

Corporations Law  
Company Limited by Guarantee

**MEMORANDUM OF ASSOCIATION**

**OF**

**INSTITUTE OF PUBLIC WORKS ENGINEERING  
AUSTRALIA LIMITED**

1. The name of the company is INSTITUTE OF PUBLIC WORKS ENGINEERING AUSTRALIA LIMITED.
2. The objects of which Company have been established are:-

(a) Purpose

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

(b) Vision

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

(c) Mission

- i. To foster the personal and professional growth of the Company'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 Company, State Divisions and Special Divisions within local government, the public works and services industry and the community 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 Company, State Divisions and Special Division which encourages unity of membership and the efficient and effective management of the business of the Company, State Divisions and Special Divisions.

- vii. To provide leadership and support to members to assist them in dealing effectively with change.
  
- (e) To represent the interests of the members of the Company, State Divisions and Special Divisions nationally and internationally.
  
- (f) To subscribe to, amalgamate with, become member of or co-operate with any other association or organisation, whether incorporated or not, whose objects are altogether or substantially similar to those of the Company provided that the Company shall not subscribe to amalgamate with or support with its funds any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Company under or by virtue of Clause 3 of this Memorandum.
  
- (g) To buy, sell and deal in all kinds of apparatus, literature and other items required by the members of the Company or persons frequenting the Company's premises.
  
- (h) 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 Company provided that in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as it allowed by law having regard to such trusts.

- (i) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise that may be conducive to the Company's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Company thinks it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (j) 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 Company either as employees of the Company or independent contractors.
- (k) 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 Company 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.
- (l) 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 Company'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.

- (m) To invest and deal with the money of the Company not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (n) To borrow or raise or secure the payment of money in such manner as the Company 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 Company's property (both present and future) and to purchase, redeem or pay off any such securities.
- (o) To make loans with or without interest or security on such terms as the Company may think fit to State Divisions, Special Divisions, members of the Company or to other associations, organisations or persons whose objects are similar to those of the Company or for a purpose which furthers the objectives of the Company.
- (p) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (q) 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 Company.
- (r) 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 Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others.

- (s) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Company but subject always to the proviso in paragraph (g) of this Clause 2.
- (t) 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 Company, in the shape of donations, annual subscriptions or otherwise.
- (u) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
- (v) In furtherance of the objects of the Company 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 Company is authorised to amalgamate.
- (w) In furtherance of the objects of the Company to transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the Companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- (x) To make donations for patriotic or charitable purposes.
- (y) To make donations, grants, gifts, endowments, scholarships, payments and other benefits available to institutions, societies, associations and persons

including members of the Company 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 Company.

- (z) 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, tradeshow and other facilities including buildings for the benefit of members of the Company or other institutions, societies, associations or persons in furtherance of the objects of the Company with or without charge.
  
- (aa) To establish or support or aid in the establishment and support, recognise or become affiliated with State Divisions, Special Divisions and other institutions, societies and associations at the local, regional, state, national or international level in furtherance of the objects of the Company and on such terms as are in the interests of the Company and provide model Memoranda and Articles of Association, Constitutions, Rules, By-laws and other documentation with respect thereto.
  
- (bb) To take over the affairs of the existing incorporated association known as the Institute of Municipal Engineering Australia Incorporated as a going concern including its assets and liabilities and the existing individual members of the association.

- (cc) 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 Company.

Without limiting the generality of the foregoing the Company has the powers set out in Section 161 of the Corporations Law.

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

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

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

Members may be employees of the Company 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 Company. The President may be granted an honorarium.

At any meeting at which a member of the Company is present and at which a contract with him or any company 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.

4. The liability of members is limited.
5. Every member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while he/she is a member, or within one (1) year after he/she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he/she ceases to be a member, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributions among themselves, such amount as may be required not exceeding all arrears of membership fees and subscriptions and all other moneys due and payable by him/her to the company.
6. If upon the winding up or dissolution of the Company 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 Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company 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 Company under or by virtue of Clause 3 hereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.

7. True accounts shall be kept of the sums of money received and expended by the Company and the subject matter in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Company 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 Company 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 Company shall be examined by one or more properly qualified Auditors who shall report to the members in accordance with the provisions of the Corporations Law.
8. The names, addresses and occupations of the subscribers are as follows:-

Name and Address	Occupation
Christopher Alan Watson 17B Attunga Road Yowie Bay, NSW, 2228	Civil Engineer
Daniel Graham Riddiford 30 Tippetts Lane Lower Mount Hicks, TAS, 7325	Civil Engineer
Warren John Roberts 21 Drovers Court Vermont South, VIC, 3133	Civil Engineer
Peter Broughton Taylor 71 Tourist Road Toowoomba, QLD, 4350	Engineer

Jason Gregory Kuchel  
25 Ironbark Avenue  
Flagstaff, SA, 5159

Civil Engineer

Ross Victor Moody  
18 Learoyd Street  
Mount Lawley, WA, 6050

Civil Engineer

We, the several persons whose names are subscribed hereto are desirous of being formed into a Company in pursuance of the Memorandum of Association.

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Signature of subscribers

Signature and Address of  
Witness

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Christopher Alan Watson

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Daniel Graham Riddiford

by his duly authorised attorney Donald Herbert Sheffield who hereby declares that he has notice of the revocation of the authority pursuant to which he has signed this document

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Warren John Roberts

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Peter Broughton Taylor

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Jason Gregory Kuchel

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Ross Victor Moody

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Dated this \_\_\_\_\_ day of \_\_\_\_\_ 199

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