

IPWEA

AUSTRALASIAN DIVISION

**Proposed Amendments to the Articles of Association and
Memorandum of Association**

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ARTICLES OF ASSOCIATION

The following amendments are proposed for the Articles of Association:

Amendment to Clause 1:

Current Wording:

In these Articles:-

"Articles" means these Articles of Association and supplementary substituted or amending Articles for the time being in force;

"Board" means the Board of Directors of the Company constituted in accordance with these Articles;

"Company" means the Company abovenamed;

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

"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;

"Seal" means the Common Seal of the Company;

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

"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 these Articles;

"Special Division" means a body, association or other entity accepted and continuing to be a Special Division in accordance with these Articles.

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;

Words or expressions contained in these Articles shall be interpreted in accordance with Division 10 Part 1.2 of the Corporations Law as in force at the date at which these Articles become binding on the Company.

Proposed Amendment:

In these Articles:-

"ACNC" means the Australian Charities and Not-for-Profits Commission.

"ACNC Act" means the Australian Charities and Not-for-Profits Commission Act 2012 (Cth).

"ACNC Regulation" means whichever of the Australian Charities and Not-for-profits Commission Amendment Regulation 2013 (Cth) or any amended version of that regulation which is in force from time to time.

"AGM" means an annual general meeting.

"Articles" means these Articles of Association and supplementary substituted or amending Articles for the time being in force;

"Board" means the Board of Directors of the Company constituted in accordance with these Articles;

"Chairperson" means the person holding that office under this Constitution and includes any assistant or acting chairperson.

"Charity" means an entity that is registered with the ACNC.

"Committee" means a committee established in accordance with clause 64.

"Company" means the Company abovenamed;

"Corporations Act" means the Corporations Act 2001 (Cth).

"Director" means any person holding the position of a director of the Company and Directors means the directors for the time being of the Company or, as the context permits, such number of them as have authority to act for the Company.

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

"Member" means a member of the Company pursuant to clauses 3 to 16 and includes Division Members, Full Members, Fellows, Emeritus Members, Honorary Members, Student Members and International Members (and Membership has the corresponding meaning).

"Office Bearer" means a person holding any of the offices specified in clause 37.

"Officer" has the same meaning as given to that term in section 9 of the Corporations Act.

"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;

"President" means a person appointed to that position pursuant to clause

37.

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

"Special Resolution" has the meaning given to it by the Corporations Act.

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

"State Division" means a body, association or other entity in a State or Territory of Australia whose purposes are similar to those of the Company may apply to be a State Division of the Company. Any such body, association or entity which does apply to be a State Division of the Company, and is accepted as such by the Directors, is called a State Division in these Articles.

"Special Division" means a body, association or other entity accepted and continuing to be a Special Division in accordance with these Articles.

"Vice President" means a person appointed to that position pursuant to clause 37.

"Voting Rights" means all fee paying membership classes and categories, and emeritus members.

Interpretation

(a) In these Articles, unless there is something in the subject or context which is inconsistent:

(i) the singular includes the plural and vice versa;

(ii) each gender includes the other two genders;

(iii) the word person means a natural person and any partnership, association, body or entity whether incorporated or not;

(iv) the words writing and written include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;

(v) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;

(vi) a reference to any clause or schedule is to a clause or schedule of this Constitution;

(vii) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it;

(viii) an expression used in a particular Part or Division of an Act or Regulation that is given by that Part or Division a special meaning for the purposes of that Part or Division has, unless the contrary intention appears, in any clause that deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division; and

(ix) headings do not form part of or affect the construction or interpretation of this Constitution.

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;

Words or expressions contained in these Articles shall be interpreted in accordance with Division 10 Part 1.2 of the Corporations Law as in force at the date at which these Articles become binding on the Company.

Reason for Amendment:

1. To ensure terminology used through the document is defined.
2. To provide clarification to a user of this document in terms of interpretation.
3. To update and modernise the document to reflect the actual environment and current operations.

Amendment to Clause 2

Current Wording:

The Company is established for the purposes set out in the Memorandum of Association.

Proposed Amendment:

The Company is established for the charitable purposes set out in the Memorandum of Association.

Reason for Amendment:

1. To update and modernise the document to reflect the actual environment and current operations.

Amendment to Clause 4:

Current Wording:

The Company will recognise the existing individual members of the existing incorporated association known as the Institute of Municipal Engineering Australia Incorporated as members of the Company on the same terms as the association.

Proposed Amendment:

The Company will recognise the existing individual members of the existing incorporated association known as the Institute of Public Works Engineering Australasia as members of the Company on the same terms as the association.

Reason for Amendment:

1. To update and modernise the document to reflect the actual environment and current operations.

Amendment to Clause 7:**Current Wording:**

The Directors shall appoint a Membership Committee which shall operate as a sub-committee in accordance with these Articles.

Proposed Amendment:

The Directors may appoint a Membership Committee which shall operate as a sub-committee in accordance with these Articles.

Reason for Amendment:

1. To update and modernise the document to reflect the actual environment and current operations.

Amendment to Clause 8:**Current Wording:**

The grades or classes of membership of the Company and the qualifications or criteria for membership of each grade or class including membership fees shall be such as the Directors from time to time prescribe based on the recommendations of the Membership Committee.

Proposed Amendment:

The grades or classes of membership of the Company and the qualifications or criteria for membership of each grade or class including membership fees shall be such as the Directors from time to time prescribe based on the resolution of the Board.

Reason for Amendment:

1. To allow for the option that a Membership Committee may not exist – refer amendment to clause 7.

Amendment to Clause 9:**Current Wording:**

All other matters concerning the membership of the Company shall be under the control of the Membership Committee who shall be responsible for administration of the membership of the Company 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.

Proposed Amendment:

All other matters concerning the membership of the Company shall be under the control of the Board or the Membership Committee who shall be responsible for administration of the membership of the Company 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.

Reason for Amendment:

1. To allow for the option that a Membership Committee may not exist – refer amendment to clause 7.

Amendment to Clause 10:**Current Wording:**

The Membership Committee may delegate its powers under these Articles 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 company, 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 State Divisions or Special Divisions such delegation to be on such terms as the Membership Committee thinks fit. Any membership fees collected by a State Division or Special Division on behalf of the Company shall be remitted in full to the Company within one (1) month of receipt.

Proposed Amendment:

The Board or the Membership Committee may delegate its powers under these Articles 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 company, 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 State Divisions or Special Divisions such delegation to be on such terms as the Membership Committee thinks fit. Any membership fees collected by a State Division or Special Division on behalf of the Company shall be remitted in full to the Company within six (6) months of receipt.

Reason for Amendment:

1. To allow for the option that a Membership Committee may not exist – refer amendment to clause 7.
2. To reflect current operations and provide the Divisions with an appropriate amount of time to collect membership fees and forward on Australasian component to Australasia (Capitation fees).

Amendment to Clause 12:**Current Wording:**

The Membership Committee may accept a delegation of power from the State Divisions or Special Division 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 respective State Divisions or Special Divisions, 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 State Divisions or Special Divisions. Any membership fees collected by the Company on behalf of a State Division or Special Division shall be remitted in full to the State Division or Special Division within one (1) month of receipt.

Proposed Amendment:

The Board or the Membership Committee may accept a delegation of power from the State Divisions or Special Division 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 respective State Divisions or Special Divisions, 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 State Divisions or Special Divisions. Any membership fees collected by the Company on behalf of a State Division or Special Division shall be remitted in full to the State Division or Special Division within one (1) month of receipt.

Reason for Amendment:

1. To allow for the option that a Membership Committee may not exist – refer amendment to clause 7.

Amendment to Clause 13:

Current Wording:

All applicants for membership of the Company shall be given written notification forthwith of the acceptance or otherwise of his/her application provided that the Company, 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 Company 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 Company.

Proposed Amendment:

All applicants for membership of the Company shall be given written notification forthwith of the acceptance or otherwise of his/her application provided that the Company, 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 Company provided nevertheless that if such fees are not paid within 2 months after the date of the notice, the Board or the Membership Committee or its delegate may in its discretion cancel its acceptance of the application for membership of the Company.

Reason for Amendment:

1. To allow for the option that a Membership Committee may not exist – refer amendment to clause 7.

Amendment to Clause 14:

Current Wording:

If the subscription of a member shall remain unpaid for a period of 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.

Proposed Amendment:

If the subscription of a member shall remain unpaid for a period of 6 months after it becomes due then the Board or 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 Board or 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.

Reason for Amendment:

1. To allow for the option that a Membership Committee may not exist – refer amendment to clause 7.

Amendment to Clause 16:

Current Wording:

If any member shall willfully refuse to comply with the provisions of the Memorandum or Articles of Association of the Company 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 Company the Membership Committee or its delegate shall have power to expel the member from the Company 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 Company in General Meeting and in that event a General Meeting of the Company 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.

Proposed Amendment:

If any member shall willfully refuse to comply with the provisions of the Memorandum or Articles of Association of the Company or shall be guilty of any conduct which in the opinion of the Board or the Membership Committee or its delegate is unbecoming of a member or prejudicial to the interests of the Company the Board or the Membership Committee or its delegate shall have power to expel the member from the Company and erase his/her name from the Register of Members provided that at least one week before the meeting of the Board or 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 Company in General Meeting and in that event a General Meeting of the Company 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.

Reason for Amendment:

1. To allow for the option that a Membership Committee may not exist – refer amendment to clause 7.

Amendment to Clause 18:

Current Wording:

All meetings other than the Annual General Meetings, shall be called Special General Meetings.

Proposed Amendment:

All meetings of the members other than the Annual General Meetings, shall be called Special General Meetings.

Reason for Amendment:

1. To clarify that this clause is making reference to “meetings of the members” as opposed to other types of meeting.

Amendment to Clause 36:**Current Wording:**

This clause deleted.

Proposed Amendment:

*[move above Directors and Officers]
The members must not pass a special resolution that amends these Articles of Association, if passing it causes the company to no longer be a charity.*

Reason for Amendment:

1. To ensure that the company remains a charity.

Amendment to Clause 39:**Current Wording:**

The President shall not be eligible for re-election if they have already served a total period of four consecutive years.

Proposed Amendment:

The President shall not be eligible for re-election if they have already served a total period of four consecutive years as President.

Reason for Amendment:

1. For clarification and interpretation purposes – clarifying this clause refers to “four consecutive years as president” as opposed to serving “four consecutive years on the Board”.

Amendment to Clause 43:

Current Wording:

The existing National Executive of the existing incorporated association known as the Institute of Municipal Engineering Australia Incorporated shall constitute the first Directors of the Company. They shall all retire at the first Annual General Meeting of the Company but shall be eligible for reappointment or re-election under Article 42.

Proposed Amendment:

If the Company is a Charity:

(a) each Director is subject to, and must comply at all times with, the duties set out in Governance Standard 5 in section 45.25 of the ACNC Regulation if the Company is legally required to comply with that regulation;

(b) in accordance with Governance Standard 4 in section 45.20 of the ACNC Regulation, the Board will take reasonable steps to ensure that the Board does not at any time include a Director who is disqualified from managing a corporation under the Corporations Act or from being a responsible entity under subsection 45.20(4) of the ACNC Regulation.

Reason for Amendment:

1. To update and modernise the document to reflect the actual environment and current operations.

Amendment to Clause 51:

Current Wording:

In the event that a person ceases to be a an officer of the Company (for whatever reason) the Directors may appoint one (1) of their number to fill the vacancy for the balance of the term of the person who has ceased to be an officer of the Company.

Proposed Amendment:

In the event that a person ceases to be an officer of the Company (for whatever reason) the Directors may appoint one (1) of their number to fill the vacancy for the balance of the term of the person who has ceased to be an officer of the Company.

Reason for Amendment:

1. Grammatical correction – removal of “a” before “an officer”.

Amendment to Clause 63:**Current Wording:**

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.

Proposed Amendment:

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 Directors may choose one of their number to be Chairman of the meeting.

Reason for Amendment:

1. To clarify this clause refers to a meeting of the Board and not the members of the company.
2. For consistency as the clause refers to Directors and then refers to the same group as members.

Amendment to Clause 69:**Current Wording:**

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

Proposed Amendment:

This clause deleted.

Reason for Amendment:

1. To update and modernise the document to reflect the actual environment and current operations.

Amendment to Clause 70:

Current Wording:

Chief Executive Officer

The Directors may appoint a Chief Executive Officer of the Company in accordance with this Article:-

(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 Chief Executive Officer annually thereafter.

(b) Clause deleted The existing Executive Director of the existing incorporated association known as the Institute of Municipal Engineering Australia Incorporated shall be the first Chief Executive Officer of the Company. He 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 Chief Executive Officer shall be such amount as the Directors determine from time to time.

(d) The duties of the Chief Executive Officer 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 Company.

iv. At the end of each financial year, prepare and have audited financial accounts in accordance with the Law and submit such accounts and Audit Report to the next Annual General Meeting of the Company.

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 Chief Executive Officer'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 Chief Executive Officer's contractual arrangements.

Proposed Amendment:

The Directors may appoint a Chief Executive Officer of the Company in accordance with this Article:-

(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 Chief Executive Officer annually thereafter.

(b) Clause deleted

(b) The remuneration of the Chief Executive Officer shall be such amount as the Directors determine from time to time.

(c) The duties of the Chief Executive Officer 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 Company.

iv. At the end of each financial year, prepare and have audited financial accounts in accordance with the Law and submit such accounts and Audit Report to the next Annual General Meeting of the Company.

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 Chief Executive Officer's Job Specification or as prescribed by the Directors from time to time.

(d) Such other terms as the Directors resolve or as set out in the Chief Executive Officer's contractual arrangements.

Reason for Amendment:

1. Section (b) is no longer relevant.

Amendment to Clause 72:

Current Wording:

State Division

A body, association or other entity in a State or Territory of Australia whose purposes are similar to those of the Company may apply to be a State Division of the Company. Any such body, association or entity which does apply to be a State Division of the Company, and is accepted as such by the Directors, is called a State Division in these Articles.

Proposed Amendment:

This clause deleted.

Reason for Amendment:

1. Moved to the Definitions section.

Amendment to Clause 85:

Current Wording:

The existing Local Government Professionals Incorporated of Victoria shall on application within 6 months of incorporation of the Company be accepted as a Special Division subject to compliance with Article 82 to the reasonable satisfaction and within such reasonable period as the Directors prescribe.

Proposed Amendment:

This clause deleted.

Reason for Amendment:

1. No longer relevant.

Amendment to Clause 87:

Current Wording:

Seal

The Directors shall provide for the safe custody of the Seal, which 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.

Proposed Amendment:

This clause deleted.

Reason for Amendment:

1. To update and modernise the document to reflect the actual environment and current operations.

Amendment to Clause 90:

Current Wording:

*Audit
A properly qualified Auditor or Auditors shall be appointed and his/her or their remuneration fixed and duties regulated in accordance the Part 3.7 of the Law and Clause 7 of the Memorandum of Association.*

Proposed Amendment:

*Audit
A properly qualified Auditor or Auditors shall be appointed and his/her or their remuneration fixed and duties regulated in accordance with Legislation and Clause 7 of the Memorandum of Association.*

Reason for Amendment:

1. Update reference to legislation to allow for potential legislation changes and capture any other appropriate legislation.

Amendment to Clause 91:

Current Wording:

*Notices
A notice may be given by the Company 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 Company 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.

Proposed Amendment:

A notice may be given by the Company to any member either personally, electronically 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 Company 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.

Reason for Amendment:

1. Added the word electronically to incorporate time and change of technology.

MEMORANDUM OF ASSOCIATION

The following amendments are proposed for the memorandum of association:

Amendment to Clause 2(a)

Current Wording:

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.

Proposed Amendment:

- (a) The Object for which the Company is established is to enhance the quality of life in Australian and New Zealand communities through the application of continuous improvement and best practice principles to all aspects of public works and services.*
- (b) The Company will achieve this Object by:*
- (i) promoting excellence in the delivery of public works and services, in part by providing support and leadership to persons involved in the industry;*
 - (ii) advancing public works and services issues and promoting the Company (including particular State Divisions and Special Divisions) IPWEA Group as a principal source of credible, authoritative advice on all public works and services matters;*
 - (iii) being a peak or leading body representing all persons involved in the planning and provision of public works and services in Australia and New Zealand;*
 - (iv) developing and exchanging ideas, information and technology in the science and practice of all aspects of public works, including between different industry associations;*
 - (v) fostering the personal and professional growth of all persons involved in the delivery of public works and services, including by encouraging them to become members of an appropriate Division; and*
 - (vi) anything ancillary to the Objects referred to in clauses 5.1(b) (i) to 5.1(b) (v).*
- (c) The Company can only exercise the powers in section 124(1) of the Act to:*
- (i) carry out the Objects of the Company; and*
 - (ii) do all things incidental or convenient in relation to the exercise of power under clause 2(c) (i).*

Reason for Amendment:

1. To update the objects and purpose of the organisation.

Amendment to Clause 2(b):**Current Wording:**

(b) Vision

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

Proposed Amendment:

[replaced – refer amendment to clause 2(a)]

Reason for Amendment:

1. Replaced to align with agree objects from Mills Oakley constitution.

Amendment to Clause 2(c):**Current Wording:**

(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.

Proposed Amendment:

[replaced – refer amendment to clause 2(a)]

Reason for Amendment:

1. Replaced to align with agree objects from Mills Oakley constitution.

Amendment to Clause 2(d):

Current Wording:

(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.

Proposed Amendment:

[replaced - refer amendment to clause 2(a)]

Reason for Amendment:

1. Replaced to align with agree objects from Mills Oakley constitution.

Amendment to Clause 2(e):

Current Wording:

(e) To represent the interests of the members of the Company, State Divisions and Special Divisions nationally and internationally.

Proposed Amendment:

(e) To represent the interests of the communities in which it operates.

Reason for Amendment:

1. Update to reflect to organisations values and focus on improving communities in Australia and internationally.

Amendment to Clause 2(m):**Current Wording:**

(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.

Proposed Amendment:

(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 funds.

Reason for Amendment:

1. To remove the word "Trust" as the organisation is not a trust.

Amendment to Clause 2(y):**Current Wording:**

(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.

Proposed Amendment:

(y) To make donations, grants, gifts, endowments, scholarships, payments and other benefits available to institutions, societies, associations and persons 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.

Reason for Amendment:

1. Remove reference to company members as the organisation focuses on the wider public works community, not just members.

Amendment to Clause 2(z):**Current Wording:**

(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, tradeshows 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.

Proposed Amendment:

(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, tradeshows and other facilities including buildings for the benefit of the Company or other institutions, societies, associations or persons in furtherance of the objects of the Company with or without charge.

Reason for Amendment:

1. Remove reference to company members as the organisation focuses on the wider public works community, not just members.

Amendment to Clause 2(bb):

Current Wording:

(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.

Proposed Amendment:

This clause deleted.

Reason for Amendment:

1. No longer relevant.

Amendment to Clause 2 [final paragraph]:

Current Wording:

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

Proposed Amendment:

Without limiting the generality of the foregoing the Company has the powers set out in ACNC Act and Corporations Law.

Reason for Amendment:

1. Include reference to the ACNC Act as the company is a charity.

Amendment to Clause 3(a):

Current Wording:

(a) reasonable and proper remuneration to any member employed by the Company.

Proposed Amendment:

(a) reasonable and proper remuneration to any person employed by the Company.

Reason for Amendment:

1. Removal of reference to member as it's limiting.

Amendment to Clause 5:**Current Wording:**

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.

Proposed Amendment:

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 plus \$10.

Reason for Amendment:

1. To limit the liability of members to outstanding membership fees plus \$10 in the event of being wound up. This provides the organisation with funds to cover winding up expenses.

Amendment to Clause 6:**Current Wording:**

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.

Proposed Amendment:

(a) *If any surplus remains following the winding up of the Company, the surplus can be transferred to any State or Special Divisions which are charitable and which have objects which are similar to the Objects. Otherwise any such surplus will not be paid to or distributed amongst any other Members, but will be given or transferred to another institution(s) or corporation(s) which:*

- (i) has objects which are similar to the Objects;*
- (ii) has a constitution which requires its income and property to be applied in promoting its objects;*
- (iii) has a constitution which prohibits it from paying or distributing its income and property amongst its Members to an extent at least as great as imposed on the Company by clause 3.*

(b) The identity of the corporation(s) or institution(s) referred to in Clause 6(a) is to be determined:

- (i) by the Board; or*
 - (ii) if the Board does not decide or does not wish to decide, then by the Members;*
- in writing at or before the time of dissolution and failing such determination being made, by application to the Supreme Court of New South Wales for determination.*

Reason for Amendment:

1. To update and provide clarity of the processes in relation to winding up the organisation. Aligns with recommendations from Mills Oakley Lawyers.

Amendment to Clause 8:

Current Wording:

The names, addresses and occupations of the subscribers are as follows:-

<i>Name and Address</i>	<i>Occupation</i>
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Proposed Amendment:

This clause deleted.

Reason for Amendment:

1. Not relevant or populated with any information.