

**Corporations Law
Company Limited by Guarantee**

ARTICLES OF ASSOCIATION

OF

INSTITUTE OF PUBLIC WORKS ENGINEERING

AUSTRALASIA LIMITED

1. 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, electronic 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.

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

Membership

3. The number of members with which the Company proposes to be registered is 6.
4. 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.
5. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these Articles shall be members of the Company.
6. Members of the Company must, if there is a State Division in the State or Territory in which the member resides, be a member of that State Division to be eligible to be a member of the Company. If there is no State Division in the State or Territory in which the member resides, the member may, with the consent of the Company, but does not have to:-
 - (a) be a member of a State Division in another State or Territory;
 - (b) be a member of a Special Division in any State or Territory, in the Commonwealth of Australia or in any other part of the world;to be eligible to be a member of the Company.
7. The Directors may appoint a Membership Committee which shall operate as a sub-committee in accordance with these Articles.
8. 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.
9. 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.
10. 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 Board or 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.

11. The Directors may at their own initiative or on the recommendations of the Board or the Membership Committee contract out any aspect of the administration of the membership of the Company under the control of the Board or the Membership Committee pursuant to Article 10 on such terms as they think fit.
12. 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.
13. 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.

Cessation of Membership

14. 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.
15. a) A member may at any time by giving notice in writing to the Company or the Membership Committee or its delegate resign his/her membership of the Company 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/her to the Company.
 - b) Any member who ceases for any reason to be a member of a State Division in the State or Territory in which the member resides shall cease to be eligible to be a member of the Company and the Membership Committee or its delegate shall give the member notice that he/she has ceased to be a member of the Company.
16. If any member shall wilfully 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.

General Meetings

17. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Law. The first Annual General Meeting shall be held at such time, not being more than five (5) months after the end of the financial year of the incorporation of the Company and at such place as the Directors may determine.
18. All meetings of the members other than the Annual General Meetings, shall be called Special General Meetings.

19. The Directors by resolution may whenever they think fit convene a General Meeting and General Meetings shall be convened on such requisition or in default may be convened by such requisitions as provided by the Law.
20. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice twenty-one (21) days notice at least (exclusive of the day in 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 Company.
21. 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 and Auditors and the appointment and fixing of the remuneration of the Auditors.

Proceedings at General Meetings

22. 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, twenty five (25) members present shall be a quorum. For the purpose of this Article "Member" includes a person attending as a proxy or as representing a corporation which is a member.
23. If within a half 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, in any other case, the members present (being not less than nine (9)) shall be a quorum.
24. The President shall preside as Chairman at every General Meeting of the Company, 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.
25. 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.

26. 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 Company 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.

27. 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.

28. 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.

29. 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.

30. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law 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 of his/her estate, and any such Committee, trustee or other person may vote by proxy or attorney.

31. 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.

32. 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 Company. 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.

33. 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 Company 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 _____ 20 ____ .

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.

34. 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 Company 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.
35. 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 Company at the registered office before the commencement of the meeting at which the instrument is used.
36. 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.

Directors and Officers

37. Unless otherwise determined by the Board, the elected Officers of the Company will be drawn from and elected by the Board and will consist of:
 - (a) a President, and
 - (b) a Vice-President

38. The Office Bearers will hold office on the terms and conditions determined by the Board and as stated in the Constitution. Office Bearers shall be eligible for re-election. The term of the office for Office Bearers shall be for two years and must be concurrent with Board membership. For the avoidance of doubt, an Office Bearer can only hold office whilst a Director.

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

40. The election of the officers of the Company by the Directors shall take place in such manner as they think fit.

41. By virtue of these Articles, the President is authorised to speak on behalf of members of the Company on matters of national and international interest.

42. The Directors of the Company shall consist of:-
 - (a) Two members appointed by each State Division or Special Division.
 - (b) One member elected by the members of the Company who are not members of a State Division or Special Division where there are up to three hundred such members of the Company.
 - (c) Two members elected by the members of the Company who are not members of a State Division or Special Division where there are more than three hundred such members of the Company.

43. 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.

44. The Directors to be elected by the members of the Company pursuant to Clause 42(c) or (d) of these Articles shall be elected by postal vote as herein provided.
45. The postal vote shall be conducted by the Returning Officer prior to and announced at the first Annual General Meeting of the Company and the Annual General Meeting of the Company in every year thereafter and the Directors 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.
46. 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 who are members of the Company pursuant to Clause 42(c) or (d) of these Articles and lodged with the Returning Officer not later than the time fixed by the Returning Officer being not less than three (3) months 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 Company pursuant to Clause 42(c) or (d) shall be conducted on the First Past the Post method.
 - (c) In the event that no nominations or insufficient nominations are received the members of the Company pursuant to Clause 42 (c) or (d) 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 Directors shall fill the remaining vacancy or vacancies.
 - (d) The Chief Executive Officer 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 2 months before the Annual General Meeting.
 - (f) The closing date of the vote shall be not less than one (1) month 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.

47. The Company may from time to time by ordinary resolution passed at a General Meeting increase or reduce the number of officers or Directors of the Company and determine how those increased or reduced numbers are to be filled.
48. The Company may by ordinary resolution remove any Director or officer of the Company and the Directors may also remove any officer of the Company before the expiration of his/her term of office.
49. The office of a Director and, if the Director is also an officer of the Company, that office shall become vacant if the Director:
 - (a) ceases to be a member of the Company by virtue of the Law;
 - (b) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
 - (c) becomes prohibited from being a Director of a Company by reason of any order made under the Law;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) resigns his/her office by notice in writing to the Company;
 - (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 Company;
 - (h) ceases to be a member of the Company; or
 - (i) is directly or indirectly interested in any contract or proposed contract with the Company provided, however, that a member shall not vacate his/her office by reason of his/her being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Company if such corporation, society or association is among the class of companies, referred to in the proviso of Clause 3 of the Memorandum of Association of the Company and if he/she shall have declared that nature of his/her interest in the manner required by the Law. Provided always that nothing in this Article shall affect the operation of Clause 3 of the Memorandum of Association of the Company.
50. In the event that a person ceases to be a Director (for whatever reason) then the State Division or Special Division or the members of the Company under Article 42(b) or (c) which appointed that person may appoint another member to fill the vacancy for the balance of the term of the person who has

ceased to be a Director. Until such appointment is made the Directors may appoint any member to fill the vacancy.

51. 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.
52. Subject to the foregoing Articles 50 and 51 the Directors shall have power at any time and from time to time to appoint officers and Directors either to fill a casual vacancy or as an addition to the existing officers or Directors but so that the total number of officers or Directors shall not at any time exceed the number fixed in accordance with these Articles.

Powers and Duties of the Directors

53. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company and are not, by the Law or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless, to any of these Articles, to the provisions of the Law, and to such regulations, being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Company in General Meeting; provided that any rule, regulation or by-law of the Company made by the Directors may be disallowed by the Company in General Meeting shall provided further that no resolution of or regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that resolution or regulation had not been passed or made.
54. The Directors may exercise all the powers of the Company 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 Company.
55. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company 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 determines.
56. The Directors shall cause minutes to be made;
 - (a) of all appointments of officers and Directors of the Company;
 - (b) of names of members present at all meetings of the Company and of the Directors; and

(c) of all proceedings at all meetings of the Company 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.

Proceedings of the Directors

57. The Directors may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks 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.
58. 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 the first schedule hereto.
59. Subject to these Articles 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.
60. A Director shall not vote in respect of any contract or proposed contract with the Company 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.
61. Subject to the Law, 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.
62. 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 Articles as the necessary quorum of Directors, they may only act for the purpose of increasing their numbers or calling a General Meeting of the Company but for no other purpose.
63. 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.
64. 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 Company 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 Chief Executive Officer or other Delegate on such terms as they think fit.

65. 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.
66. 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.
67. 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.
68. 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

69. This Clause deleted.

Chief Executive Officer

70. 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) This Clause deleted.
 - (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.
71. The Directors may contract in the services of a Chief Executive Officer from a State Division, Special Division or any other entity on such terms as they think fit.

State Divisions

72. This Clause deleted.
73. There shall be only one State Division in each State or Territory of Australia.
74. A State Division must:-
- (a) Adopt the name "Institute of Public Works Engineering Australasia (State or Territory) Division".
 - (b) Adopt to the satisfaction of the Company the model Memorandum and Articles of Association, Constitution, Rules and By-laws provided by the Company from time to time as applicable.
 - (c) Adopt the same membership grades as the Company.
 - (d) Adopt the same logo as the Company.

- (e) Restrict its membership to members who reside in that State or Territory or a State or Territory in which there is no State Division, except with the consent of the Company.
- 75. The existing State Divisions of the existing incorporated association known as Institute of Public Works Engineering Australasia Limited shall be State Divisions of the Company subject to compliance with Article 69 to the reasonable satisfaction and within such reasonable period as the Directors prescribe.
- 76. Where no State Division currently exists in a State or Territory, an application to be a State Division in that State or Territory will not be accepted unless at least fifty per cent of the members of the Company who reside in the State or Territory have voted in favour of the formation of the State Division.
- 77. In the event that a State Division ceases to be a State Division of the Company, then it shall forthwith cease to use the name and logo of the Company.
- 78. A State Division shall cease to be a State Division of the Company if:-
 - (a) It withdraws by notice in writing to the Secretary of the Company.
 - (b) It is expelled by a Resolution passed by a majority of three fourths (3/4) of the Directors on the grounds that:-
 - i. It has refused or failed to comply with these Articles or its Memorandum and Articles of Association, Constitution, Rules or By-laws as applicable.
 - ii. It has engaged in conduct which is inconsistent with the purposes or prejudicial to the interests of the Company.
 - iii. For any other proper reason.

PROVIDED THAT at least one (1) month before the meeting of the Directors at which a resolution for expulsion is passed the State Division shall have had notice of such meeting and of what is alleged against it and of the intended resolution for its expulsion and that it shall at such meeting and before the passing of such resolution have had an opportunity to give orally or in writing any explanation or defence it may think fit and provided further that any such State Division may by notice in writing lodged with the Secretary at least seven (7) days before the time for the holding of the meeting at which the resolution for its expulsion is to be considered by the

Directors elect to have the question of its 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 State Division be passed by a majority of two thirds of those present and voting (such vote to be taken by ballot) the State Division shall be expelled and its name removed as a State Division of the Company.

79. A State Division shall:-

- (a) Operate under its own Memorandum and Articles of Association, Constitution, Rules and By-laws as applicable.
- (b) Have power to make its own regulations provided they are consistent with the Memorandum and Articles of Association, Constitution, Rules and By-laws provided by the Company.
- (c) Manage the affairs and represent the interests of its members at the State or Territory and local levels.
- (d) Have State Directors (or their equivalent) elected by its members to manage the affairs of the State Division.
- (e) Have power to administer its own Foundations and Regional Groups.
- (f) Retain ownership and control over any assets vested in it from time to time.

Special Divisions

80. A body, association or other entity in a State or Territory, in the Commonwealth of Australia or in any other part of the world or a sub-group or committee of that body, association or other entity whose purposes are similar to those of the Company and whose members fulfill the membership criteria of the Company may apply to be a Special Division of the Company. Any such body, association or entity or sub-group or committee which does apply to be a Special Division of the Company, and is accepted as such by the Directors, is called a Special Division in these Articles.

81. The Directors must not accept an application to be a Special Division in any State or Territory in which there is a State Division unless passed by a majority of three fourths (3/4) of the Directors.

82. An application to be a Special Division will not be accepted unless:-

- (a) At least seventy-five per cent majority of votes cast by members of the proposed Special Division have voted in favour of the formation of the Special Division and

resolved to subscribe to the purposes and membership grades of the Company.

- (b) All of the members of the body, association or other entity or sub-group or committee who fulfill the membership criteria of the Company will be members of the proposed Special Division.
 - (c) The members of the proposed Special Division will appoint an executive to deal specifically with Company matters.
 - (d) The executive of the proposed Special Division will appoint a representative or representatives to sit on the Board of Directors in accordance with Article 42(a) or (b).
 - (e) A copy of the Constitution and Statement of Purposes of the proposed Special Division is submitted to the Company and does not conflict with the purposes or Memorandum and Articles of Association of the Company.
 - (f) A copy of any amendments to the Constitution or statement of purposes of the proposed Special Division from time to time are submitted to the Company and do not conflict with the purposes or Memorandum and Articles of Association of the Company from time to time.
83. There may be more than one Special Division in each State or Territory, in the Commonwealth of Australia or in any other part of the world.
84. It is intended that Special Divisions will arise from the expansion of the Membership of the Company into other areas and not from the fragmentation of the existing membership of State Divisions.
85. This Clause deleted

Secretary

86. The Secretary shall in accordance with the Law be appointed by the Board of Directors for such term, at such remuneration and upon such condition as it thinks fit; and any Secretary so appointed may be removed by it. Nothing herein shall prevent the Directors from appointing a member who is not a Director and any member so appointed shall forthwith become an ex officio member of the Board and the Secretary shall be subject to the provisions of Clause 3 of the Memorandum of Association.

Seal

87. This Clause deleted.

Accounts

88. 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 law to be attached hereto) 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 five (5) months before the date of the meeting.
89. The Directors shall from time to time determine in accordance with Clause 7 of the Memorandum of Association at what times and places and under what conditions or regulations the accounting and other records of the Company 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 Company except as conferred by statute or by Clause 7 of the Memorandum of Association or authorised by the Directors or by the Company in General Meeting.

Audit

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

Notices

91. A notice may be given by the Company to any member either personally, electronically or by sending it by post to him/her 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/her to the Company for the giving of notices to him/her. 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.
92. 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 Company an address for the giving of notices to them; and,
 - (b) the Auditor or Auditors for the time being of the Company.

Winding Up

93. The provisions of Clause 6 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

Officers: Indemnities and Insurance

94. Indemnities

To the extent permitted by law:

- (a) every person who is or has been an Officer of the Company or of a subsidiary of the Company will be indemnified out of the property of the Company 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 under the Corporations Law; and,
- (b) every person who is or has been an Officer of the Company or of a subsidiary of the Company will be indemnified out of the property of the Company against any liability to another person (other than the Company or a related body corporate of the Company) where the liability is incurred by the Officer in his or her capacity as an Officer of the Company or subsidiary of the Company PROVIDED THAT this indemnity shall not apply where the liability arises out of conduct involving a lack of good faith or negligence.

95. Insurance

To the extent permitted by law the Company 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 Company or of a subsidiary of the Company against a liability:

- (a) incurred by the person in his or her capacity as an Officer of the Company or a subsidiary of the Company PROVIDED THAT the liability does not arise out of conduct involving a wilful breach of duty in relation to the Company or a subsidiary of the Company or a contravention of Sections 232(5) or (6) of the Corporations Law; or,
- (b) for costs and expenses incurred by that person in defending Proceedings, whatever their outcome.

96. Interpretation

In Articles 94 and 95:

- (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 Company or of a subsidiary of the Company

(including proceedings alleging that he or she was guilty of negligence, default breach of trust or breach of duty in relation to the Company or a subsidiary of the Company).

- (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.

NOTWITHSTANDING anything contained in these presents the Company may adopt any by-laws standing orders or constitutional rules as may be passed from time to time at any General Meeting of the Company.

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

Signature of subscribers

Signature and Address of
Witness

Dated this

day of

20

Corporations Law
Company Limited by Guarantee

MEMORANDUM OF ASSOCIATION

OF

**INSTITUTE OF PUBLIC WORKS ENGINEERING
AUSTRALASIA LIMITED**

1. The name of the company is INSTITUTE OF PUBLIC WORKS ENGINEERING AUSTRALASIA LIMITED.

2. (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 2(b)(i) to 2(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).

- (d) The Clause is deleted.

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

- (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 is 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 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 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, 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.

(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) This Clause deleted.

(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 the ACNC Act and 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 person 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 plus \$10.

6. (a). If any surplus remains following the winding up of the Company, the surplus can be transferred to any State or Special Divisions which is 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.

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. This Clause deleted.