

The Institution of Engineers Australia (Engineers Australia)

2011 ROYAL CHARTER AND BY-LAWS

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Contents

	page
Royal Charter	1
PREAMBLE	1
OPERATIVE PROVISIONS	2
1. Revocation of previous charters	2
2. Name	2
3. Purpose	2
4. Legal capacity and powers	2
5. Not for profit	2
6. Membership	3
7. Governing bodies	3
8. National Congress	3
9. Council	3
10. By-laws	4
11. Alteration of Charter	4
12. Winding up	4
13. Definitions	4
14. Interpretation	4
By-laws	5
PART 1 – MEMBERSHIP	5
1. Members	5
2. Occupational categories	5
3. Grades	5
4. Qualifications	5
5. Titles	6
6. Chartered titles	6
7. Additional titles	6
8. Abbreviations	6
9. Admission	6
10. Certificate of membership	7
11. Subscription and fees	7
12. Rights, obligations and liability	7
13. Professional conduct	7
14. Continuing professional development and competency assessment	8
15. Resignation	8
16. Cessation	8

	page
PART 1 – MEMBERSHIP <i>contd</i>	
17. Register of members	8
18. Membership information	8
19. Voting members.....	9
20. Annual general meeting.....	9
21. Membership ballots and membership resolutions.....	10
22. Elections	10
23. Professional standards scheme members	11
PART 2 – ORGANISATION	
24. Organisation.....	11
<i>Part 2.1 – The National Congress</i>	
25. Membership.....	11
26. Delegates.....	12
27. Responsibilities and powers.....	12
28. Meetings	12
<i>Part 2.2 – The Council</i>	
29. Membership	12
30. Councillors.....	12
31. Responsibilities and powers.....	12
32. Regulations	13
33. Public statements	13
34. Meetings	13
<i>Part 2.3 – National Office Bearers</i>	
35. National President.....	13
36. National Deputy President	13
37. National Vice Presidents.....	14
<i>Part 2.4 – Term of Office</i>	
38. Term of office	14
<i>Part 2.5 – The Divisions</i>	
39. Constitution.....	15
40. Division Committees	15
<i>Part 2.6 – The Colleges</i>	
41. Constitution.....	15
42. College Boards.....	15
<i>Part 2.7 – Associated bodies</i>	
43. Associated bodies	15
44. Constituent bodies.....	16
45. Subsidiaries.....	16
46. Technical societies.....	16
47. Affiliated bodies	16

	page
PART 3 – MANAGEMENT, FINANCIAL AND LEGAL	
	16
48. Chief Executive Officer	16
49. Financial year.....	16
50. Receipts and payments.....	16
51. Accounts	17
52. Financial statements.....	17
53. Audit	17
54. Indemnity	17
55. Common seal	17
56. Minutes	17
57. Records	17
58. Vacancies in committees	17
59. Validation	18
60. Notices	18
61. Interpretation.....	18
62. Transitional	19
INDEX	20

The Institution of Engineers Australia (Engineers Australia)

2011 ROYAL CHARTER

Elizabeth the Second, by the Grace of God Queen of Australia and Her other Realms and Territories, Head of the Commonwealth:

Greeting:

PREAMBLE

- A.** The association now called The Institution of Engineers Australia (“the Institution”) was formed on 1 August 1919.
- B.** On 1 May 1926 the Institution was incorporated as a company limited by guarantee.
- C.** On 10 March 1938 His Majesty King George the Sixth granted a charter of incorporation (“the Original Charter”) to the Institution reconstituting it as a body corporate and politic by royal charter.
- D.** On 8 December 1987 We assigned to Our Governor-General of the Commonwealth of Australia (“the Governor-General”) all Our powers and functions in respect of the issuing of letters patent:
 - (a) granting a supplemental charter to anyone in the Commonwealth of Australia to whom a charter of incorporation has been granted by Us or Our predecessors; or
 - (b) revoking, amending, or adding to, any charter of incorporation or supplemental charter granted to anyone in the Commonwealth of Australia by Us or Our predecessors,and authorised the Governor-General to exercise any of those powers and functions in Our name and on Our behalf.
- E.** The Governor-General has in Our name and on Our behalf granted to the Institution the following supplemental charters varying the Original Charter:
 - (a) on 1 June 1988 – the first supplemental charter,
 - (b) on 4 April 1991 – the second supplemental charter,
 - (c) on 27 January 1993 – the third supplemental charter,
 - (d) on 23 April 1998 – the fourth supplemental charter, and
 - (e) on 8 February 2006 – the fifth supplemental charter,(together “the Previous Supplemental Charters”).
- F.** The Institution has petitioned the Governor-General to grant it a further supplemental charter so that the Institution may more effectively carry out its purpose.

OPERATIVE PROVISIONS

By these letters patent issued in Our name and on Our behalf by the Governor-General We grant and declare with effect from 26 September 2011 as follows:

1. Revocation of previous charters

- 1.1 Except that the Institution continues to be one body corporate and politic, the Original Charter is revoked.
- 1.2 The Previous Supplemental Charters are also revoked.
- 1.3 The revocation of the previous charters does not affect the validity of anything done under those charters.

2. Name

The name of the association is “The Institution of Engineers Australia” (in the following clauses “Engineers Australia”).

3. Purpose

- 3.1 The purpose of Engineers Australia is to advance the science and practice of engineering for the benefit of the community.
- 3.2 Engineers Australia will achieve its purpose by:
 - (a) educating its members and the community;
 - (b) facilitating the exchange of ideas and information;
 - (c) encouraging the development of knowledge and competency;
 - (d) setting and maintaining high professional standards for its members; and
 - (e) informing community leaders and decision-makers.

4. Legal capacity and powers

- 4.1 Engineers Australia has:
 - (a) the legal capacity and powers of a body corporate, and
 - (b) the same legal capacity and powers as an individual.
- 4.2 Engineers Australia may only:
 - (a) exercise its powers; and
 - (b) use its income and assets (including any surplus);for its purpose.

5. Not for profit

- 5.1 Engineers Australia must not distribute any surplus, income or assets directly or indirectly to its members.
- 5.2 Clause 5.1 does not prevent Engineers Australia from paying its members:
 - (a) reimbursement for expenses properly incurred by them, and
 - (b) for goods supplied and services provided by them,if this is done in good faith on terms no more favourable than if the member were not a member.

6. Membership

The by-laws must provide for:

- (a) the categories, grades and titles of membership;
- (b) the qualifications and admission; subscriptions and fees; rights, obligations and liability; and eligibility to vote of members;
- (c) the use of “Chartered” in membership titles;
- (d) the professional regulation of members, including a code of ethics and discipline regulations;
- (e) the register of members; and
- (f) the conduct of membership ballots.

7. Governing bodies

7.1 The governing bodies of Engineers Australia are:

- (a) the National Congress, and
- (b) the Council.

7.2 The by-laws must provide for the constitution of the National Congress and the Council, subject to clause 7.3.

7.3 Employees of Engineers Australia are not eligible to be members of the National Congress or the Council.

7.4 Engineers Australia must not remunerate members of the National Congress and the Council in that capacity. This clause does not prevent Engineers Australia from reimbursing members of the National Congress and the Council for expenses properly incurred by them.

8. National Congress

The responsibilities and powers of the National Congress are:

- (a) to elect the members of the Council;
- (b) to develop and propose to the members of Engineers Australia membership resolutions to petition for the alteration of this charter and to alter the by-laws;
- (c) to review and approve before coming into effect any changes to the code of ethics, discipline regulations and regulations relating to additional titles or abbreviations of titles of membership;
- (d) to give advice and counsel to the Council about the manner in which the Council carries out its responsibilities; and
- (e) any other responsibilities and powers given by the by-laws.

9. Council

Except as provided by clause 8, the Council:

- (a) is responsible for the governance and management of Engineers Australia; and
- (b) may exercise all powers of Engineers Australia on its behalf.

10. By-laws

- 10.1 Engineers Australia may by membership resolution:
 - (a) make by-laws for the regulation of Engineers Australia; and
 - (b) revoke, amend and add to those by-laws;
 subject to clause 10.2.
- 10.2 Alterations to the by-laws do not take effect until approved by the Governor-General.
- 10.3 Engineers Australia must publish all alterations to the by-laws approved by the Governor-General in the *Commonwealth of Australia Gazette*.
- 10.4 The by-laws appended to this charter are the by-laws of Engineers Australia, subject to clause 10.1.

11. Alteration of Charter

Engineers Australia may by membership resolution petition the Governor-General:

- (a) to revoke, amend or add to this charter; and
- (b) to grant it a further supplemental charter.

12. Winding up

- 12.1 If Engineers Australia is wound up, its remaining assets must not be distributed to any member.
- 12.2 The remaining assets must be given to an organisation that:
 - (a) has a similar purpose to Engineers Australia; and
 - (b) also prohibits the distribution of any surplus, income and assets to its members to at least as great an extent as Engineers Australia.

13. Definitions

In this charter:

- (a) “membership ballot” means a ballot of those members of Engineers Australia who are entitled under the by-laws to vote in membership ballots; and
- (b) “membership resolution” means a resolution passed by a majority of the votes cast in a membership ballot.

14. Interpretation

This charter is to be interpreted for the benefit of Engineers Australia.

Witness under my hand)
 and the Great Seal of Australia)
 on 26 September 2011)

QUENTIN BRYCE AC
 Governor-General

The Institution of Engineers Australia (Engineers Australia)

2011 BY-LAWS

Made by the members of Engineers Australia in October 2010 and approved by Her Excellency the Governor-General of the Commonwealth of Australia on 26 September 2011:

PART 1 – MEMBERSHIP

1. Members

The members of Engineers Australia are those persons whose names are entered in the register of members.

2. Occupational categories

Engineers Australia has 3 categories of individual members:

- (a) professional engineers,
 - (b) engineering technologists, and
 - (c) engineering associates,
- (together “occupational categories”).

3. Grades

3.1 Each occupational category has 4 grades of membership:

- (a) fellow,
- (b) member,
- (c) graduate, and
- (d) student.

3.2 There are 3 additional grades of individual membership outside the occupational categories:

- (a) honorary fellow,
- (b) companion, and
- (c) affiliate.

4. Qualifications

4.1 In this by-law “qualifications” means all matters relevant to suitability for membership, including educational qualifications, training and work experience.

4.2 The Council must prescribe the qualifications for each category and grade of membership.

4.3 The qualifications for the occupational categories must be consistent with the international accords to which Engineers Australia is a party.

- 4.4 The qualifications for the grades of fellow, member and graduate must at a minimum include:
- (a) for professional engineers – a 4 year degree in engineering, or equivalent;
 - (b) for engineering technologists – a 3 year degree in engineering, or equivalent; and
 - (c) for engineering associates – a 2 year advanced diploma in engineering, or equivalent.
- 4.5 The qualifications for the grades of companion and affiliate must include that the companion or affiliate is not eligible for membership in an occupational category.

5. Titles

The titles corresponding to the grades of individual membership in by-law 3 are:

- (a) professional engineers: Fellow, Member, Graduate and Student;
- (b) engineering technologists: Technologist Fellow, Technologist Member, Graduate Technologist and Student;
- (c) engineering associates: Associate Fellow, Associate Member, Graduate Associate and Student; and
- (d) Honorary Fellow, Companion and Affiliate.

6. Chartered titles

Members in the grades of honorary fellow, fellow and member who satisfy the requirements for continuing professional development and competency assessment prescribed under by-law 14 are entitled to use the following chartered titles:

- (a) professional engineers – Chartered Professional Engineer,
- (b) engineering technologists – Chartered Engineering Technologist, and
- (c) engineering associates – Chartered Engineering Associate.

7. Additional titles

The Council may by regulation create additional titles of membership (including chartered titles) within the existing categories and grades of membership, subject to clause 8(c) of the Charter.

8. Abbreviations

The Council must prescribe abbreviations of the titles of membership (including chartered titles) for use by members after their names, subject to clause 8(c) of the Charter.

9. Admission

- 9.1 In this by-law “membership” includes membership in a particular category or grade, and “member” has a corresponding meaning.
- 9.2 The Council must prescribe the procedures for the admission of members.
- 9.3 The admission of members is in the absolute discretion of Engineers Australia, which is not required to give any reason for not admitting a person to membership.
- 9.4 When a member is admitted:
- (a) the name and address of the member, and
 - (b) the category (if any) and grade of membership,
- must be entered in the register of members, together with the date on which the entry is made.

9.5 The member becomes a member in that category (if any) and grade of membership from the date on which the entry is made.

9.6 Engineers Australia may cancel the membership of any member who has:

- (a) misrepresented their qualifications; or
- (b) been admitted to membership by mistake.

10. Certificate of membership

10.1 Engineers Australia may issue certificates of membership to members, including for membership of Colleges.

10.2 Certificates of membership remain the property of Engineers Australia, and must be returned on request.

11. Subscription and fees

11.1 The Council must prescribe the subscription and any other fees to be paid by members.

11.2 The amount of the subscription and fees, and the date for payment may vary according to criteria set by the Council, including the category and grade of membership.

11.3 The rights (including voting rights) of members who have not paid all subscriptions and fees by the date for payment are suspended until those amounts are paid.

11.4 Members in the grade of honorary fellow are not required to pay any subscription or other fee in respect of membership.

12. Rights, obligations and liability

12.1 The rights of members are not transferable, and end when the member ceases to be a member in accordance with by-law 16.

12.2 Members must at all times comply with the Charter, these by-laws and the regulations.

12.3 Members are not liable to contribute to the debts and liabilities of Engineers Australia by reason only of their membership.

13. Professional conduct

13.1 The Council must prescribe:

- (a) a code of ethics setting high standards of professional conduct for members; and
- (b) discipline regulations that provide for:
 - (i) the investigation of alleged breaches of the code of ethics, the Charter, these by-laws and the other regulations;
 - (ii) the hearing of disciplinary charges against members, including procedural fairness; and
 - (iii) the penalties and other sanctions that may be imposed for disciplinary breaches, including expulsion and suspension from membership;

subject to clause 8(c) of the Charter.

13.2 Without limiting by-law 12.2, members must at all times comply with the code of ethics and the discipline regulations.

14. Continuing professional development and competency assessment

The Council must make regulations for the continuing professional development and competency assessment of:

- (a) members in occupational categories, and
- (b) members who wish to use:
 - (i) a chartered title, or
 - (ii) any additional titles created under by-law 7.

15. Resignation

- 15.1 Members may resign by writing to the Chief Executive Officer.
- 15.2 Members whose subscriptions are more than 1 year in arrears are taken to have resigned.
- 15.3 The resignation of a member does not affect any liability the member may have to Engineers Australia at the time.

16. Cessation

- 16.1 Members cease to be members on resignation, expulsion, ceasing to have legal capacity or dissolution.
- 16.2 If a member ceases to be a member, the name and other details of the member must be removed from the register of members.

17. Register of members

- 17.1 The Council must ensure that Engineers Australia maintains a register of members in which are entered:
 - (a) the name of each member,
 - (b) the address for notices last given by the member,
 - (c) the category (if any), grade and titles of membership, and
 - (d) the date on which each entry is made.
- 17.2 Engineers Australia may reinstate the membership of a member whose name has been removed from the register by mistake.

18. Membership information

- 18.1 By joining and remaining members of Engineers Australia, members consent to Engineers Australia disclosing in accordance with the regulations:
 - (a) that the member is a member of Engineers Australia, and
 - (b) the category (if any), grade and title of membership of the member.
- 18.2 All other information relating to membership:
 - (a) is confidential between the member and Engineers Australia; and
 - (b) may only be used and disclosed in accordance with these by-laws, the regulations and applicable legislation.

19. Voting members

The voting members of Engineers Australia are those members in the grades of honorary fellow, fellow, member and graduate whose voting rights have not been suspended under by-law 11.3 or the discipline regulations.

20. Annual general meeting

- 20.1 The Council must convene an annual general meeting of the members of Engineers Australia to be held:
- (a) at least once in each calendar year, and
 - (b) within 6 months after the end of the financial year of Engineers Australia.
- 20.2 The business of the annual general meeting is:
- (a) to verify the minutes of the last annual general meeting;
 - (b) to consider the annual report of Engineers Australia presented by the Council, including:
 - (i) the annual financial report,
 - (ii) the auditor's report, and
 - (iii) questions and comments from members on the management of Engineers Australia;
 - (c) to fill any vacancy in auditor, as required by by-law 53.3;
 - (d) to note the results of the elections of delegates, Councillors and the National Deputy President since the last annual general meeting;
 - (e) to welcome the incoming National President; and
 - (f) to discuss but not decide any matters referred by the National Congress or the Council, or raised by members present.
- 20.3 The Chief Executive Officer must give at least 28 days notice of the annual general meeting to each member and the auditor, including:
- (a) the date, time and place, and
 - (b) the business,
of the meeting.
- 20.4 The quorum for the annual general meeting is the presence in person of at least 40 voting members.
- 20.5 Only voting members are entitled to vote at the annual general meeting.
- 20.6 All members and the auditor are entitled to attend and speak at the annual general meeting.
- 20.7 Voting members may appoint proxies for the annual general meeting. Proxies must be voting members.
- 20.8 The National President is the chair of the annual general meeting.
- 20.9 The Council must otherwise prescribe the procedure for the convening and conduct of the annual general meeting.

21. Membership ballots and membership resolutions

- 21.1 The Chief Executive Officer must conduct a membership ballot if requested by:
- (a) the National Congress or the Council,
 - (b) 2 or more Division Committees or College Boards, or
 - (c) at least 2½% of voting members.
- 21.2 The request must state the proposed resolution to be put to membership ballot.
- 21.3 A request by voting members:
- (a) must be signed by each member; and
 - (b) may consist of separate documents so long as the proposed resolution is identical.
- 21.4 A request may be withdrawn by:
- (a) the body or a majority of the bodies making the request, or
 - (b) a withdrawal signed by a majority of the voting members making the request.
- 21.5 The Council must decide when the membership ballot is to open and close.
- 21.6 Notice of the membership ballot must be given to all voting members.
- 21.7 The membership ballot must be:
- (a) open for at least 28 days from when notice is given; and
 - (b) completed within 4 months of the request being received.
- 21.8 Only voting members are entitled to vote in membership ballots.
- 21.9 The votes must not be inspected or counted before the ballot closes.
- 21.10 A membership resolution is only passed if:
- (a) at least 5% of voting members vote in the membership ballot; and
 - (b) a majority of those votes are cast in favour of the proposed resolution.
- 21.11 The Council must otherwise prescribe the procedure for the conduct of membership ballots, including:
- (a) publication of cases in support of and opposition to the proposed resolution; and
 - (b) the appointment of scrutineers to observe the counting of votes.

22. Elections

- 22.1 All elections for:
- (a) the National Congress and the Council, and
 - (b) Division Committees and College Boards,
- must be conducted:
- (c) by secret ballot, and
 - (d) using a preferential system of voting prescribed by the Council.
- 22.2 The Council must otherwise prescribe the procedure for the conduct of elections, including:
- (a) the appointment, duties and powers of returning officers,
 - (b) eligibility to nominate and vote,

- (c) calling for nominations by notice to all members entitled to nominate,
- (d) the period for which nominations must remain open,
- (e) notice of the election to all members entitled to vote,
- (f) publication of candidate statements,
- (g) the appointment of scrutineers to observe the counting of votes, and
- (h) notification of the results to candidates and members.

23. Professional standards scheme members

- 23.1 The Council may by regulation provide for a separate category of membership for those engineering firms that are required to become members of Engineers Australia for the purposes of State and Territory legislation limiting the liability of members of professional standards schemes.
- 23.2 Professional standards scheme members are not eligible to vote in that capacity in any ballot or election of Engineers Australia.

PART 2 – ORGANISATION

24. Organisation

The organisation of Engineers Australia consists of:

- (a) the National Congress – refer Part 2.1,
- (b) the Council – refer Part 2.2,
- (c) the Divisions – refer Part 2.5,
- (d) the Colleges – refer Part 2.6, and
- (e) associated bodies – refer Part 2.7.

Part 2.1 – The National Congress

25. Membership

- 25.1 The members of the National Congress are:
- (a) the National President,
 - (b) the National Deputy President,
 - (c) the 2 Past National Presidents most recently in office,
 - (d) those Councillors who are not delegates,
 - (e) 1 delegate selected from the voting members resident outside Australia in accordance with the regulations,
 - (f) the delegates elected by the voting members of the Divisions,
 - (g) 1 delegate elected by each Division Committee,
 - (h) 1 delegate elected by each College Board, and
 - (i) the delegates elected by the associated bodies.

25.2 The National Congress must decide (and may change):

- (a) the number of delegates to be elected under each of by-laws 25.1(f) and 25.1(i), up to a total of 22;
- (b) the number of delegates to be elected by each Division for the purposes of by-law 25.1(f); and
- (c) the equitable grouping of associated bodies for the purposes of by-law 25.1(i), and the number of delegates to be elected by each grouping.

25.3 The Council must make regulations for the conduct of the elections required by by-law 25.1.

26. Delegates

26.1 Only voting members are eligible to be elected as delegates.

26.2 A delegate who has held office for 4 full consecutive terms is not eligible to be a delegate again for 2 years.

27. Responsibilities and powers

The National Congress has the responsibilities and powers given in clause 8 of the Charter.

28. Meetings

28.1 The National Congress must meet at least once each year.

28.2 The quorum for meetings of the National Congress is a majority of the members at the time.

28.3 The National President is the chair of the National Congress.

28.4 A resolution without a meeting agreed to in writing by at least three-quarters of the members of the National Congress at the time has the same effect as a resolution passed at a meeting of the National Congress.

28.5 The Council must otherwise prescribe the procedure for the convening and conduct of meetings of the National Congress.

Part 2.2 – The Council

29. Membership

The members of the Council are:

- (a) the National President,
- (b) the National Deputy President,
- (c) the immediate Past National President, and
- (d) 6 Councillors.

30. Councillors

30.1 The members of the National Congress must elect 3 Councillors before the annual general meeting each year for a 2 year term.

30.2 Only delegates and current Councillors are eligible to be elected as Councillors.

31. Responsibilities and powers

31.1 The Council has the responsibilities and powers given in clause 9 of the Charter.

31.2 The Council may by regulation or resolution:

- (a) establish committees with such membership and terms of reference as it considers appropriate; and
- (b) delegate its powers as it considers appropriate.

31.3 The Council must by regulation delegate the management of Engineers Australia to the Chief Executive Officer.

32. Regulations

The Council may by resolution passed with at least 5 votes in favour make regulations to give effect to these by-laws.

33. Public statements

33.1 The Council may by regulation or resolution authorise the making of public statements on behalf of Engineers Australia.

33.2 No person may make any public statement on behalf of Engineers Australia unless authorised by the Council.

34. Meetings

34.1 The Council must meet at least 5 times each year.

34.2 The quorum for meetings of the Council is 5 members.

34.3 Members of the Council are not entitled to appoint proxies.

34.4 The National President is the chair of the Council.

34.5 Meetings of the Council may be held at more than 1 place, provided that the technology used enables each member present at all places the meeting is held to clearly and simultaneously communicate with every other such member.

34.6 A resolution without a meeting agreed to in writing by at least 7 members of the Council has the same effect as a resolution passed at a meeting of the Council.

34.7 The Council must otherwise prescribe the procedure for the convening and conduct of meetings of the Council.

Part 2.3 – National Office Bearers

35. National President

The National Deputy President becomes the National President when the term of office of the previous National President ends (except as a casual vacancy under by-law 38.6).

36. National Deputy President

36.1 The members of the National Congress must elect the National Deputy President before the annual general meeting each year, subject to by-law 38.4.

36.2 Only Fellows (in the occupational category of professional engineer) and Honorary Fellows, who in each case have been delegates for at least 1 term, are eligible to be elected as the National Deputy President.

36.3 A delegate elected as the National Deputy President ceases to be a delegate.

37. National Vice Presidents

37.1 The Council must:

- (a) by regulation create a National Vice President (Finance) position; and
- (b) appoint a Councillor to that position whenever the position becomes vacant.

37.2 The Council may:

- (a) by regulation create other National Vice President positions with portfolio responsibilities; and
- (b) appoint Councillors to those positions.

Part 2.4 – Term of Office

38. Term of office

38.1 In this by-law “National Office Bearer” means the National President, the National Deputy President, the 2 Past National Presidents who are members of the National Congress under by-law 25.1(c), and the National Vice Presidents.

38.2 Delegates and Councillors hold office for 2 years from 1 January in the year after they are elected, subject to by-law 38.6.

38.3 The National President and National Deputy President hold office for 1 year from 1 January in the year after the National Deputy President is elected, subject to by-laws 38.4 and 38.6.

38.4 The National President (and National Deputy President) may hold office for a further 1 year if before the annual general meeting:

- (a) the National Congress approves; and
- (b) the National Deputy President agrees.

38.5 The National Vice Presidents hold office for the term specified in the regulations, subject to by-law 38.6.

38.6 Delegates, Councillors and National Office Bearers cease to hold office if they:

- (a) resign by writing to the Chief Executive Officer;
- (b) cease to be a voting member;
- (c) become an employee of Engineers Australia; or
- (d) are removed by the body that elected or appointed them in accordance with the regulations.

38.7 Casual vacancies must be filled for the remainder of the term of office:

- (a) in the case of delegates elected by Division Committees or College Boards – by election by that Committee or Board in accordance with the regulations;
- (b) in the case of Councillors and National Office Bearers (except Past National Presidents) – by election by the members of the National Congress; and
- (c) otherwise – in accordance with the regulations.

Part 2.5 – The Divisions

39. Constitution

The Council must by regulation constitute the Divisions of Engineers Australia, based primarily on the geographic regions in Australia in which members are located.

40. Division Committees

- 40.1 Each Division must be led by a Division Committee in accordance with the regulations.
- 40.2 The members of the Division Committee must be elected or appointed in accordance with the regulations.
- 40.3 The Division Committee:
- (a) is responsible to, and
 - (b) may be directed by,
- the Council.
- 40.4 The Division Committee must report to the Council in accordance with the regulations.

Part 2.6 – The Colleges

41. Constitution

For the purpose of implementing the learned society functions of Engineers Australia at the national level, the Council must by regulation constitute the Colleges of Engineers Australia, including the qualifications for membership of each College.

42. College Boards

- 42.1 Each College must be led by a College Board in accordance with the regulations.
- 42.2 The members of the College Board must be elected or appointed in accordance with the regulations.
- 42.3 The College Board:
- (a) is responsible to, and
 - (b) may be directed by,
- the Council.
- 42.4 The College Board must report to the Council in accordance with the regulations.

Part 2.7 – Associated bodies

43. Associated bodies

- 43.1 The associated bodies of Engineers Australia are:
- (a) constituent bodies – refer by-law 44,
 - (b) subsidiaries – refer by-law 45, and
 - (c) technical societies – refer by-law 46.
- 43.2 All associated bodies must have a similar purpose to Engineers Australia at least in part.

44. Constituent bodies

- 44.1 In addition to the Divisions and the Colleges, the Council may by regulation constitute other constituent bodies of Engineers Australia, including special interest groups, centres, national committees and panels, and overseas chapters.
- 44.2 Constituent bodies are part of Engineers Australia, and may be directed by the Council.

45. Subsidiaries

The Council may by regulation constitute subsidiaries of Engineers Australia.

46. Technical societies

The Council may by regulation recognise technical societies of Engineers Australia on such terms as it considers appropriate.

47. Affiliated bodies

The Council may by regulation affiliate bodies that:

- (a) are not eligible or do not wish to be associated bodies; but
 - (b) have a similar purpose to Engineers Australia at least in part;
- on such terms as it considers appropriate.

PART 3 – MANAGEMENT, FINANCIAL AND LEGAL

48. Chief Executive Officer

- 48.1 The Council must appoint (and may remove) a Chief Executive Officer of Engineers Australia.
- 48.2 The Chief Executive Officer must be (or be qualified to be) a member in the grade of honorary fellow or fellow.
- 48.3 The Chief Executive Officer is responsible to the Council for the management of Engineers Australia.
- 48.4 The Chief Executive Officer must attend all meetings of the Council, unless excused or requested not to by the Council.

49. Financial year

The financial year of Engineers Australia is from 1 July to 30 June, unless the Council otherwise prescribes.

50. Receipts and payments

- 50.1 The Council must ensure that all money received by Engineers Australia is deposited promptly into an account in the name of Engineers Australia.
- 50.2 The Council must ensure that all payments by Engineers Australia are:
- (a) specifically authorised in writing, and
 - (b) in the case of cheques – signed,
- by at least 2 persons nominated by the Chief Executive Officer in accordance with the regulations.

51. Accounts

The Council must ensure that Engineers Australia keeps written financial records that:

- (a) correctly record and explain its transactions, and financial position and performance; and
- (b) will enable true and fair financial statements to be prepared and audited.

52. Financial statements

The Council must ensure that Engineers Australia prepares monthly financial statements of its income and expenditure, and assets and liabilities.

53. Audit

53.1 The Council must ensure that the annual financial report of Engineers Australia is audited by a registered company auditor before being presented to the annual general meeting in accordance with by-law 20.2(b).

53.2 The Council must within 1 month fill a vacancy in auditor until the next annual general meeting.

53.3 The annual general meeting must fill any vacancy in auditor.

54. Indemnity

Engineers Australia indemnifies its office bearers against any liability incurred in good faith in that capacity.

55. Common seal

55.1 The Council must by regulation provide for the safe keeping of the common seal of Engineers Australia.

55.2 A document may only be sealed with the common seal if authorised in accordance with the regulations.

56. Minutes

The Council must ensure that minutes are taken and kept of all:

- (a) annual general meetings,
- (b) meetings of the National Congress, and
- (c) meetings of the Council, and resolutions of the Council without a meeting under by-law 34.6.

57. Records

The Council must by regulation:

- (a) provide for the safe keeping of the records of Engineers Australia; and
- (b) determine:
 - (i) whether members are entitled to inspect some or all of the records of Engineers Australia (including the register of members); and
 - (ii) if so, on what conditions.

58. Vacancies in committees

Committees of Engineers Australia (including the National Congress and the Council) may continue to act despite any vacancy in their membership.

59. Validation

Even if it is subsequently found that a person who has acted as an office bearer was not properly elected or appointed, the validity of:

- (a) the acts of that person as an office bearer, and
- (b) decisions of meetings of bodies in which that person has participated;

is not affected.

60. Notices

- 60.1 Members must give Engineers Australia their address for notices, and any change in that address.
- 60.2 The address for notices may include an email address, or other electronic address in accordance with the regulations.
- 60.3 Engineers Australia must enter any change in the address of a member in the register of members.
- 60.4 Notice may be given to a member by sending it to the address last given by the member.
- 60.5 Notices sent by prepaid post are taken to have been given on the third day after posting that is not a Saturday, Sunday or public holiday at that address.
- 60.6 Notices sent electronically are taken to have been given on the first day after sending that is not a Saturday, Sunday or public holiday at that address.
- 60.7 Notices may be given to members in any publication of Engineers Australia.
- 60.8 The accidental omission to give notice to a member, or the non-receipt of notice by a member does not invalidate the matter of which notice was given.
- 60.9 In this by-law “member” includes an office bearer.

61. Interpretation

- 61.1 In these by-laws, unless the contrary intention appears:
 - (a) “associated bodies” has the meaning given in by-law 43.1;
 - (b) “the Charter” means the sixth supplemental charter of Engineers Australia granted by the Governor-General in the name of the Queen on 26 September 2011;
 - (c) “the code of ethics” means the code of ethics prescribed under by-law 13.1(a) (by whatever name);
 - (d) “Councillor” means a member of the Council under by-law 29(d);
 - (e) “delegate” means a member of the National Congress under by-laws 25.1(e)–25.1(i);
 - (f) “the discipline regulations” means the discipline regulations prescribed under by-law 13.1(b) (by whatever name);
 - (g) “Engineers Australia” has the meaning given in clause 2 of the Charter;
 - (h) “occupational categories” has the meaning given in by-law 2;
 - (i) “office bearer” means any person holding honorary office in Engineers Australia, and includes delegates, Councillors and members of committees of Engineers Australia (whether members of Engineers Australia or not);
 - (j) “prescribe” means prescribe by regulation, and “prescribed” has a corresponding meaning;

- (k) “the regulations” means regulations made by the Council under by-law 32, and “regulation” has a corresponding meaning;
- (l) “voting member” has the meaning given in by-law 19;
- (m) “written”, “writing” and “in writing” include documents kept or sent electronically; and
- (n) the singular includes the plural, and vice versa.

61.2 In these by-laws a period of time expressed in days:

- (a) does not include the day on which notice is given or the ballot opens; but
- (b) includes the day on which the meeting is held or the ballot closes.

61.3 The headings form part of these by-laws.

61.4 The Council is responsible for the interpretation of the Charter, these by-laws and the regulations.

62. Transitional

62.1 In this by-law “previous bye-laws” means the bye-laws in force before these by-laws came into effect on 26 September 2011.

62.2 The previous bye-laws are revoked.

62.3 The revocation of the previous bye-laws does not affect the validity of anything done under those bye-laws.

62.4 This by-law applies despite anything to the contrary in the previous bye-laws.

62.5 Members and office bearers under the previous bye-laws continue as members and office bearers under these by-laws, subject to by-laws 62.6–62.9.

62.6 Members who were engineering officers under the previous bye-laws become engineering associates under these by-laws, and by-laws 5(c) and 6(c) apply accordingly.

62.7 Members in the grade of senior members under the previous bye-laws become members in the grade of member under these by-laws, but may continue to refer to themselves as senior members.

62.8 The Councillor responsible for Finance under the previous bye-laws becomes a Councillor and the National Vice President (Finance) under these by-laws.

62.9 Subject to by-laws 38.4 and 38.6:

- (a) the National President who took office at the annual general meeting in 2010 holds office until 31 December 2011;
- (b) the National Deputy President elected by the National Congress in 2010:
 - (i) holds office until 31 December 2011; and
 - (ii) becomes National President on 1 January 2012;
- (c) the 3 Councillors elected by the National Congress in 2009 hold office until 31 December 2011;
- (d) the first 2 Councillors elected by the National Congress in 2010 hold office until 31 December 2012;
- (e) the Councillor responsible for Finance elected by the National Congress in 2010 holds office as a Councillor until 31 December 2012; and
- (f) any other Councillors elected by the National Congress in 2010 hold office until 31 December 2011.

62.10 Except to the extent they are inconsistent with the Charter or these by-laws:

- (a) the regulations made under the previous bye-laws continue in force as regulations under these by-laws until new regulations are made; and
- (b) resolutions of the National Congress and the Council made for the purpose of implementing particular provisions of the previous bye-laws continue in force as resolutions for the purpose of implementing the equivalent provisions of these by-laws until new regulations are made or resolutions passed.

62.11 References in any document to corporate members of Engineers Australia are to be taken to be to Fellows and Members in the occupational category of professional engineer and Honorary Fellows.

Index

References to clauses of the Charter are prefixed with “C”, references to by-laws with “B”.

Abbreviations of membership titles.....	B8.....	p 6
Accounts.....	B51.....	p 17
Additional membership titles	B7.....	p 6
Admission of members.....	B9.....	p 6
Affiliated bodies.....	B47.....	p 16
Alteration		
of Charter	C11.....	p 4
of by-laws.....	C10.....	p 4
Annual general meeting.....	B20.....	p 9
“associated bodies”.....	B61.1(a)..	p 18
Associated bodies.....	B Part 2.7	p 15
Affiliated bodies.....	B47.....	p 16
Associated bodies.....	B43.....	p 15
Constituent bodies.....	B44.....	p 16
Subsidiaries.....	B45.....	p 16
Technical societies.....	B46.....	p 16
Audit	B53.....	p 17
By-laws.....	C10.....	p 4
By-laws.....	By-laws ..	p 5
Casual vacancies	B38.7.....	p 14
Categories of members.....	B2.....	p 5
Centres.....	B44.1.....	p 16
Certificate of membership.....	B10.....	p 7
Cessation of membership.....	B16.....	p 8
Chairing of meetings		
of Council.....	B34.4.....	p 13
of National Congress.....	B28.3.....	p 12
Chapters, overseas.....	B44.1.....	p 16
“the Charter”	B61.1(b) ..	p 18
Charter.....	Charter....	p 1
Alteration.....	C11.....	p 4
Operative provisions	Operative Provisions.	p 2
Preamble.....	Preamble.	p 1
Revocation of previous charters.....	C1.....	p 2
Chartered titles	B6.....	p 6
Cheques		<i>see</i> Payments

Chief Executive Officer.....	B48.....	p 16
"	B31.3.....	p 13
"	B15.1.....	p 8
"	B20.3.....	p 9
"	B21.1.....	p 10
"	B38.6(a)..	p 14
"	B50.2.....	p 16
“the code of ethics”	B61.1(c)..	p 18
College Boards	B42.....	p 15
Colleges.....	B Part 2.6	p 15
College Boards.....	B42.....	p 15
Constitution.....	B41.....	p 15
Common seal.....	B55.....	p 17
Competency assessment of members	B14.....	p 8
Constituent bodies	B44.....	p 16
Constitution		
of Colleges	B41.....	p 15
of constituent bodies	B44.1.....	p 16
of Divisions	B39.....	p 15
of subsidiaries.....	B45.....	p 16
Continuing professional development.....	B14.....	p 8
Council	C9.....	p 3
Council	B Part 2.2	p 12
Councillors	B30.....	p 12
Meetings.....	B34.....	p 13
Membership.....	B29.....	p 12
Public statements.....	B33.....	p 13
Regulations.....	B32.....	p 13
Responsibilities and powers	B31.....	p 12
“Councillor”	B61.1(d)..	p 18
Councillors	B30.....	p 12
Casual vacancies	B38.7(b)..	p 14
Indemnity	B54.....	p 17
Removal	B38.6(d)..	p 14
Resignation.....	B38.6(a)..	p 14
Term of office	B38.....	p 14
Transitional	B62.....	p 19
Definitions		
in Charter.....	C13.....	p 4
in by-laws	B61.....	p 18
“associated bodies”	B61.1(a)..	p 18
“the Charter”	B61.1(b)..	p 18
“the code of ethics”	B61.1(c)..	p 18
“Councillor”	B61.1(d)..	p 18
“delegate”	B61.1(e)..	p 18
“the discipline regulations”	B61.1(f)..	p 18
“Engineers Australia”	B61.1(g)..	p 18
“membership ballot”	C13(a)....	p 4
“membership resolution”	C13(b)....	p 4
“occupational categories”	B61.1(h)..	p 18
“office bearer”	B61.1(i)..	p 18
“prescribe” and “prescribed”	B61.1(j)..	p 18
“the regulations” and “regulation”	B61.1(k)..	p 19
“voting member”	B61.1(l)..	p 19
“written”, “writing” and “in writing”	B61.1(m)	p 19

“delegate”	B61.1(e)..	p 18
Delegates to National Congress	B26.....	p 12
Casual vacancies	B38.7	p 14
Indemnity	B54	p 17
Removal	B38.6(d) .	p 14
Resignation.....	B38.6(a)..	p 14
Term of office	B38.....	p 14
“the discipline regulations”	B61.1(f)..	p 18
Division Committees.....	B40.....	p 15
Divisions.....	B Part 2.5	p 15
Constitution.....	B39.....	p 15
Division Committees.....	B40.....	p 15
Elections.....	B22.....	p 10
“Engineers Australia”.....	B61.1(g) .	p 18
Fees, membership.....	B11.....	p 7
Financial.....	B Part 3..	p 16
Accounts.....	B51.....	p 17
Audit.....	B53.....	p 17
Financial statements.....	B52.....	p 17
Financial year.....	B49.....	p 16
Receipts and payments.....	B50.....	p 16
Records.....	B57.....	p 17
Financial statements	B52.....	p 17
Financial year	B49.....	p 16
Governing bodies	C7.....	p 3
Grades of membership.....	B3.....	p 5
History	<i>see</i> Preamble to Charter	
Indemnity	B54.....	p 17
Interpretation		
in Charter.....	C13.....	p 4
in by-laws.....	B61.....	p 18
Legal	B Part 3..	p 16
Alteration		
of Charter	C11.....	p 4
of by-laws.....	C10.....	p 4
Common seal.....	B55.....	p 17
Definitions		
in Charter.....	C13.....	p 4
in by-laws.....	B61.....	p 18
Indemnity	B54.....	p 17
Interpretation		
in Charter.....	C13.....	p 4
in by-laws.....	B61.....	p 18
Legal capacity and powers	C4.....	p 2
Minutes.....	B56.....	p 17
Not for profit	C5.....	p 2
Notices.....	B60.....	p 18
Records.....	B57.....	p 17
Transitional	B62.....	p 19
Vacancies in committees.....	B58.....	p 17
Validation.....	B59.....	p 18
Winding up.....	C12.....	p 4
<i>see also</i> Charter		
Legal capacity and powers	C4.....	p 2
Liability of members	B12.3.....	p 7

- Management B Part 3... p 16
 - Chief Executive Officer B48 p 16
 - see also* Financial, Legal
- Meetings
 - of Council..... B34 p 13
 - of National Congress..... B28 p 12
- Members..... B1 p 5
- Membership..... C6 p 3
- Membership..... B Part 1... p 5
 - Abbreviations B8 p 6
 - Additional titles B7 p 6
 - Admission B9 p 6
 - Annual general meeting B20 p 9
 - Categories..... B2 p 5
 - Certificate of membership..... B10 p 7
 - Cessation B16 p 8
 - Chartered titles B6 p 6
 - Competency assessment..... B14 p 8
 - Continuing professional development..... B14 p 8
 - of Council..... B29 p 12
 - Elections B22 p 10
 - Fees B11 p 7
 - Grades B3 p 5
 - Liability B12.3 p 7
 - Members..... B1 p 5
 - Membership ballots and membership resolutions B21 p 10
 - Membership information..... B18 p 8
 - of National Congress..... B25 p 11
 - Obligations B12.2 p 7
 - Occupational categories B2 p 5
 - Professional conduct B13 p 7
 - Professional standards scheme members B23 p 11
 - Qualifications B4 p 5
 - Register of members B17 p 8
 - Resignation..... B15 p 8
 - Rights, obligations and liability B12 p 7
 - Subscription and fees B11 p 7
 - Titles..... B5 p 6
 - Voting members B19 p 9
- “membership ballot”..... C13(a)..... p 4
- Membership ballots and membership resolutions B21 p 10
- Membership information..... B18 p 8
- “membership resolution”..... C13(b) p 4
- Minutes..... B56 p 17
- Name C2 p 2
- National Committees & Panels B44.1 p 16
- National Congress C8 p 3
- National Congress B Part 2.1 p11
 - Delegates..... B26 p 12
 - Meetings..... B28 p 12
 - Membership..... B25 p 11
 - Responsibilities and powers B27 p 12
- National Deputy President..... B36 p 13
 - " B20.2(d) . p 9
 - " B25.1(b) . p 11

National Deputy President *contd*

"	B29(b)	p 12
"	B35	p 13
"	B38.1	p 14
"	B38.3	p 14
"	B38.4	p 14
"	B62.9(b) ..	p 19
National Office Bearers.....	B Part 2.3	p 13
Casual vacancies	B38.7	p 14
Indemnity	B54	p 17
National Deputy President	B36	p 13
National President	B35	p 13
National Vice Presidents	B37	p 14
Removal	B38.6(d) ..	p 14
Resignation.....	B38.6(a)..	p 14
Term of office	B38	p 14
Transitional	B62	p 19
National President	B35	p 13
"	B20.2(e)..	p 9
"	B20.8	p 9
"	B25.1(a)..	p 11
"	B28.3	p 12
"	B29(a).....	p 12
"	B34.4	p 13
"	B38.1	p 14
"	B38.3	p 14
"	B38.4	p 14
"	B62.9(a)..	p 19
"	B62.9(b) ..	p 19
National Vice Presidents	B37	p 14
"	B38.1	p 14
"	B38.5	p 14
National Vice President (Finance)	B37.1	p 14
"	B62.8	p 19
Not for profit	C5	p 2
Notices.....	B60	p 18
Obligations of members	B12.2	p 7
“occupational categories”	B61.1(h) ..	p 18
Occupational categories	B2	p 5
“office bearer”	B61.1(i) ..	p 18
Operative provisions of Charter	Operative Provisions.	p 2
Organisation	B Part 2...	p 11
Organisation	B24	p 11
<i>see also</i> National Congress, Council, National Office Bearers, Divisions, Colleges & Associated bodies		
Overseas chapters	B44.1	p 16
Past National President.....	B25.1(c)..	p 11
"	B29(c).....	p 12
"	B38.1	p 14
Payments	B50	p 16
Powers		
of Council.....	B31	p 12
of Engineers Australia.....	C4	p 2
of National Congress.....	B27	p 12
Preamble to Charter.....	Preamble.	p 1

“prescribe” and “prescribed”	B61.1(j) ..	p 18
Professional conduct.....	B13	p 7
Professional standards scheme members.....	B23	p 11
Public statements.....	B33	p 13
Purpose.....	C3	p 2
Qualifications of members	B4	p 5
Receipts and payments	B50.....	p 16
Records.....	B57.....	p 17
Register of members.....	B17.....	p 8
“the regulations” and “regulation”	B61.1(k) .	p 19
Regulations.....	B32.....	p 13
Admission of members	B9.2.....	p 6
Affiliated bodies.....	B47.....	p 16
Annual general meeting, procedure	B20.9.....	p 9
Casual vacancies, filling.....	B38.7(c)..	p 14
Code of ethics.....	C6(d)	p 3
"	C8(c).....	p 3
"	B13.1(a)..	p 7
College Boards.....	B42.....	p 15
Colleges, constitution.....	B41.....	p 15
Common seal.....	B55.....	p 17
Constituent bodies	B44.1	p 16
Continuing professional development and competency assessment.....	B14.....	p 8
Council, delegation to CEO	B31.3.....	p 13
Council, meeting procedure	B34.7.....	p 13
Council, power to establish committees & delegate	B31.2.....	p 13
Discipline regulations.....	C6(d)	p 3
"	C8(c).....	p 3
"	B13.1(b) .	p 7
Division Committees.....	B40.....	p 15
Divisions, constitution.....	B39.....	p 15
Elections, conduct	B22.2.....	p 10
Financial year.....	B49.....	p 16
Membership ballots.....	B21.11 ...	p 10
Membership information.....	B18.....	p 8
Membership qualifications.....	B4.2.....	p 5
Membership titles, abbreviations	B8.....	p 6
Membership titles, additional.....	B7.....	p 6
National Congress, meeting procedure	B28.5.....	p 12
National Congress delegates, election of	B25.1(e)..	p 11
"	B25.3.....	p 12
National Vice Presidents	B37.2(a)..	p 14
National Vice President (Finance)	B37.1(a)..	p 14
Notices.....	B60.2.....	p 18
Payments, authorisation	B50.2.....	p 16
Professional conduct	B13.1.....	p 7
Professional standards scheme members	B23.1.....	p 11
Public statements.....	B33.1.....	p 13
Records.....	B57.....	p 17
Removal of delegates, Councillors & National Office Bearers	B38.6(d) .	p 14
Subscription.....	B11.2.....	p 7
Subsidiaries	B45.....	p 16
Technical societies	B46.....	p 16
Transitional	B62.10(a) p	20
Voting system.....	B22.1(d) .	p 10

- Removal of delegates, Councillors & National Office Bearers..... B38.6(d) . p 14
- Resignation
 - of delegates, Councillors & National Office Bearers..... B38.6(a).. p 14
 - of members..... B15 p 8
- Responsibilities and powers
 - of Council..... B31 p 12
 - of National Congress..... B27 p 12
- Revocation of previous charters C1 p 2
- Rights, obligations and liability of members..... B12 p 7
- Royal Charter *see* Charter
- Special interest groups..... B44.1 p 16
- Subscription and fees..... B11 p 7
- Subsidiaries B45 p 16
- Technical societies B46 p 16
- Term of office..... B38 p 14
- Titles of membership..... B5 p 6
- Transitional..... B62 p 19
- Vacancies in committees B58 p 17
 - Filling B38.7 p 14
- Validation B59 p 18
- “voting member” B61.1(l) .. p 19
- Voting members B19 p 9
- Winding up C12 p 4
- “written”, “writing” and “in writing” B61.1(m) p 19