a meeting of the directors. All the provisions in this constitution relating to meetings of the directors apply, so far as they can and with any necessary changes, to meetings of the directors by telephone or other electronic means.
- 15.2.3 A director who takes part in a meeting by telephone or other electronic means or technology shall be deemed to be present in person at the meeting.
- 15.2.4 A meeting by telephone or other electronic means or technology shall be taken as held at the place decided by the chairperson of the meeting, as long as at least one of the directors involved was at that place for the duration of the meeting.
- 15.2.5 If, before or during the meeting, any technical difficulty occurs as a result of which one or more directors cease to participate, the chairperson must adjourn the meeting until the difficulty is remedied and all originally participating directors are once more present to continue with the meeting.

15.3 Convening meetings of directors

- 15.3.1 The company secretary must, on the requisition of any two (2) or more directors, convene a meeting of the directors.

15.4 Composition of the Board

- 15.4.1 All Directors, except the Director appointed at the discretion of the Board, shall be elected by the Associate Directors.

- 15.4.2 The Board shall consist of a maximum of six (6) Directors:
- a) Four (4) of whom must be Voting Members,
 - b) One (1) of whom must be an Associate Director of a Specialist Technical Group, and
 - c) One (1) of whom may be an appointment by the Board at the Board's discretion (referred to as the Discretionary Board Appointment).
- 15.4.3 Directors will be elected as Directors at the Annual Convention.
- 15.4.4 The President must not be the Chief Executive Officer.
- 15.4.5 No individual shall be a Director for more than six (6) years consecutively.
- 15.4.6 If the Chief Executive Officer is appointed as a Director to the Board as a Discretionary Board Appointment, then that person acts as a Director with Board voting rights.
- 15.4.7 A Division or Specialist Technical Group cannot have more than one (1) Director on the Board unless the Board has appointed a second Director from that Division or Specialist Technical Group under the Discretionary Board Appointment.
- 15.4.8 The Directors elected at the Annual Convention each year takes office from the date of the close of the AGM that follows the Annual Convention.
- 15.4.9 The existing Board must agree and sign off all financial matters at the Board meeting immediately prior to the new Board taking effect.

15.5 Skills competency of Board

The Board comprising of the elected directors is to have, as far as is practicable and without being limited solely to, a mixture of skills, expertise and knowledge reflective of the following:

- a) Financial
- b) State and Regional industry matters
- c) The air conditioning, refrigeration, ventilation, heating and any other industry related to building services industry – compliance and regulatory
- d) International affairs of the air conditioning, refrigeration, ventilation, heating and any other industry related to building services Industry
- e) Small and Medium enterprise operations
- f) Corporate governance
- g) Marketing and communications
- h) Stakeholder engagement and dispute resolution

15.6 Appointment and tenure

- 15.6.1 The tenure of office for the President and other Directors, excluding the Director appointed as a Discretionary Board Appointment, shall be for a two (2) year period with no more than three (3) terms to be served consecutively.
- 15.6.2 In the event of a President completing his or her two (2) year period as President then at the first Board meeting following the AGM, the Board shall elect a new President. In the event of a President resigning prior to the completion of the two year term, the Board shall convene as soon as practicable to appoint a successor.
- 15.6.3 The tenure of office of the Director appointed under the Discretionary Board Appointment is a one (1) year period with no more than six (6) terms to be served consecutively.

15.7 Vacancies on the Board

- 15.7.1 The office of a Director must be vacated if the Director:
- a) ceases to be an Institute Member; or
 - b) resigns the office in writing; or
 - c) is absent from three (3) consecutive meetings of the Board without leave of the Board.
- 15.7.2 The Board shall nominate an eligible Associate Director to be a Director to fill any casual vacancy as soon as practicable after the vacancy occurs. The nomination will be ratified at the next meeting of the Board.
- 15.7.3 The new appointee will retain office for the remaining term of the vacating Director.

15.8 Quorum of meeting

- 15.8.1 No business shall be transacted at any Board meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum shall be not less than half the Directors plus one, and all personally present. A director may appoint another director as a proxy to vote on their behalf.

15.9 By-laws

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

15.10 Committees

- 15.10.1 The Board may form Committees to carry out specific assignments as requested from time to time.

16 Meetings of the Institute

16.1 General meetings

- 16.1.1 All meetings other than the Annual General Meeting and the Annual Convention are called general meetings. These meetings can be convened:
- a) by the Board;
 - b) by the Board on request of Voting Members where at least 100 Voting Members make a request in writing to the Board to hold a general meeting. Such meeting shall be held within two (2) months after the request is given to the Board.

16.2 Annual General Meeting

16.2.1 The Institute must hold an Annual General Meeting every calendar year, and not later than five (5) months after the Institute's financial year-end.

16.3 Proxies

16.3.1 A Voting Member may appoint another Voting Member as the Voting Member's proxy to attend and vote for the Voting Member at any general meeting of the Institute.

16.3.2 An appointment of a proxy is valid if it is signed by the Voting Member making the appointment and contains the following information:

- a) the Voting Member's name and address;
- b) the proxy's name or the name of the office in the Institute held by the proxy;
- c) the meetings at which the appointment may be used.

16.3.3 An undated appointment is taken to have been dated on the day it is given to the Institute.

16.3.4 A proxy appointed to attend and vote for a Voting Member has the same rights as the Member to:

- a) speak at the meeting;
- b) vote (but only to the extent allowed by the appointment);
- c) join in a demand for a poll.

16.3.5 The proxy's authority to speak and vote for a Voting Member at a meeting is suspended while the Member is present at the meeting.

16.3.6 For an appointment of a proxy for a meeting of the Institute's Voting Members to be valid, the Institute must receive the proxy's appointment in writing at least 48 hours before the commencement of the meeting.

16.3.7 The Institute receives an appointment authority when it is received at the registered address, a fax number at the registered address or a place, fax or electronic address specified for the purpose in the notice of the meeting.

16.3.8 Unless the Institute has received written notice of the matter before the start or resumption of the matter at which a proxy votes, a vote cast by the proxy will be valid even if, before the matter resumes:

- a) the appointing Member dies; or
- b) the Member is mentally incapacitated; or
- c) the Member revokes the appointment.

16.4 Notice of meeting

16.4.1 At least 30 days' notice to Voting Members must be given of any general meeting of Voting Members of the Institute.

16.4.2 The Institute may give the notice of meeting to its Voting Members:

- a) personally;

- b) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member;
- c) by sending it to the fax number or electronic address (if any) nominated by the member;
- d) by sending it to the member by other electronic means (if any) nominated by the member.

16.4.3 A notice of meeting sent by post is taken to be given three (3) days after it is posted. A notice of meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

16.4.4 The notice of meeting must:

- a) Set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
- b) State the business of the meeting ; and
- c) State the Member has the right to appoint a proxy; and
- d) State that the business of the meeting will be restricted to those items of which due notice has been given.

16.5 Quorum

16.5.1 No business shall be transacted at any general meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business. A quorum shall be twenty Voting Members personally present and eligible to vote.

16.6 Adjournment of meeting

16.6.1 The Chairperson may, with the consent of any meeting at which a quorum is present (and must, if so directed by the meeting) adjourn the meeting but only business left unfinished at the meeting from which the adjournment took place may be transacted at the adjourned meeting.

16.6.2 If a meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

16.6.3 Subject to the above clause, the Institute need not give any notice of an adjournment or the business to be transacted at an adjourned meeting.

16.7 Minutes

16.7.1 All minutes of general meetings shall be kept at the registered office of the Institute.

16.8 Chair at meetings of the Institute

16.8.1 The President or in the absence of the President, another Director elected at the meeting by the Directors, will be entitled to take the chair at every general meeting of the Institute.

16.8.2 The President may appoint a Chairperson who is a Voting Institute Member for any general meeting.

16.8.3 If at any general meeting no person entitled to take the chair is present within 15 minutes after the appointed meeting time, or if all those who are present and entitled, decline to take the chair, then the Voting Institute Members present will choose a Voting Institute Member from their number to be Chairperson.

17 Voting

17.1 Resolutions decided by show of hands unless a poll is demanded

17.1.1 At any general meeting, a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is demanded by any Member entitled to vote, either in person or by proxy. Such demand must be made before or immediately on the declaration of the result of the show of hands.

17.1.2 Unless a poll is demanded in accordance with this Constitution a declaration by the Chairperson that a resolution has on a show of hands been:

- a) carried unanimously or by particular majority; or
- b) lost;
- c) an entry to that effect in the book containing the proceedings of the Institute is conclusive evidence of the fact provided that the Chairperson's declaration reflects either the show of hands or the votes received.

17.1.3 A demand for a poll may be withdrawn.

17.2 How and when poll taken

17.2.1 If a poll is demanded in accordance with this Constitution it must be taken either:

- a) at once;
- b) after an interval or adjournment not exceeding one hour; or
- c) otherwise as the Chairperson directs.

17.2.2 The result of the poll is the resolution of the meeting at which the poll was demanded.

17.2.3 A poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately.

17.2.4 On a poll, a Voting Member holding more than one vote need not exercise all votes in the same way.

17.3 Votes of Voting Institute Members

17.3.1 Honorary Members, Life Members, Fellows, Members and Associate Members shall collectively be known as Voting Members.

17.3.2 Only Voting Members shall have full voting rights of the Institute.

17.3.3 Those Voting Members whose rights have not ceased under this Constitution are entitled to vote.

17.3.4 A Voting Member may vote in person or by proxy in accordance with this Constitution and the Act.

- 17.3.5 Every voting Member has one vote.
- 17.3.6 On a show of hands or poll every Voting Member who is present in person or by proxy has one vote.
- 17.3.7 A Voting Member may object to the qualification of a voter, but only at the meeting at which the vote objected to is given or tendered. The objection must be referred to the Chairperson of the meeting whose decision is final.
- 17.3.8 In the case of an equality of votes, the Chairperson of the meeting shall not be entitled to have a second or casting vote. The resolution put to the vote shall be deemed lost.

17.4 Postal Vote

- 17.4.1 The Board may at any time take a postal vote on matters relating to the affairs of the Institute.
- 17.4.2 The result of a postal vote shall be deemed to be a resolution of the Institute in general meeting.

18 Annual Convention

18.1 Annual Conventions

An Annual Convention will be held annually for the purpose of the Associate Directors electing Directors of the Institute.

18.2 Calling Annual Conventions

An Annual Convention must be held no later than the end of each calendar year.

18.3 Use of technology

An Annual Convention may be called or held using any technology consented to by all the Associate Directors. The consent may be a standing one. An Associate Director may only withdraw their consent within a reasonable period, not less than 7 days, before the meeting.

18.4 Chairing Annual Conventions

- 18.4.1 The President of the Institute will be the chair of the Annual Convention.
- 18.4.2 The Associate Directors must elect an Associate Director present to chair a meeting, or part of it, if:
- a) there is no current President, or the current President is not present at the Annual Convention;
 - b) an Associate Director has not already been elected to chair the meeting; or
 - c) a previously elected chair is not available or declines to act, for the meeting or the part of the meeting.

18.5 Quorum at Annual Conventions

The quorum for an Annual Convention is not less than half the total number of Associate Directors plus one, and the quorum must be present at all times during the meeting.

18.6 Passing of Associate Directors' resolutions

18.6.1 A resolution of the Associate Directors must be passed by a majority of the votes cast by Associate Directors entitled to vote on the resolution.

18.6.2 The chair has a casting vote if necessary in addition to any vote they have in their capacity as an Associate Director.

18.7 National Reference Group

18.7.1 Formation

- (a) The National Reference Group shall consist of:
 - (i) The members of the Board; and
 - (ii) The Associate Director from each of the Institute's Divisions and Specialist Technical Groups.

18.7.2 Role of the National Reference Group

- (a) The role of the National Reference Group shall be to:
 - (i) act as forum for considering the views of Members at large;
 - (ii) participate in the Institute's strategic planning process;
 - (iii) broadly comment and offer feedback when requested on initiatives of the Institute, within their field of interest and or expertise;
 - (iv) recommend to the Board matters that can be placed on the reference group agenda; and
 - (v) consider any matter referred to it by the Board.

18.7.3 Chairperson

- (a) The Chairperson of the National Reference Group shall be the President or a board nominated director of the Institute.

18.7.4 Meetings of the National Reference Group

- (a) The National Reference Group shall meet at least once per year and such meeting is to coincide with either the holding of the Institute's Annual General Meeting or the Institute's Annual Convention.

19 Divisions and Specialist Technical Groups

19.1 Establishment of Divisions and Specialist Technical Groups

19.1.1 The Board may establish a Division in any State, Territory or other region of the Commonwealth of Australia.

19.1.2 The Board may establish Specialist Technical Groups to focus on one or more particular aspects of the Industry and/or the objectives of the Institute.

19.1.3 Each Division and each Specialist Technical Group will have a Committee elected by and from the Voting Members of that Division or Specialist Technical Group.

- 19.1.4 Each Committee will elect a Voting Institute Member as an Associate Director. The Associate Director must be prepared to attend the Annual Convention and stand as a Director of the Institute if elected.
- 19.1.5 The Board may establish Divisions and/or Special Technical Groups outside the Commonwealth of Australia where it is considered the aims and objectives of the Institute would be enhanced.
- 19.1.6 Each Division or Special Technical Group shall determine the size of the Committee but any such Committee will need at least three (3) Committee members one of whom shall be the Committee Convenor.
- 19.1.7 Nominations of candidates for election as a Committee member of a Division or a Specialist Technical Group must be:
- a. Made in writing, signed by the Voting Institute Member of the Division or Special Technical Group and accompanied by the written consent endorsed on the form of nomination;
 - b. Delivered to the company secretary of the Institute not less than twenty-eight (28) days before the date is fixed for the holding of the election.
- 19.1.8 A candidate may only be nominated for one office, which shall be either Committee Convenor or as a member of the committee.
- 19.1.9 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received afterwards.
- 19.1.10 If the number of nominations received is equal to the number of vacancies to be filled on the Committee, then the persons nominated shall be deemed to be elected.
- 19.1.11 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 19.1.12 The ballot for the election of convenor and ordinary members of the committee must be conducted in such a manner as the company secretary determines.
- 19.1.13 Within 14 days of the company secretary issuing a written declaration of the Committee members of a Division or Special Technical Group, that Committee must meet to seek nominations for and conduct an election of an Associate Director.

19.2 Dissolution of a Division or Specialist Technical Group

- 19.2.1 Whenever the Board is of the opinion that the continuation of any Division or Specialist Technical Group of the Institute is not in the best interests of the Institute, the Board may dissolve that Division or Specialist Technical Group.
- 19.2.2 If a Division or Specialist Technical Group is dissolved, then the office of each of its Committee Members will be deemed to be at an end, including also that of the Associate Director, who must resign their position on the Board immediately.

20 Application of the Act

20.1 Unless the contrary intention appears in this constitution

20.1.1 Division 8 of Part 1.2 of the Act applies, as far as it is capable of application and with such changes as are necessary, in this Constitution as if the provisions of this Constitution were provisions of the Act.

20.2 Replaceable rules displaced

20.2.1 The provisions of this Constitution displace each replaceable rule under the Act that would otherwise apply other than those mandatory replaceable rules that apply to public companies pursuant to Act.