

# Institute of Australian Consulting Arboriculturists (IACA) Inc. **Constitution**

Modified from NSW Fair Trading Model constitution

Under the *Associations Incorporation Act 2009*



Adopted: 16 September 2016

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## Part 1 - Preliminary

### 1. Definitions

(1) In this constitution:

**Accredited Member** means a person who has met the requirements for an Accredited Member set out in clauses 5 and 6 of Part 3, has full voting rights and is eligible to be on the Executive Committee and any Subcommittees.

**Affiliate Member** means a person who has met the requirements for an Affiliate Member set out in clauses 5 and 8 of Part 3, does not have voting rights and is not eligible to be on the Executive Committee but may be involved in Subcommittees.

**Arboricultural Consultancy** means a professional private practice which provides a broad range of technical and professional level advice, information and report services to clients regarding trees.

**Associate Member** means a person who has met the requirements for an Associate Member set out in clauses 5 and 7 of Part 3, has full voting rights, and is eligible to be on the Executive Committee and any Subcommittees.

**Australian Qualifications Framework** or **AQF** means the national policy for regulated qualifications in the Australian education and training system.

**Code of Ethics** means the institute's standards of professional practice which members agree to be bound by, as amended from time to time by the institute.

**Consulting Arboriculturist** means a person with minimum AQF Level 5 or equivalent qualification in arboriculture who does not have a financial or personal interest in a Tree Contracting Business, including ownership or management of such business, or being employed by or providing consultancy on behalf of such business.

**Director-General** means the Director-General of the Department of Services, Technology and Administration.

**Executive Committee** means the members elected on a self-nomination basis yearly to administer the institute's constitution and manage its affairs.

**Member or Members** means a member or members of the institute who may be an Accredited Member, an Associate Member or an Affiliate Member.

**OPAL Scheme** means the institute's ongoing professionally accredited learning scheme, a continuing education system designed to ensure Members update their academic, professional and business skills to remain relevant, current and competitive in the field of Arboricultural Consultancy.

**Secretary** means:

- (a) the person holding office under this constitution as secretary of the institute,  
or
- (b) if no such person holds that office - the public officer of the institute.

**General Meeting** means a general meeting of the institute other than an annual general meeting.

**Subcommittee** means a group of Members given delegation by the Executive Committee to carry out specific task/s, within a specified timeframe.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2010*.

***Tree Contracting Business*** means a business which provides tree pruning, tree removal, stump grinding and/or wood chipping services.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## **Part 2 - Purpose**

### **2. Vision**

The vision of the institute is to contribute to a healthier, more sustainable world by supporting arboricultural consulting professionals to manage and enhance the urban forest.

### **3. Aims**

The primary aim of the institute is to foster best practice and research in arboriculture and related industries which may affect trees, in support of the Consulting Arboriculturist and the arboricultural industry generally.

### **4. Objectives**

- (1) To promote the role of the Consulting Arboriculturist.
- (2) To support and encourage the professional development and education of Members.
- (3) To maintain the highest standards of practice of Arboricultural Consultancy.
- (4) To guide the professional activities of Members and assist Members in the provision of high quality services to the community and interdisciplinary professionals.
- (5) To promote uniformity across the Arboricultural Consultancy profession by the establishment of best practice guidelines.
- (6) To review and address professional and industrial issues affecting Arboricultural Consultancy.
- (7) To liaise on tree management and urban forest issues with third parties, which may include consent authorities, government and non-government bodies, elected representatives, associations of arboricultural professionals and other professionals whose work may impact trees or the urban forest.
- (8) To contribute to the advancement of the arboricultural profession through fostering the development of new Consulting Arboriculturists.
- (9) To influence the development and implementation of educational courses in tree management, arboriculture and urban forestry which benefit the development of the profession through research and development.
- (10) To seek and promote educational opportunities to enhance skills and knowledge within individuals, Members, the arboricultural profession, other professional sectors, and the wider community.
- (11) To seek opportunities to provide funding for research which furthers the aims and objectives of the institute.

## **Part 3 - Membership**

### **5. Membership generally**

(1) A Member of the institute shall:

- (a) be a natural person;
- (b) have applied and been approved for membership;
- (c) agree to and have signed the Code of Ethics;
- (d) satisfy the relevant criteria for membership in clauses 6, 7 or 8; and
- (e) pay the prescribed annual membership fee before the due date each year in accordance with clause 15(5).

### **6. Criteria for membership – Accredited Member**

(1) The purpose of accredited membership is for Members to contribute to the ongoing development of professional consulting arboriculture and provide the highest standard of Arboricultural Consultancy to the community.

(2) An Accredited Member shall:

- (a) be a Consulting Arboriculturist;
- (b) demonstrate ongoing professional conduct and competence in Arboricultural Consultancy;
- (c) have a minimum qualification of a Diploma of Horticulture (Arboriculture) or Diploma of Arboriculture, recognised as a Level 5 qualification under the Australian Qualifications Framework (or a minimum AQF Level 5 qualification in a field relevant to the objectives set out in clause 4 as determined by the Executive Committee);
- (d) complete the requisite minimum annual requirements of the OPAL Scheme, as amended from time to time in accordance with clause 9; and
- (e) as an individual or through the business in which they work, maintain professional indemnity and public liability insurance, to a minimum as determined by the institute from time to time.

(3) A person wishing to become an Accredited Member shall submit documentation with their application for membership that demonstrates their professional conduct, experience and competence in Arboricultural Consultancy. The form of the evidence required shall be determined by the Executive Committee from time to time in accordance with clause 10.

### **7. Criteria for membership – Associate Member**

(1) The purpose of associate membership is to provide guidance and support to those who may wish to become an Accredited Member in future, by offering collegiate dialogue and shared knowledge, with opportunities to be involved in Arboricultural Consultancy.

(2) An Associate Member shall:

- (a) not have a financial or personal interest in a Tree Contracting Business, including ownership or management of such business, or being employed by or providing consultancy on behalf of such business;
- (b) be a student, a graduate or a practitioner involved in Arboricultural Consultancy; and

- (c) complete the requisite minimum annual requirements of the of the OPAL Scheme, as amended from time to time in accordance with clause 9, and
- (d) (i) if a student- the person has or is currently enrolled to complete a minimum qualification of a Diploma of Arboriculture, recognised as a Level 5 qualification under the Australian Qualification Framework or a minimum AQF Level 5 qualification in a field relevant to the Objectives set out in clause 4; or  
(ii) if a graduate- the person has graduated with a minimum qualification of a Diploma of Horticulture (Arboriculture) or Diploma of Arboriculture, recognised as a Level 5 qualification under the Australian Qualification Framework or a minimum AQF Level 5 qualification in a field relevant to the Objectives set out in clause 4; or  
(iii) for practitioners in Arboricultural Consultancy - the person is practising as a Consulting Arboriculturist and has a minimum qualification of a Diploma of Horticulture (Arboriculture) or Diploma of Arboriculture, recognised as a Level 5 qualification under the Australian Qualification Framework or a minimum AQF Level 5 qualification in a field relevant to the Objectives set out in clause 4.
- (e) if they are a practitioner involved in Arboricultural Consultancy, maintain professional indemnity insurance, as an individual or through the business in which they work, to a minimum as determined by the institute from time to time.
- (3) A person wishing to become an Associate Member shall provide evidence of the requirements set out in clause 7(2) with their application for membership. The form of the evidence shall be determined by the Executive Committee from time to time in accordance with clause 10.
- (4) The Executive Committee shall, from time to time in their absolute discretion, determine the relevance of qualifications under clause 7(2)(d).

### **8. Criteria for membership – Affiliate Member**

- (1) The purpose of affiliate membership is to provide related disciplines and retired Members with opportunities to exchange knowledge with those working in Arboricultural Consultancy to improve tree management through ongoing collegiate dialogue and shared knowledge.
- (2) An Affiliate Member shall:
  - (a) not have a financial or personal interest in a Tree Contracting Business, including ownership or management of such business, or being employed by or providing consultancy on behalf of such business;
  - (b) not be a practitioner involved in Arboricultural Consultancy as the majority of their business activity, except where specifically approved in writing by the Executive Committee, e.g. where a Consulting Arboriculturist doesn't meet the criteria for an Accredited Member or Associate Member; and
  - (c) the person has a minimum qualification of a Diploma of Horticulture (Arboriculture) or Diploma of Arboriculture, recognised as a Level 5 qualification under the Australian Qualification Framework or a minimum AQF Level 5 qualification in a field relevant to the Objectives set out in clause 4.
- (3) A person wishing to become an Affiliate Member shall provide evidence of the requirements set out in clause 8(2) in their application for membership. The form of the evidence shall be determined by the Executive Committee from time to time in accordance with clause 10.

(4) The Executive Committee shall, from time to time and in their absolute discretion, determine the relevance of qualifications under clause 8(2)(d).

### **9. Ongoing Professionally Accredited Learning Scheme**

- (1) The Executive Committee shall administer and maintain the OPAL Scheme.
- (2) The Executive Committee may review and may amend the OPAL Scheme from time to time.
- (3) The Executive Committee shall determine and publish from time to time the weighting of points in each category of the OPAL Scheme and the number of OPAL Scheme points Members require to qualify for membership renewal each year.
- (4) Evidence of an applicant's continuous and recent professional development shall be submitted as part of an application for membership as an Accredited Member. The Executive Committee shall compare the professional development of the applicant to the requirements of the OPAL Scheme to ensure that an applicant's prior professional education meets the professional standards set by the institute.
- (5) OPAL Scheme points are required as part of an application for renewal of membership as an Accredited Member or Associate Member.
- (6) Each Accredited Member and Associate Member shall provide evidence of compliance with the OPAL Scheme as part of membership renewal before 1 July each calendar year, or such other date as determined from time to time by the Executive Committee.

### **10. Application for membership**

- (1) An application to become a Member:
  - (a) shall be made in writing including the form set out in Appendix 1 to this constitution (as amended from time to time), and the listed supporting documentation; and
  - (b) shall be lodged with the Secretary.
- (2) An application to become an Accredited Member shall include the information referred to in clause 6, an application to become an Associate Member shall include the information referred to in clause 7 and an application to become an Affiliate Member shall include the information referred to in clause 8.
- (3) The form of the evidence required for applications for membership shall be determined by the Executive Committee from time to time.
- (4) The appropriate standard of work, experience and professional achievement required for Accredited Members shall be determined from time to time by the Executive Committee. The Executive Committee shall, from time to time in their absolute discretion, determine the relevance of qualifications under clauses 7(2)(e) and 8(2)(d).
- (5) The appropriate continuing professional education required for new Accredited Members and Associate Members shall be determined from time to time by the Executive Committee.
- (6) As soon as practicable after receiving an application, the Secretary shall refer the application to the Executive Committee
- (7) The Executive Committee shall determine, in their absolute discretion, whether to approve or reject the application.
- (8) As soon as practicable after the Executive Committee makes the determination in clause 10(6), the Secretary shall:

- (a) notify the applicant, in writing, that the Executive Committee approved or rejected the application (whichever is applicable); and
  - (b) if the Executive Committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a Member as entrance fee and annual subscription.
- (9) The Secretary shall, on payment by the applicant of the amounts referred to in clause 15 within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of Members and, on the name being so entered, the applicant becomes a Member.

### **11. Cessation of membership**

- (1) A person ceases to be a Member if the person:
- (a) dies; or
  - (b) resigns membership; or
  - (c) is expelled from the institute; or
  - (d) fails to pay the annual membership fee under clause 5(1)(e) by the due date; or
  - (e) fails to provide the required OPAL Scheme information, or other requirements for ongoing membership by the applicable due date set out in clause 9(6).

### **12. Membership entitlements not transferable**

- (1) A right, privilege or obligation which a person has by reason of being a Member of the institute:
- (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates on cessation of the person's membership.

### **13. Resignation of membership**

- (1) A Member may resign from membership of the institute by first giving to the Secretary written notice of at least one month (or such other period as the Executive Committee may determine from time to time) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.
- (2) If a Member of the institute ceases to be a Member under clause 13(1), and in every other case where a Member ceases to hold membership, the Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

### **14. Register of Members**

- (1) The public officer of the institute must establish and maintain a register of members of the institute specifying the name and postal or residential address of each person who is a Member of the institute together with the date on which the person became a Member.
- (2) The register of members must be kept in New South Wales:
- (a) at the main premises of the institute; or
  - (b) if the institute has no premises, at the institute's official address.
- (3) The register of members must be open for inspection, free of charge, by any Member of the institute at any reasonable hour.

- (4) A Member of the institute may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a Member requests that any information contained on the register about the Member (other than the Member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the institute or other material relating to the institute; or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

### **15. Fees**

- (1) A non-refundable application fee of an amount determined by the Executive Committee from time to time may be charged for the processing of an application for membership.
- (2) In addition to any amount payable under clause 15(1), a Member shall, on admission to membership, pay to the institute a membership fee as determined by the Executive Committee from time to time.
- (3) The fees shall be paid:
  - (a) except as provided by clause 15(3)(b), before 1 July in each calendar year; or
  - (b) if a person becomes a Member on or after 1 July in any calendar year - on becoming a Member and before 1 July in each succeeding calendar year.

### **16. Members' liabilities**

- (1) The liability of a Member to contribute towards the payment of the debts and liabilities of the institute or the costs, charges and expenses of the winding up of the institute is limited to the amount, if any, unpaid by the Member in respect of membership of the institute as required by clause 15.

### **17. Resolution of disputes**

- (1) A dispute between a Member and another Member (in their capacity as Members) of the institute, or a dispute between a Member or Members and the institute, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

### **18. Disciplining of members**

- (1) A complaint may be made to the Executive Committee by any member, person or organisation that a Member:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution; or
  - (b) has wilfully acted in a manner prejudicial to the interests of the institute.
- (2) The Executive Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

- (3) If the Executive Committee decides to deal with the complaint, the Executive Committee:
  - (a) shall cause notice of the complaint to be served on the Member concerned; and
  - (b) shall give the Member at least 14 days from the time the notice is served within which to make submissions to the Executive Committee in connection with the complaint; and
  - (c) shall take into consideration any submissions made by the Member in connection with the complaint.
- (4) The Executive Committee may, by resolution, expel the Member from the institute or suspend the Member from membership of the institute if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Executive Committee expels or suspends a Member, the Secretary shall, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Executive Committee for having taken that action and of the Member's right of appeal under clause 19.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or
  - (b) if within that period the Member exercises the right of appeal, unless and until the institute confirms the resolution under clause 19, whichever is the later.

### ***19. Right of appeal of disciplined member***

- (1) A Member may, within 7 days after notice of the resolution is served on the Member, appeal to the institute in general meeting against a resolution of the Executive Committee under clause 18, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a Member under subclause (1), the Secretary shall notify the Executive Committee which is to convene a general meeting of the institute to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the institute convened under clause 19(3):
  - (a) no business other than the question of the appeal is to be transacted; and
  - (b) the Executive Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by Members.

## **Part 3 - The Executive Committee**

### **20. Powers of the Executive Committee**

- (1) Subject to the Act, the Regulation and this constitution and to any resolution passed by the institute in general meeting, the Executive Committee:
  - (a) shall control and manage the affairs of the institute; and
  - (b) may exercise all such functions as may be exercised by the institute, other than those functions that are required by this constitution to be exercised by a general meeting of Members; and
  - (c) has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the institute.

### **21. Composition and membership of Executive Committee**

- (1) The Executive Committee shall consist of the office-bearers of the institute.
- (2) The total number of Executive Committee members is to be a minimum of 3, and up to 5.
- (3) The office-bearers of the Institute shall be:
  - (a) the president;
  - (b) two vice-presidents;
  - (c) the treasurer; and
  - (d) the Secretary.
- (4) An Executive Committee member may hold 2 offices (other than both the president and vice-president offices, or both vice-president offices).
- (5) Subject to clauses 21(6) and 21(7), each member of the Executive Committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (6) The position of President shall be held by a Member for a maximum of three years consecutively.
- (7) A Member may serve no more than five consecutive years as a member of the Executive Committee in any one office.

### **22. Election of Executive Committee members**

- (1) A person nominated as a candidate for election as an office-bearer of the institute must be an Accredited Member or an Associate Member.
- (2) The Executive Committee shall, at least 8 weeks before the annual general meeting, appoint a returning officer to conduct the election of office bearers or Executive Committee members.
- (3) The election of office-bearers or Executive Committee members shall be in accordance with the process and procedures adopted by the Executive Committee from time to time.
- (4) Notwithstanding clause 22(2),
  - (a) The period for nominations shall be at least 14 days;
  - (b) Nominations of candidates for election as office-bearers or Executive Committee members of the institute shall be made in writing, signed by 2 Members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination);

- (c) The ballot shall be by online voting system or postal voting; and
  - (d) The returning officer shall issue ballots to all Members at least 14 days before the close of voting.
- (5) If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated shall be taken to be elected and further nominations are to be received at the annual general meeting.
  - (6) If insufficient further nominations are received, any vacant positions remaining on the Executive Committee shall be taken to be casual vacancies.
  - (7) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
  - (8) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

### **23. Secretary**

- (1) The Secretary of the institute must, as soon as practicable after being appointed as Secretary, lodge notice with the institute of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the Executive Committee;
  - (b) the names of members of the Executive Committee present at an Executive Committee meeting or a general meeting; and
  - (c) all proceedings at Executive Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed (physically or electronically) by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

### **24. Treasurer**

- (1) It is the duty of the treasurer of the institute to ensure:
  - (a) that all money due to the institute is collected and received and that all payments authorised by the institute are made; and
  - (b) that correct books and accounts are kept showing the financial affairs of the institute, including full details of all receipts and expenditure connected with the activities of the institute.

### **25. Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may appoint an Accredited Member or an Associate Member to fill the vacancy and the Member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Executive Committee occurs if the member:
  - (a) dies; or
  - (b) ceases to be a Member; or
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth; or
  - (d) resigns office by notice in writing given to the Secretary; or
  - (e) is removed from office under clause 26; or

- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Executive Committee from 3 consecutive meetings of the Executive Committee; or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **26. Removal of Executive members**

- (1) The institute in general meeting may by resolution remove any member of the Executive Committee from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Executive Committee to whom a proposed resolution referred to in clause 26(1) relates makes representations in writing to the Secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the Members, the Secretary or the president may send a copy of the representations to each Member or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **27. Executive meetings and quorum**

- (1) The Executive Committee shall meet at least 3 times in each period of 12 months at such place and time as the Executive Committee may determine.
- (2) Additional meetings of the Executive Committee may be convened by the president or by any member of the Executive Committee.
- (3) Oral or written notice of a meeting of the Executive Committee shall be given by the Secretary to each member of the Executive Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Executive Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause 27(3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Executive Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.
- (6) No business shall be transacted by the Executive Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week or as otherwise agreed unanimously by the Executive Committee members present at the meeting.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Executive Committee:
  - (a) the president or, in the president's absence, the vice-president is to preside,  
or

- (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the Executive Committee as may be chosen by the Members present at the meeting is to preside.

## **28. Delegation by Executive to sub-committee**

- (1) The Executive Committee may, by instrument in writing, delegate to one or more Sub-committees (consisting of such Member or Members as the Executive Committee thinks fit) the exercise of such of the functions of the Executive Committee as are specified in the instrument, other than:
  - (a) this power of delegation; and
  - (b) a function which is a duty imposed on the Executive Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a Sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the Sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Executive Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a Sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done by the Executive Committee.
- (6) The Executive Committee may, in writing, revoke wholly or in part any delegation under this clause.
- (7) A Sub-committee may meet and adjourn as it thinks proper.

## **29. Voting and decisions**

- (1) Questions arising at a meeting of the Executive Committee or of any Sub-committee appointed by the Executive Committee are to be determined by a majority of the votes of members of the Executive Committee or Sub-committee present at the meeting.
- (2) Each Member present at a meeting of the Executive Committee or of any Sub-committee appointed by the Executive Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 27 (5), the Executive Committee may act despite any vacancy on the Executive Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a Sub-committee appointed by the Executive Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or Sub-committee.

## **Part 4 - General meetings**

### **30. Annual general meetings - holding of**

- (1) The institute shall hold its annual general meetings:
  - (a) within 6 months after the close of the institute's financial year; or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **31. Annual general meetings - calling of and business at**

- (1) The annual general meeting of the institute is, subject to the Act and to clause 30, to be convened on such date and at such place and time as the Executive Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the Executive Committee reports on the activities of the institute during the last preceding financial year;
  - (c) to endorse the election of office-bearers of the institute; and
  - (d) to receive and consider any financial statement or report required to be submitted to Members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

### **32. Special general meetings - calling of**

- (1) The Executive Committee may, whenever it thinks fit, convene a special general meeting of the institute.
- (2) The Executive Committee shall, on the requisition in writing of at least 5 per cent of the total number of Members, convene a special general meeting of the institute.
- (3) A requisition of Members for a special general meeting:
  - (a) shall state the purpose or purposes of the meeting; and
  - (b) shall be signed by the Members making the requisition; and
  - (c) shall be lodged with the Secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (4) If the Executive Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a Member or Members as referred to in clause 32(4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive Committee.

### **33. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the institute, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the institute, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each Member specifying, in addition to the matter required under clause 33(1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 31(2).
- (4) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

### **34. Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five Members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of Members, is to be dissolved; and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least 3) are to constitute a quorum.

### **35. Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the institute.
- (2) If the president and the vice-president are absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

### **36. Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses 36(1) and 36(2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **37. Making of decisions**

- (1) A question arising at a general meeting of the institute is to be determined by either:
  - (a) a show of hands; or
  - (b) if on the motion of the chairperson or if 5 or more Members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the institute, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **38. Special resolutions**

- (1) A special resolution may only be passed by the institute in accordance with section 39 of the Act.

### **39. Voting**

- (1) On any question arising at a general meeting of the institute an Accredited Member has one vote only.
- (2) On any question arising at a general meeting of the institute an Associate Member has one vote only.
- (3) An Affiliate Member is not entitled to vote at any general meeting of the institute.
- (4) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (5) A Member is not entitled to vote at any general meeting of the institute unless all money due and payable by the Member to the institute has been paid.
- (6) A Member is not entitled to vote at any general meeting of the institute if the member is under 18 years of age.

### **40. Proxy votes not permitted**

- (1) Proxy voting shall not be undertaken at or in respect of a general meeting.

### **41. Postal ballots**

- (1) The institute may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 19). This may include electronic mail.
- (2) A postal ballot shall be conducted in accordance with Schedule 3 to the Regulation.

## **Part 5 - Miscellaneous**

### **42. Insurance**

(1) The institute may effect and maintain insurance, in accordance with any policy in place at the time.

### **43. Funds - source**

(1) The funds of the institute are to be derived from entrance fees and annual subscriptions of Members, donations and, subject to any resolution passed by the institute in general meeting, such other sources as the Executive Committee determines, including industry related and educational events.

(2) All money received by the institute shall be deposited as soon as practicable and without deduction to the credit of the institute's bank or other authorised deposit-taking institution account.

(3) The institute shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **44. Funds - management**

(1) Subject to any resolution passed by the institute in general meeting, the funds of the institute shall be used in pursuance of the objects of the institute in such manner as the Executive Committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Executive Committee or employees of the institute, being Members or employees authorised to do so by the Executive Committee.

(3) The institute may establish a scholarship, a recipient process for the awarding of such a grant and a reporting process for monitoring of progress and outcomes, when sufficient funds are raised. The scholarship shall be nominated by the Executive Committee and determined by the Members by a majority vote.

(4) The institute may establish a research grant, a recipient process for the awarding of such a grant and a reporting process for monitoring of progress and outcomes, when sufficient funds are raised. The research grant shall be nominated by the Executive Committee and determined by the Members by a majority vote.

(5) In the event that the institute ceases to operate, all residual funds not required to finalise business are to be donated to an industry related association or to a university or other research institution to undertake research which is relevant to the objectives of the institute, as nominated by the Executive Committee and determined by the Members by a majority vote.

### **45. Change of name, objects and constitution**

(1) An application to the Director-General for registration of a change in the institute's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or an Executive Committee member.

(2) This constitution may be amended only by a resolution passed by a two-thirds majority of Members present in person or by proxy at a special general meeting convened solely for that purpose.

### **46. Custody of books etc**

(1) Except as otherwise provided by this constitution, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the institute.

#### **47. Inspection of books etc**

- (1) The following documents shall be open to inspection, free of charge, by a Member of the institute at any reasonable hour:
  - (a) records, books and other financial documents of the institute;
  - (b) this constitution; and
  - (c) minutes of all Executive Committee meetings and general meetings of the institute.
- (2) A Member may obtain a copy of any of the documents referred to in clause 47(1) on payment of a fee of not more than \$1 for each page copied (such fee as varied from time to time by the Executive Committee).

#### **48. Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally; or
  - (b) by sending it by pre-paid post to the address of the person; or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **49. Financial year**

- (1) The financial year of the institute is each period of 12 months after the expiration of the previous financial year of the institute, commencing on 1 July and ending on the following 30 June.
- (2) The dates of the financial year as set out in clause 49(1) may be amended from time to time by a special resolution passed by the institute.

## **Appendix 1 Application for membership of the Institute**