

**The Institution of Engineers Australia (Engineers Australia)**

**2015 ROYAL CHARTER AND BY-LAWS**

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## **The Institution of Engineers Australia (Engineers Australia)**

### **2015 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,
  - (e) on 8 February 2006 – the fifth supplemental charter, and
  - (f) on 26 September 2011 – the sixth 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 21 September 2015 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. National Congress**

7.1 The responsibilities and powers of the National Congress are:

- (a) to elect the members of the Board;
- (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 Board about the manner in which the Board carries out its responsibilities; and
- (e) any other responsibilities and powers given by the by-laws.

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

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

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

## **8. Board**

8.1 The Board is the governing body of Engineers Australia.

8.2 Except as provided by clause 7.1, the Board:

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

8.3 The by-laws must provide for the constitution of the Board, subject to clause 8.4.

8.4 Employees of Engineers Australia are not eligible to be members of the Board.

## **9. By-laws**

9.1 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 9.2.

- 9.2 Alterations to the by-laws do not take effect until approved by the Governor-General.
- 9.3 Engineers Australia must publish all alterations to the by-laws approved by the Governor-General in the *Commonwealth of Australia Gazette*.
- 9.4 The by-laws appended to this charter are the by-laws of Engineers Australia, subject to clause 9.1.

## **10. 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.

## **11. Winding up**

- 11.1 If Engineers Australia is wound up, its remaining assets must not be distributed to any member.
- 11.2 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.

## **12. 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.

## **13. Interpretation**

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

Witness under my hand on 21 September 2015

[signature]

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PETER COSGROVE  
Governor-General

## **The Institution of Engineers Australia (Engineers Australia)**

### **2015 BY-LAWS**

**Made by the members of Engineers Australia in March 2015 and approved by His Excellency the Governor-General of the Commonwealth of Australia on 10 September 2015:**

#### **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 Board 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 Board may by regulation create additional titles of membership (including chartered titles) within the existing categories and grades of membership, subject to clause 7.1(c) of the Charter.

## **8. Abbreviations**

The Board must prescribe abbreviations of the titles of membership (including chartered titles) for use by members after their names, subject to clause 7.1(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 Board 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 Board 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 Board, 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 Board 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 7.1(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 Board 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 Board 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 Board 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 Board, 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 51.3;
- (d) to note the results of the elections of delegates, directors and the National 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 Board, 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 Board 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 Board,
  - (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 Board 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 Board 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 Board, 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 Board.
- 22.2 The National Congress must decide (and may change) in consultation with the Board the procedure for the nomination of directors to be elected under by-law 30.1.

22.3 The Board 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 Board 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 Board – 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 voting members of the National Congress are:

- (a) the directors elected under by-law 30.1,
- (b) 1 delegate elected by each Division Committee,
- (c) the delegates (if any) elected by the voting members of the Divisions,
- (d) 1 delegate selected from the voting members resident outside Australia in accordance with the regulations,
- (e) 1 delegate elected by each College Board, and
- (f) the delegates (if any) elected by the associated bodies.

25.2 The non-voting members of the National Congress are the directors (if any) co-opted under by-law 30.4.

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

- (a) the number of delegates (if any) to be elected under each of by-laws 25.1(c) and 25.1(f), up to a total of 10;
- (b) the number of delegates (if any) to be elected by each Division for the purposes of by-law 25.1(c); and
- (c) the equitable grouping of associated bodies for the purposes of by-law 25.1(f), and the number of delegates (if any) to be elected by each grouping.

25.4 The Board 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 3 full consecutive terms is not eligible to be a delegate again.

## **27. Responsibilities and powers**

The National Congress has the responsibilities and powers given in clause 7.1 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 Meetings of the National Congress 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.

28.5 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.

28.6 The Board must otherwise prescribe the procedure for the convening and conduct of meetings of the National Congress.

## ***Part 2.2 – The Board***

## **29. Membership**

The members of the Board are:

- (a) 6 directors elected under by-law 30.1, and
- (b) up to 2 directors co-opted under by-law 30.4.

## **30. Directors**

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

30.2 Any voting member is eligible to be elected as a director, subject to the procedure for nominations decided by the National Congress under by-law 22.2.

30.3 A member who has held office as an elected director for 2 full terms is not eligible to be elected as a director again, unless before the election the National Congress approves the nomination of that member for a third term.

- 30.4 The Board may co-opt up to 2 additional directors.
- 30.5 Any individual is eligible to be co-opted as a director.
- 30.6 A delegate who becomes a director ceases to be a delegate.
- 30.7 Engineers Australia may remunerate directors in accordance with criteria set by the National Congress.

### **31. Responsibilities and powers**

- 31.1 The Board has the responsibilities and powers given in clause 8.2 of the Charter.
- 31.2 The Board 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 Board must by regulation delegate the management of Engineers Australia to the Chief Executive Officer.

### **32. Regulations**

The Board may by resolution passed by a majority of the directors at the time make regulations to give effect to these by-laws.

### **33. Public statements**

- 33.1 The Board 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 Board.

### **34. Meetings**

- 34.1 The Board must meet at least 5 times each year.
- 34.2 The quorum for meetings of the Board is a majority of the directors at the time.
- 34.3 Directors are not entitled to appoint proxies for meetings of the Board.
- 34.4 The National President is the chair of the Board.
- 34.5 Meetings of the Board may be held at more than 1 place, provided that the technology used enables each director present at all places the meeting is held to clearly and simultaneously communicate with every other such director.
- 34.6 A resolution without a meeting agreed to in writing by at least three-quarters of the directors at the time has the same effect as a resolution passed at a meeting of the Board.
- 34.7 The Board must otherwise prescribe the procedure for the convening and conduct of meetings of the Board.

### ***Part 2.3 – National President***

#### **35. National President**

- 35.1 The directors must:
- (a) after the election of directors under by-law 30.1, and
  - (b) before the annual general meeting each year,
- elect the National President for a 1 year term.
- 35.2 Only directors who are chartered professional engineers are eligible to be elected as National President.
- 35.3 A director who has held office as National President for 3 full terms is not eligible to be elected as National President again.

### ***Part 2.4 – Term of Office***

#### **36. Term of office**

- 36.1 Delegates hold office for 2 years from 1 January in the year after they are elected, subject to by-law 36.5.
- 36.2 Directors elected under by-law 30.1 hold office for 3 years from 1 January in the year after they are elected, subject to by-law 36.5.
- 36.3 Directors co-opted under by-law 30.4 hold office for the term specified by the Board, subject to by-law 36.5.
- 36.4 The National President holds office for 1 year from 1 January in the year after he or she is elected, subject to by-law 36.5.
- 36.5 Delegates, directors and the National President cease to hold office if they:
- (a) resign by writing to the Chief Executive Officer;
  - (b) cease to be eligible to be elected or appointed to the position;
  - (c) become an employee of Engineers Australia; or
  - (d) are removed by the body that elected or appointed them in accordance with the regulations.
- 36.6 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 directors elected under by-law 30.1 – by election by the members of the National Congress;
  - (c) in the case of the National President – by election by the directors; and
  - (d) otherwise – in accordance with the regulations.

### ***Part 2.5 – The Divisions***

#### **37. Constitution**

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

### **38. Division Committees**

- 38.1 Each Division must be led by a Division Committee in accordance with the regulations.
- 38.2 The members of the Division Committee must be elected or appointed in accordance with the regulations.
- 38.3 The Division Committee:
- (a) is responsible to, and
  - (b) may be directed by,
- the Board.
- 38.4 The Division Committee must report to the Board in accordance with the regulations.

## ***Part 2.6 – The Colleges***

### **39. Constitution**

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

### **40. College Boards**

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

## ***Part 2.7 – Associated bodies***

### **41. Associated bodies**

- 41.1 The associated bodies of Engineers Australia are:
- (a) constituent bodies – refer by-law 42,
  - (b) subsidiaries – refer by-law 43, and
  - (c) technical societies – refer by-law 44.
- 41.2 All associated bodies must have a similar purpose to Engineers Australia at least in part.

### **42. Constituent bodies**

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

**43. Subsidiaries**

The Board may by regulation constitute subsidiaries of Engineers Australia.

**44. Technical societies**

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

**45. Affiliated bodies**

The Board 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**

**46. Chief Executive Officer**

46.1 The Board must appoint (and may remove) a Chief Executive Officer of Engineers Australia.

46.2 The Chief Executive Officer must be a voting member.

46.3 The Chief Executive Officer is responsible to the Board for the management of Engineers Australia.

46.4 The Chief Executive Officer must attend all meetings of the Board, unless excused or requested not to by the Board.

**47. Financial year**

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

**48. Receipts and payments**

48.1 The Board must ensure that all money received by Engineers Australia is deposited promptly into an account in the name of Engineers Australia.

48.2 The Board 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.

**49. Accounts**

The Board 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.

**50. Financial statements**

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

## **51. Audit**

- 51.1 The Board 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).
- 51.2 The Board must within 1 month fill a vacancy in auditor until the next annual general meeting.
- 51.3 The annual general meeting must fill any vacancy in auditor.

## **52. Indemnity**

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

## **53. Common seal**

- 53.1 The Board must by regulation provide for the safe keeping of the common seal of Engineers Australia.
- 53.2 A document may only be sealed with the common seal if authorised in accordance with the regulations.

## **54. Minutes**

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

- (a) annual general meetings,
- (b) meetings of the National Congress, and resolutions of the National Congress without a meeting under by-law 28.5, and
- (c) meetings of the Board, and resolutions of the Board without a meeting under by-law 34.6.

## **55. Records**

The Board 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.

## **56. Vacancies in committees**

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

## **57. 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.

## **58. Notices**

- 58.1 Members must give Engineers Australia their address for notices, and any change in that address.
- 58.2 The address for notices may include an email address, or other electronic address in accordance with the regulations.
- 58.3 Engineers Australia must enter any change in the address of a member in the register of members.
- 58.4 Notice may be given to a member by sending it to the address last given by the member.
- 58.5 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.
- 58.6 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.
- 58.7 Notices may be given to members in any publication of Engineers Australia.
- 58.8 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.
- 58.9 In this by-law “member” includes an office bearer.

## **59. Interpretation**

- 59.1 In these by-laws, unless the contrary intention appears:
  - (a) “associated bodies” has the meaning given in by-law 41.1;
  - (b) “the Charter” means the seventh supplemental charter of Engineers Australia granted by the Governor-General in the name of the Queen on 21 September 2015;
  - (c) “the code of ethics” means the code of ethics prescribed under by-law 13.1(a) (by whatever name);
  - (d) “delegate” means a member of the National Congress under by-laws 25.1(b)–25.1(f);
  - (e) “director” means a director elected or co-opted under by-law 30;
  - (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, directors 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 Board 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.

59.2 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.

59.3 The headings form part of these by-laws.

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

## **60. Transitional**

60.1 In this by-law:

- (a) “1 January 2016” means:
  - (i) if the commencement date is before 1 July 2015 – 1 January 2016; or
  - (ii) if the commencement date is on or after 1 July 2015 – the date after 1 January 2016 and before 1 July 2016 set by the Board;
- (b) “31 December 2015” means the day before 1 January 2016;
- (c) “commencement date” means the date on which this by-law comes into effect;
- (d) “the new by-laws” means the by-laws in force immediately after the commencement date; and
- (e) “the previous by-laws” means the by-laws in force immediately before the commencement date.

60.2 This by-law applies despite anything to the contrary in the new by-laws.

60.3 From the commencement date to 31 December 2015:

- (a) the National Office Bearers (as defined in by-law 38.1 of the previous by-laws) in office under the previous by-laws continue in office in those positions;
- (b) the members of the National Congress in office under the previous by-laws continue in office as members of the National Congress;
- (c) the National Congress in office under the previous by-laws continues in office as the National Congress;
- (d) the members of the Council in office under the previous by-laws continue in office as directors under the new by-laws;
- (e) the Council in office under the previous by-laws continues in office as the Board under the new by-laws; and
- (f) by-laws 38.6 and 38.7 of the previous by-laws apply to the National Office Bearers and members of the National Congress and the Board.

60.4 The National Deputy President elected by the National Congress in 2014:

- (a) holds office as National Deputy President from 1 January 2015 until 31 December 2015;
- (b) holds office as National President from 1 January 2016 until 31 December 2016; and
- (c) holds office as a director from 1 January 2016 until 31 December 2017.

60.5 The Councillor first elected by the National Congress in 2014:

- (a) holds office as a Councillor from 1 January 2015 until 31 December 2015; and
- (b) holds office as a director from 1 January 2016 until 31 December 2017.

60.6 The 2 Councillors next elected by the National Congress in 2014:

- (a) hold office as Councillors from 1 January 2015 until 31 December 2015; and
- (b) hold office as directors from 1 January 2016 until 31 December 2016.

60.7 By-laws 60.4–60.6 of the new by-laws are subject to by-law 36.5 of the new by-laws.

60.8 In by-law 30.3 of the new by-laws, “elected director” includes Councillor under the previous by-laws.

60.9 Despite by-law 25 of the new by-laws:

- (a) the delegates elected by the voting members of the Divisions under by-law 25.1(f) of the previous by-laws, and
- (b) the delegates elected by the associated bodies under by-law 25.1(i) of the previous by-laws,

continue to hold office as delegates and members of the National Congress from 1 January 2016 for the term of office for which they were elected, subject to by-law 36.5 of the new by-laws.

60.10 This by-law is deleted on 1 January 2018.

Witness under my hand on 10 September 2015

*[signature]*

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PETER COSGROVE  
Governor-General

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