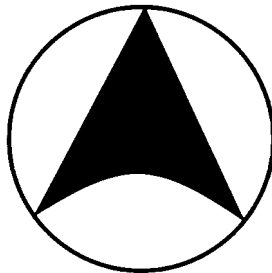


# CONSTITUTION

Of the



INSTITUTE OF PUBLIC WORKS ENGINEERING AUSTRALIA  
(SOUTH AUSTRALIA DIVISION) INCORPORATED

ADOPTED AT THE  
SPECIAL GENERAL MEETING  
HELD ON  
FRIDAY, 14<sup>TH</sup> APRIL 2000

## **Amendment Record**

Clause	Amendment Summary	Date of approval
67	Replace wording - Principal with Public	9/12/05
75	Delete - reference to 9 members	9/12/05

**CONSTITUTION  
OF THE  
INSTITUTE OF PUBLIC WORKS ENGINEERING  
AUSTRALIA (SOUTH AUSTRALIA DIVISION) INCORPORATED**

**PART 1 - PRELIMINARY**

**Interpretation**

1. "Act" means the [*Associations Incorporation Act 1985 SA*] including any amendment or re-enactment thereof for the time being in force.

"Association" means the incorporated association abovenamed.

"Board" means the Board of Directors of the Association constituted in accordance with these Rules.

"Executive Manager" means the most senior salaried executive employed by the Association.

"IPWEA" means the Institute of Public Works Engineering Australia Limited.

"Law" means the Corporations Law including any amendment or re-enactment thereof for the time being in force.

"Member" means a member of the Association.

"Person" includes natural person, company, body, association or other entity including any Local, State, Federal or other public agency and any non-government agency involved in the delivery of public works and services including public utilities.

"Rules" means these Rules contained in this Constitution and any supplementary, substituted or amending Constitution for the time being in force.

"Regulation" means the [*Associations Incorporation Regulation 1993 SA*] including any amendment or re-enactment thereof for the time being in force

"Seal" means the Common Seal of the Association;

"Secretary" means any person appointed to perform the duties of a Secretary of the Association and includes an Honorary Secretary;

"Special Division" means a body, association or other entity accepted and continuing to be a Special Division in accordance with the Rules of Association of the Institute of Public Works Engineering Australia.

"Special Resolution" has the meaning prescribed by the Act.

"State" means any State or Territory of the Commonwealth of Australia;

"State Division" means a body, association or other entity accepted and continuing to be a State Division in accordance with the Rules of Association of the Institute of Public Works Engineering Australia;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in the visible form.

## **Name**

2. The name of the Association is the Institute of Public Works Engineering Australia (South Australia) Incorporated.
3. The objects of the Association are:-

### (a) Purpose

The principal purpose of the Association is to provide member services and advocacy for persons involved in and delivering public works and services in South Australia.

### (b) Vision

To be the leading organisation for all persons involved in the planning and provision of public works and services in South Australia.

### (c) Mission

- i. To foster the personal and professional growth of the Association's members.
- ii. To develop and exchange ideas, information and technology.
- iii. To promote excellence in the delivery of public works and services.
- iv. To advance public works and services issues.

### (d) Objectives

- i. To enhance the quality of life of our communities through the application of continuous improvement and best practice principles in all aspects of public works and services.
- ii. To promote the Association within local government, the public works and services industry and the community of South Australia as the principal source of credible, authoritative advice on all public works and services matters.
- iii. To advance the science and practice of all aspects of public works and services amongst members and practitioners generally.

- iv. To provide opportunities for members to develop professionally and personally and encourage expansion of the membership base.
  - v. To foster dialogue and relationship with other associations to promote an holistic approach on all aspects of public works and services.
  - vi. To provide an organisational structure for the Association which encourages unity of membership and the efficient and effective management of the business of the Association in its own right and as a State Division of the IPWEA.
  - vii. To provide leadership and support to members to assist them in dealing effectively with change.
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- (e) To represent the interests of the members of the Association within South Australia. The Association recognises that the interests of the Members of the Association will be represented by the IPWEA nationally and internationally.
  - (f) The Association recognises that its objectives are restricted to South Australia and, with the consent of the IPWEA, any other State or Territory in which there is no State Division.
  - (g) To support, aid and cooperate with the IPWEA, other State Divisions and Special Divisions and to do all things as are incidental or conducive to the attainment of their respective objectives in common with the Association in a unified, efficient and effective manner.
  - (h) To support, aid, recognise, become affiliated with or cooperate with any person, Association, body, association or other entity at the local, regional, state or, with the consent of the IPWEA, national or international level in furtherance of the objects of the Association and on such terms as are in the interests of the Association.
  - (i) To make donations, grants, gifts, endowments, scholarships, payments and other benefits available to institutions, societies, associations and persons including members of the Association for the purposes of education, study, learning, research, study tours, training, vocational guidance, professional

development and improvement including buildings or other facilities or otherwise in furtherance of the objects of the Association.

- (j) Establish and support or aid in the establishment and support of libraries, data bases, computer programs, computer facilities, office facilities, meeting rooms, technical services, administrative services, professional services, seminars, exhibitions, forums, panels, tradeshows and other facilities including buildings for the benefit of members of the Association or other institutions, societies, associations or persons in furtherance of the objects of the Association with or without charge.
- (k) To buy, sell and deal in all kinds of apparatus, literature and other items required by the members of the Association or persons frequenting the Association's premises.
- (l) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (m) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise that may be conducive to the Association's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Association thinks it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (n) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association either as employees of the Association or independent contractors.
- (o) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association or dependants or connections of any such persons; and to grant pensions and allowances; and

to make payment towards insurance; and to subscribe or guarantee money or charitable or benevolent objects; or for any public, general or useful object.

- (p) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (q) To invest and deal with the money of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (r) To borrow or raise or secure the payment of money in such manner as the Association may think fit and secure the same or the repayment of performance of any debt liability contract guarantee or other engagement incurred or to be debentures perpetual or otherwise charged upon all or any of the Association's property (both present and future) and to purchase, redeem or pay off any such securities.
- (s) To make loans with or without interest or security on such terms as the Association may think fit to the IPWEA, other State Divisions, Special Divisions, members of the Association or to other associations, organisations or persons whose objects are similar to those of the Association or for a purpose which furthers the objectives of the Association.
- (t) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (u) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (v) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.

- (w) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Association but subject always to the proviso in paragraph (l) of this Clause 3.
- (x) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- (y) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (z) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- (aa) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the Companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- (bb) To make donations for patriotic or charitable purposes.
- (cc) To make donations, grants, gifts, endowments, scholarships, payments and other benefits available to institutions, societies, associations and persons including members of the Association for the purposes of education, study, learning, research, study tours, training, vocational guidance, professional development and improvement including buildings or other facilities or otherwise in furtherance of the objects of the Association.
- (dd) Establish and support or aid in the establishment and support of libraries, data bases, computer programs, computer facilities, office facilities, meeting rooms, technical services, administrative services, professional services, seminars, exhibitions, forums, panels, tradeshows and other facilities including buildings for the benefit of members of the Association or other institutions, societies, associations or persons in furtherance of the objects of the Association with or without charge.

- (ee) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

Without limiting the generality of the foregoing the Association has the powers set out in the Act

- 4. The income and property of the Association whatsoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in the Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of:

- (a) reasonable and proper remuneration to any member employed by the Association.
- (b) reasonable and proper interest to any member or Association or other entity in which any member is interested who has advanced money to the Association.
- (c) reasonable and proper rent to any member or Association or other entity in which any member is interested who has rented premises or other property to the Association.
- (d) reasonable and proper payment to any member or Association or other entity in which any member is interested in return for any goods or services actually supplied to the Association.

Members may be employees of the Association and are subject to the same rights and obligations as other employees. Directors are not entitled to remuneration solely for acting in the role of a Director of the Association. The President may be granted an honorarium.

At any meeting at which a member of the Association is present and at which a contract with him or any Association or entity in which he is interested will be considered, the member must:

- (a) disclose his interest in the contract; and,

- (b) abstain from taking part in deliberations or voting in relation to the contract.
- 5. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association 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 the Association under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Association at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some association with charitable objects.

### **PART 3 - MEMBERSHIP**

#### **Qualifications and Fees**

- 6. Membership of the Association shall consist of:-
  - (a) the subscribers to these Rules;
  - (b) such persons as are admitted to membership in accordance with these Rules.
- 7. Members of the Association must reside in South Australia and be a member of the IPWEA to be eligible to be a member of the Association. If there is no State Division in the State or Territory in which the member resides, the member may, with the consent of the IPWEA, be a member of the Association.
- 8. The Directors shall appoint a Membership Committee which shall operate as a sub-committee in accordance with these Rules.
- 9. The grades or classes of membership of the Association and the qualifications or criteria for membership of each grade or class shall be such as the IPWEA from time to time prescribes PROVIDED THAT the Membership Committee may make recommendations to the IPWEA in relation thereto.
- 10. The membership fees for each grade or class of membership of the Association shall be determined by the Directors from time to time and the IPWEA shall be notified of the decision.
- 11. All other matters concerning the membership of the Association shall be under the control of the Membership Committee who shall be responsible for administration of the membership of the Association including the procedure for applying for membership or renewal of membership and the collection of membership fees, the

acceptance or otherwise of applications for membership or renewal of membership and the notification of applicants of the acceptance or otherwise of applications for membership or renewal of membership.

12. The Membership Committee may delegate its powers under these Rules in respect of the processing of applications for membership or renewal of membership, the collection of membership fees, the acceptance or otherwise of applications for membership or renewal of membership of the Association, the notification of applicants of the acceptance or otherwise of applications for membership or renewal of membership and any other powers it is authorised by the Directors to delegate to the IPWEA such delegation to be on such terms as the Membership Committee thinks fit. Any membership fees collected by the IPWEA on behalf of the Association shall be remitted in full to the Association within one (1) month of receipt.
13. The Directors may at their own initiative or on the recommendations of the Membership Committee contract out any aspect of the administration of the membership of the Association under the control of the Membership Committee pursuant to Rule 12 on such terms as they think fit.
14. The Membership Committee may accept a delegation of power from the IPWEA on such terms as it thinks fit in respect of the processing of applications for membership or renewal of membership, the collection of membership fees, the acceptance or otherwise of applications for membership or renewal of membership of the IPWEA, the notification of applicants of the acceptance or otherwise of applications for membership or renewal of membership and any other powers it is authorised by the Directors to accept from the IPWEA. Any membership fees collected by the Association on behalf of IPWEA shall be remitted in full to the IPWEA within one (1) month of receipt.
15. All applicants for membership of the Association shall be given written notification forthwith of the acceptance or otherwise of his/her application provided that the Association, its Directors, Membership Committee or delegate shall not be required to give reasons for the non acceptance of any application. Upon payment of his/her membership fees the applicant shall become a member of the Association provided nevertheless that if such fees are not paid within 2 months after the date of the notice, the Membership Committee or its delegate may in its discretion cancel its acceptance of the application for membership of the Association.

### **Cessation of Membership**

16. If the subscription of a member shall remain unpaid for a period of six (6) months after it becomes due then the Membership Committee or its delegate may by resolution debar the member from all privileges of membership and remove his/her name from the Register of Members provided that at least one (1) week before the meeting at which the resolution is passed the member shall have had notice of such meeting and the intended resolution and before the passing of the resolution all arrears have not been paid provided further that the Membership Committee or its delegate may by resolution reinstate the member and restore his/her name to the Register upon payment of all arrears if it thinks fit to do so.
17. A member may at any time by giving notice in writing to the Association or the Membership Committee or its delegate resign his/her membership of the Association but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his/her resignation and for all other moneys due by him to the Association.
18. If any member shall willfully refuse to comply with the provisions of the Constitution of the Association or shall be guilty of any conduct which in the opinion of the

Membership Committee or its delegate is unbecoming of a member or prejudicial to the interests of the Association the Membership Committee or its delegate shall have power to expel the member from the Association and erase his/her name from the Register of Members provided that at least one week before the meeting of the Membership Committee or its delegate at which a resolution of his/her expulsion is passed the member shall have had notice of such meeting and of what is alleged against him/her and of the intended resolution of his/her expulsion and that he/she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he/she may think fit and provided further that any such member may by notice in writing lodged with the Secretary at least twenty four (24) hours before the time for holding the meeting at which the resolution for his/her expulsion is to be considered by the Directors elect to have the question of his/her expulsion dealt with by the Association in General Meeting and in that event a General Meeting of the Association shall be called for the purpose and if at the meeting a resolution for the expulsion of the member be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member shall be expelled and his/her name removed from the Register of Members.

19. Any member who ceases for any reason to be a member of IPWEA shall cease to be eligible to be a member of the Association and the Membership Committee or its delegate shall give such member notice that he/she has ceased to be a member of the Association.

#### **Liability of Members**

20. The liability of members is limited.
21. The liability of every member of the Association for the payment of debts and liabilities of the Association and the costs and charges of winding up, the Association shall be limited to each member's arrears of membership fees and subscriptions and other monies due by him/her to the Association.

#### **Register of Members**

22. A Register of Members of the Association must be established and maintained.
23. All matters concerning the Register of Members shall be under the control of the Membership Committee.
24. The Membership Committee may delegate or the Directors may contract out the Membership Committee's power under these Rules in respect of the Register of Members in accordance with Rules 12 and 13.

#### **Dispute Resolution**

25. The Directors shall appoint a Dispute Resolution Committee which shall operate as a sub-committee in accordance with these Rules.
26. Complaints by or disputes between members (in their capacity as members) of the Association and complaints by or disputes between members and the Association are to be referred to the Dispute Resolution Committee.

27. Complaints or disputes referred to the Dispute Resolution Committee must be in writing.
28. On receipt of a complaint or dispute the Dispute Resolution Committee must:-
  - (a) Serve a copy thereof on the other party within a reasonable time.
  - (b) Give the other party an opportunity to make submissions orally or in writing to the Dispute Resolution Committee within a reasonable time.
  - (c) Take into account any submissions made by either party, and
  - (d) Serve a copy of its determination on both parties within a reasonable time.
29. A party to a complaint or dispute may not commence any proceedings in relation thereto until after the Dispute Resolution Committee has made its determination.

#### **PART 4 - MANAGEMENT**

##### **Board of Directors**

30. The committee of the Association shall be known as the Board of Directors and members of the committee shall be known as Directors.

##### **Directors and Officers**

31. The number of Directors of the Association (including the Officers) shall not be less than 6 and not more than 11.
32. The Directors of the Association from time to time (including the Officers) shall comprise the Board of Directors of the Association.
33. The Officers of the Association shall consist of a President, Vice-President, Immediate Past President, Treasurer and Secretary.
34. By virtue of these Rules, the President is authorised to speak on behalf of members of the Association on matters of Local, Regional and State interest.
35. The existing committee, President, Vice-President, Treasurer and Secretary shall comprise the first Board of Directors of the Association. They shall all retire at the next Annual General Meeting of the Association but shall be eligible for re-election.
36. The Directors and Officers of the Association, shall be elected by the members of the Association by Postal Vote as herein provided.
37. The Postal Vote shall be conducted by the Returning Officer prior to and announced at the next Annual General Meeting of the Association and the Annual General Meeting of the Association in every year thereafter and the Directors and Officers so appointed shall hold office until the next Annual General Meeting after their appointment when they shall retire but they shall be eligible for re-election PROVIDED THAT the President shall not be eligible for re-election for a period exceeding 4 consecutive years.
38. The Postal Vote shall be conducted in the following manner:

- (a) All nominations shall be in writing signed by the Nominee and 2 financial members of the Association and lodged with the Returning Officer not later than the time fixed by the Returning Officer being not less than sixty (60) days before the Annual General Meeting.
  - (b) Should there be more candidates than the number of positions to be filled, a postal vote of the members of the Association shall be conducted on the First Past the Post Using Numbers method.
  - (c) In the event that no nominations or insufficient nominations are received the members of the Association present at the Annual General Meeting in person or by proxy shall be entitled to vote for any number of such candidates not exceeding the number of vacancies. In case there shall not be sufficient number of candidates nominated the new Directors shall fill the remaining vacancy or vacancies.
  - (d) The Executive Manager shall be the Returning Officer unless the Directors appoint an alternative Returning Officer.
  - (e) A voting paper and such particulars of the candidates as the Returning Officer prescribes shall be forwarded to each member entitled to vote not less than thirty (30) days before the Annual General Meeting.
  - (f) The closing date of the vote shall be not less than fourteen (14) days before the date of the Annual General Meeting.
  - (g) The Returning Officer shall appoint two (2) independent scrutineers.
  - (h) The result of the Postal Vote shall be placed before the Annual General Meeting following the closing of the vote by the Returning Officer.
39. The Association may from time to time by ordinary resolution passed at a General Meeting increase or reduce the number of Officers or Directors of the Association and determine how those increased or reduced numbers are to be filled.
40. The Association may by Ordinary Resolution remove any Director or Officer of the Association and may also determine how any such vacancies are to be filled.
41. The office of a Director and, if the Director is also an Officer of the Association, that office shall become vacant if the Director:
- (a) ceases to be a member of the Association by virtue of the Act;
  - (b) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
  - (c) becomes prohibited from being a Director of a Association by reason of any order made under the Act;
  - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Act relating to mental health;
  - (e) resigns his/her office by notice in writing to the Association;
  - (f) for more than six (6) months is absent without permission of the Directors from meetings of Directors held during that period;
  - (g) holds any office of profit under the Association;
  - (h) ceases to be a member of the Association;

- (i) is directly or indirectly interested in any contract or proposed contract with the Association provided, however, that a member shall not vacate his/her office by reason of his/her being interested in a contract or proposed contract which is among the class of contracts referred to in the provisions to Clause 4 of these Rules and if he/she shall have declared that nature of his/her interest in the manner required by the Rules. Provided always that nothing in this Rule shall affect the operation of Clause 4 of the Rules of Association of the Association.
42. Subject to the foregoing Rules, in the event that a person ceases to be a Director or Officer of the Association (for whatever reason) the Directors may appoint another member to fill the vacancy for the balance of the term of the person who has ceased to be a Director or Officer.
43. Subject to the foregoing Rules the Directors shall have power at any time and from time to time to appoint Officers and Directors to fill a casual vacancy.

### **Powers and Duties of the Directors**

44. The Directors, subject to the Act, the Regulations and these Rules and to any resolution passed by the Association in general meetings:-
- (a) are to control and manage the affairs of the Association;
  - (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these Rules to be exercised by a general meeting of members of the Association; and
  - (c) have power to perform all such acts and do all such things as appear to the Directors to be necessary or desirable for the proper management of the affairs of the Association.
45. (a) The Directors shall manage the business of the Association and pay all expenses incurred in promoting and registering the Association and may exercise all the powers of the Association to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt liability or obligation of the Association.
- (b) The funds of the Association shall be derived from membership fees, affiliation fees, annual subscriptions, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Board of Directors may determine.
- (c) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the Objects of the Association in such manner as the Board of Directors may determine.
46. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association shall be signed drawn accepted endorsed or otherwise executed, as the case may be by any two (2) Directors or in such other manner as the Directors from time to time determine.
47. The Directors shall cause a Register of Directors (including Officers) to be established and maintained in accordance with the Act.

48. The Register of Members must be kept at such place and in such manner as the Directors prescribe.

### **Proceedings of the Directors**

49. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Directors. Meetings may be held in person, by telephone or video link or by such other means or manner as the Directors resolve from time to time.
50. The Directors shall determine the business to be transacted at their meetings but shall, so far as practicable, follow the order of business set out in Schedule 1 hereto.
51. Subject to these Rules questions arising at any meeting of the Directors shall be decided by a majority of votes and determination by a majority of the Directors shall for all purposes be deemed a determination of the Directors. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
52. A Director shall not vote in respect of any contract or proposed contract with the Association in which he/she is interested, or any matter arising thereout, and if he/she does so vote his/her vote shall not be counted.
53. The quorum necessary for the transaction of the business of the Directors shall be five (5) or such other number as may be fixed by the Directors.
54. The Directors may act notwithstanding any vacancy in their number but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of Directors, they may only act for the purpose of increasing their numbers or calling a General Meeting of the Association but for no other purpose.
55. The President shall preside as Chairman at every meeting of Directors, or if there is no President or if at any meeting he/she is not present within ten (10) minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman. If the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
56. The Directors may delegate any of their powers to sub-committees consisting of a Director or Directors or, with their consent, such member or members of the Association as the Directors think fit; any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. The Directors may also delegate any of their powers to the Executive Manager or other Delegate on such terms as they think fit.
57. A sub-committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
58. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
59. All acts done by any meeting of the Directors or of a sub-committee or by any person acting as a Director or as member of a sub-committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such

persons or that any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or member of a sub-committee.

60. A resolution in writing signed by all the Directors or members of a sub-committee for the time being entitled to receive notice of a meeting of the Directors or sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Directors or sub-committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors or members of the sub-committee.

### **Executive Committee**

61. The Executive Committee of the Association shall be a sub-committee of the Directors and shall consist of the President, Vice-President, Immediate Past President, Treasurer and Secretary of the Association.
62. The Executive Committee shall conduct the affairs of the Association between meetings of the Directors subject to such directions as the Directors think fit.

### **Executive Manager**

63. The Directors may appoint an Executive Manager of the Association in accordance with this Rule:
- (a) The initial term of appointment shall be three (3) years or such other term as the Directors resolve but with the right to re-appoint the Executive Manager annually thereafter.
  - (b) The existing [*Executive Director*] shall be the first Executive Manager of the Association. He/she shall retire at the expiration of the existing term of his/her appointment but shall be eligible for re-appointment.
  - (c) The remuneration of the Executive Manager shall be such amount as the Directors determine from time to time.
  - (d) The duties of the Executive Manager shall be as follows:
    - i. To keep an account of all monies received and expended.
    - ii. To present at each meeting of the Directors but not more frequently than monthly a statement of receipts and expenditure since the previous meeting.
    - iii. At the end of each financial year, prepare a budget of income and expenditure for the next financial year and submit such budget to the next Annual General Meeting of the Association.
    - iv. At the end of each financial year, prepare and have audited financial accounts in accordance with the Law or Corporations Law and submit such accounts and Audit Report to the next Annual General Meeting of the Association.
    - v. To verify that all receipts are properly banked and all expenditure is properly payable.

- vi. To exercise overall responsibility for the appointment and administration of staff.
  - vii. To carry-out such other duties as may be set out in the Executive Manager's job specification or as prescribed by the Directors from time to time.
- (e) Such other terms as the Directors resolve or as set out in the Executive Manager's contractual arrangements.

#### **Vice-President**

64. The Vice-President shall in the absence of the President act in the capacity of the President.

#### **Secretary**

65. The Secretary shall cause minutes to be made;
- (a) of all appointments of officers and Directors of the Association;
  - (b) of names of members present at all meetings of the Association and of the Directors; and
  - (c) of all proceedings at all meetings of the Association and of the Directors.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

#### **Treasurer**

66. The Treasurer shall ensure that:
- (a) all money due to the Association is collected and received and that payments authorised by the Association are made, and
  - (b) correct books of account are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

#### **Public Officer**

67. (a) The Public Officer shall in accordance with the Act be appointed by the Board of Directors for such term and upon such conditions as it thinks fit and any Public Officer so appointed may be removed by it. Nothing herein shall prevent the Directors from appointing a person who is not a Director and any person so appointed shall forthwith become an ex officio member of the Board and the Public Officer shall be subject to the provisions of clause 4 of these Rules.
- (b) Except as otherwise provided by these Rules or resolved by the Directors, the Public Officer shall be responsible for the custody of the common seal, books, documents and securities of the Association.

## **PART 5 - GENERAL MEETINGS**

68. (a) With the exception of the first Annual General Meeting of the Association, the Association must, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.
- (b) The Association must hold its first Annual General Meeting:-
- (i) within the period of 18 months under its incorporation under the Act, and
- (ii) within the period of 6 months after the expiration of the first financial year of the Association.
- (c) As far as practicable the order of business at an Annual General Meeting shall be as set out in Schedule 2 hereto.
69. All meetings other than the Annual General Meetings, shall be called General Meetings unless convened pursuant to clause 71 in which case it shall be called a Special General Meeting.
70. The Directors may by resolution convene a general meeting to be held on such date and at such time and place as the Directors think fit.
71. (a) The Directors must, on the requisition in writing of at least 5% of the total number of members, convene a Special General Meeting of the Association.
- (b) A requisition of members for a Special General Meeting:
- (i) must state the purpose or purposes of the meeting;
- (ii) must be signed by the members making the requisition;
- (iii) must be lodged with the Secretary, and
- (iv) may consist of several documents in similar form each signed by one or more of the members making the requisition.
- (c) If the Directors fail to convene a Special General Meeting to be held within 1 month after the date on which the requisition for the meeting is lodged, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 2 months thereafter.
- (d) A Special General Meeting convened by a member or members must be convened as far as practicable in the same manner as general meetings are convened and any member who incurs expense is entitled to be reimbursed by the Association.
72. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice twenty-one (21) days notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place and day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as entitled to receive such notices from the Association.
73. All business shall be special that is transacted at a General Meeting, with the exception of consideration of the accounts, balance-sheets and the reports of the Directors, Executive Manager, Treasurer and Auditors, the appointment and fixing of

the remuneration of the Auditors and the announcement of the results of the election of office bearers and confirmation of the minutes of the previous general meeting.

### **Proceedings at General Meetings**

74. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, fifteen (15) members present shall be a quorum. For the purpose of this Rule "Member" includes a person attending as a proxy or as representing a corporation which is a member.
75. If within a quarter an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved.
76. The President shall preside as Chairman at every General Meeting of the Association, or if there is no President, or if he/she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.
77. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice or an adjournment for the business to be transacted at an adjournment meeting.
78. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - (a) by the Chairman; or,
  - (b) by a majority of members present in person or by proxy.

Unless a poll is so demanded a declaration by a Chairman that a resolution has on show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
79. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded by a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
80. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
81. A member may vote in person or proxy by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote

and on a poll every member present in person or by proxy or by an attorney or other duly authorised representative shall have one vote.

82. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the Act relating to mental health may vote, whether on a show of hands or on a poll, by his/her Committee or by his/her trustee or such person as properly has the management or his/her estate, and any such Committee, trustee or other person may vote by proxy or attorney.
83. No member shall be entitled to vote at any General Meeting if his/her annual subscription shall be more than three (3) months in arrears at the date of the meeting.
84. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The signature of the appointor or his/her attorney shall be witnessed by a person other than the proxy. A proxy shall be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his/her proxy to vote in favour for or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he/she thinks fit.
85. The instrument appointing a proxy may be in the following form or in a common or usual form.

I \_\_\_\_\_ of  
being a member of \_\_\_\_\_  
hereby appoint \_\_\_\_\_ of  
or failing him \_\_\_\_\_ of

as my proxy to vote for me on my behalf at the (annual or general as the case may be) meeting of the Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and at any adjournment thereof.

My proxy is hereby authorised to vote \*in favour of/ \*or against the following resolutions:-

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_ .

Note: in the event the member desiring to vote for or against any resolution he/she shall instruct his/her proxy accordingly, unless otherwise instructed, the proxy may vote as he/she thinks fit.

86. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the State as it is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
87. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing or such death, unsoundness of mind or revocation as aforesaid has been received by the Association at the registered office before the commencement of the meeting at which the instrument is used.

## **PART 6 - STATE DIVISION OF IPWEA**

88. The Association recognises that as a State Division of the IPWEA it will be bound by the provisions contained in the Memorandum and Rules of Association of the IPWEA with respect to State Divisions from time to time.
89. The Association recognises that as a State Division of the IPWEA, subject to the provisions of the Act, it will:
- a) adopt and use the same logo and corporation colours as the IPWEA from time to time.
  - b) comply with the guidelines, directions and other requirements from time to time published by the IPWEA.
  - c) adopt and use the model constitution, rules and other documents from time to time published by the IPWEA.
  - d) give copies of the documents, books and records and provide the information from time to time specified by the IPWEA.
  - e) permit the IPWEA, its auditors and other duly authorised representatives to inspect the documents, books and records and provide the information specified by them from time to time.
  - f) not amend the Constitution or make regulations that are inconsistent with the guidelines, directions and other requirements or model constitution, rules and other documents referred to above.
90. The Association recognises that if it ceases to be a State Division of the IPWEA (for whatever reason) it will:
- a) cease use of the name Institute of Public Works Engineering Australia (South Australia Division) Incorporated.
  - b) cease use of the logo and corporation colours of the IPWEA.
  - c) cease use of the model constitution, rules and other documents published by the IPWEA.
  - d) cease use of the membership classifications prescribed by the IPWEA.
  - e) comply with the guidelines, directions or other requirements specified by the IPWEA upon the Association ceasing to be a State Division.

### **Appointment of Directors of IPWEA**

91. Immediately following the Annual General Meeting of the Association in every year after its acceptance as a State Division of the IPWEA the Directors shall meet together for the purpose of electing the members of the Association to be appointed to the Board of Directors of IPWEA.
92. The Association shall be entitled to appoint members to the Board of Directors of the IPWEA as follows:

- a) One member where the membership of the Association is up to 300 members, or
  - b) Two members where the membership of the Association is more than 300 members.
93. The members so appointed shall hold office until the next Annual General Meeting of the Association after their appointment when they shall retire but they shall be eligible for re-election.
94. The election of the members of the Association to the Board of Directors of the IPWEA shall take place in such manner as the Directors think fit.
95. In the event that a person appointed by the Association ceases to be a Director of the IPWEA (for whatever reason) then the Directors may appoint another member to fill the vacancy for the balance of the term of the person who has ceased to be a Director of the IPWEA.

## **PART 7 - MISCELLANEOUS**

### **Regional Groups**

96. The Directors may establish Regional Groups of Members and determine the area from which the Group membership shall be drawn and the name by which the Group shall be known.
97. The Regional Groups will operate within rules approved by the Directors and shall have the following primary functions:
- (a) To provide opportunities for communication and the dissemination of information between members on a regional basis;
  - (b) To focus on regional issues and to provide information to the Directors to assist in the development of strategic plans and policies;
  - (c) To assist the Association in the development of training programs through seminars and conferences and in providing expert advice to industry on a regional basis;
  - (d) To assist the Association in attaining its objects as defined under the Constitution.

### **Common Seal**

98. The Common Seal of the Association shall only be used by the authority of the Directors or of a sub-committee authorised by the Directors in that behalf, and every instrument to which the Seal is affixed shall be signed by a Director or member of the sub-committee and shall be countersigned by the Secretary or by a second Director or member of the sub-committee or by some other person appointed by the Directors for the purpose.

### **Accounts**

99. True accounts shall be kept of the sums of money received and expended by the Association and the subject matter in respect of which such receipt and expenditure

takes place and of the property, credits and liabilities of the Association and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined by one or more properly qualified Auditors who shall report to the members in accordance with the provisions of the Law.

100. The Directors shall cause proper accounting and other records to be kept including profit and loss account and balance sheet (including every document required by Act to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Law provided, however, that the Directors shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date not more than six (6) months before the date of the meeting.
101. The Directors shall from time to time determine in accordance with these Rules at what times and places and under what conditions or regulations the accounting and other records of the Association shall be open to the inspection of members not being Directors and no member (not being a Director) shall have any right of inspecting any account or book or paper of the Association except as conferred by statute or by these Rules or authorised by the Directors or by the Association in General Meeting.

#### **Audit**

102. A properly qualified Auditor or Auditors shall be appointed and his/her or their remuneration fixed and duties regulated in accordance with Part 3.7 of the Law and these Rules.

#### **Notices**

103. A notice may be given by the Association to any member either personally or by sending it by post to him at his/her registered address, or (if he/she has no registered address within the State) to the address, if any, within the State supplied by him to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected in the case of a notice of a meeting on the day after the date of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.
104. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
  - (a) every member except those members who (having no registered address within the State) have not supplied to the Association an address for the giving of notices to them; and,
  - (b) the Auditor or Auditors for the time being of the Association.

#### **Officers**

105. Indemnities  
To the extent permitted by law:

- (a) every person who is or has been an Officer of the Association will be indemnified out of the property of the Association against any liability for costs and expenses incurred by that person in defending any Proceedings in which judgment is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any Proceedings in which the Court grants relief to the person; and,
- (b) every person who is or has been an Officer of the Association will be indemnified out of the property of the Association against any liability to another person (other than the Association) where the liability is incurred by the Officer in his or her capacity as an Officer of the Association PROVIDED THAT this indemnity shall not apply where the liability arises out of conduct involving negligence, default, breach of duty or breach of trust.

106. Insurance

To the extent permitted by law the Association may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer of the Association against a liability:

- (a) incurred by the person in his or her capacity as an Officer of the Association PROVIDED THAT the liability does not arise out of conduct involving a negligence, default, breach of duty or breach of trust in relation to the Association or a contravention of the Act; or,
- (b) for costs and expenses incurred by that person in defending Proceedings, whatever their outcome.

107. Interpretation

In Rules 106 and 107:

- (a) the term "Proceedings" means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as an Officer of the Association or of a subsidiary of the Association (including proceedings alleging that he or she was guilty of negligence, default breach of trust or breach of duty in relation to the Association or a subsidiary of the Association).
- (b) the term "Officer" has the meaning given to that term in Section 241(4) of the Corporations Law and includes every member of the Board.

**Constitutional Amendments**

- 108. The Directors shall, during the course of each year and prior to the date of the Annual General Meeting, review the Constitution with a view to recommending any amendments which are considered necessary or desirable for the efficient operation of the Association.
- 109. Any member may, by notice in writing to the Executive Manager of the Association no later than twenty-eight (28) days prior to the date appointed for the next following Annual General Meeting, propose any amendments to the Constitution and such notice of motion shall be listed on the agenda for discussion at the next following Annual General Meeting.

110. Any amendment to the Constitution proposed by the Directors or proposed by a member in accordance with the preceding Rule shall be notified to all members of the Association by including same on the agenda for the Annual General Meeting which agenda must be served on all members no later than twenty-one (21) days prior to the date appointed for the Annual General Meeting in accordance with Rule 72.
111. Any amendment to the Constitution shall be by way of special resolution at an Annual General Meeting or at a Special General Meeting.

**Schedule 1: Standing Orders for Director's Meetings**

1. Credentialling and Apologies
2. Acceptance and confirmation of Minutes of previous meeting
3. Executive Committee Reports and Recommendations
4. Correspondence
5. General Business

**Schedule 2: Standing Orders for Annual General Meetings**

1. Credentialling
  2. Confirmation of Minutes of previous Annual General Meeting
  3. Presentation of President's Report
  4. Presentation of Executive Manager's Report
  5. Presentation of Treasurer's Report
  6. Announcement of Results of Election of Office Bearers
  7. Appointment of Auditor
  8. Determination of Honoraria
  9. Constitutional Amendments
  10. Motions on Notice
  11. General Business
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