

The Institute of Quarrying Australia

ABN 69 893 345 889

Incorporated 26 August 1994

DRAFT CONSTITUTION

This document includes amendments approved by the Corporate Members at General Meetings and Annual General Meetings held on 18 October 1996, 14 June 1997, 11 April 2000, 14 October 2006, 8 August 2006, October 2009, 30 October 2010, 14 October 2011, 18 September 2013 and 14 October 2014.

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CORPORATIONS ACT
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
CONSTITUTION
OF
THE INSTITUTE OF QUARRYING AUSTRALIA

DEFINITIONS

1. a) The words and phrases shall unless the context otherwise requires bear the following meaning:
- i) **"Advisory Council"** means the committee responsible for the provision of advice to the Board of Directors, on policy and other matters for the time being of the Institute, as constituted in clause 26;
 - ii) **"Affiliated National Institute"** means an affiliated overseas body incorporated with limited liability and authorised by the Council;
 - iii) **"Affiliated Overseas Members"** means Members of Affiliated National Institutes who by reason of such membership are Non-Corporate Members of the Institute of Quarrying (UK);
 - iv) **"Annual General Meeting"** means an annual general meeting of the Institute of which notice has been duly given in accordance with this Constitution;
 - v) **"Audit Committee"** means a committee of the Board of Directors constituted in clause 33;
 - vi) **"Board of Directors"** means the board of directors for the time being of the Institute constituted in clause 29;
 - vii) **"Books"** includes any register or other record of information and any accounts or accounting records, however compiled, recorded or stored, and also includes any documents;
 - viii) **"Branch"** means a branch or sub-branch as the case may be of the Institute established in any state or territory of the Commonwealth of Australia or in any other place under the authority of or governed by the Commonwealth of Australia;
 - ix) **"Branch Committee"** means the committee of a Branch;
 - x) **"Branch Secretary"** means the secretary of a Branch;
 - xi) **"Constitution"** shall mean the Institute's constitution for the time being in force, as amended from time to time;
 - xii) **"Corporate Governance Committee"** means a committee of the Board of Directors constituted in clause 34;
 - xiii) **"Corporate Members"** means the definition applied by the Institute in accordance with clause 8 of this Constitution;

- xiv) **"Corporations Act"** means the Corporations Act 2001 and any statutory amendment modification or re-enactment of the Corporations Act for the time being in force;
- xv) **"Council"** means the Council of the Institute of Quarrying (UK);
- xvi) **"Deputy President"** means the deputy president of the Institute;
- xvii) **"General Meeting"** means a general meeting of the Institute of which notice has been duly given in accordance with this Constitution;
- xviii) **"Institute"** means The Institute of Quarrying Australia ('IQA');
- xix) **"Institute of Quarrying (UK)"** means the Institute of Quarrying, a company incorporated in England under the *Companies Act* 1948-1985;
- xx) **"Member"** means a member of the Institute;
- xxi) **"Month"** means a calendar month;
- xxii) **"Non-Corporate Members"** means the definition applied by the Institute in accordance with clause 8 of this Constitution;
- xxiii) **"Past President"** means the past president of the Institute;
- xxiv) **"President"** means the president of the Institute;
- xxv) **"Printed"** means any mode of representing or reproducing words in visible form including printing;
- xxvi) **"Register of Members"** means the register of Corporate Members and Non-Corporate Members as referred to in clause 20;
- xxvii) **"Science"** is the science of quarrying in Australia or overseas;
- xxviii) **"Secretary"** means the secretary of the Institute appointed pursuant to this Constitution;
- xxix) **"Special Resolution"** has the same meaning as in the Corporations Act;
- xxx) **"Status"** means the class to which a Corporate Member and Non-Corporate Member belongs;
- xxxi) **"Supply Industry Group"** shall mean those Members of the Institute who are directly involved in, or have retired from, any business, other than one defined in the Constitution as The Industry, which supplies goods and/or services to The Industry;
- xxxii) **"The Industry"** means 'The extraction and processing of crushed and dimension stone, recycled material, and minerals, including secondary minerals';

- xxxiii) **“Vice President”** means up to eight elected vice presidents of the Institute in accordance with clause 28;
 - xxxiv) **“Written”** and **“In Writing”** means written, Printed or partly written and partly Printed; and
 - xxxv) **“Young Members’ Network”** means Corporate Members and Non-Corporate Members who have not attained the age of 35years.
- b) Words importing the singular include the plural and vice versa.
 - c) Words importing the masculine include the feminine and neuter and vice versa.
 - d) Words importing persons include corporations and vice versa.
 - e) Unless the context otherwise requires, expressions appearing in this Constitution and defined in the Corporations Act shall have the same meanings as defined in the Corporations Act.

LIABILITY

- 2. a) The liability of the Members is limited.
- b) Every Member of the Institute undertakes to contribute to the Institute in the event of the same being wound up during the time that he/she is a Member or within one year afterwards for payment of the debts and liabilities of the Institute contracted before the time at which he/she ceases to be a Member and of the costs charges and expenses of winding up the same and for the adjustment of the right of the contributories amongst themselves, such amount as may be required not exceeding ten dollars.

OBJECTIVES

- 3. The objectives for which the Institute is established are:
 - a) to advance the Science of quarrying in Australia or overseas in the interests of the public at large whether in Australia or overseas and to this end, to form a part of the international body of organisations interested in advancing the Science including retaining the ties of the Institute to The Institute of Quarrying (UK);
 - b) to participate in an international association of companies and organisations with similar aims, under the auspices of The Institute of Quarrying (UK);
 - c) to institute or subscribe towards or otherwise help and forward any research work which may be necessary for the advancement of the Science;
 - d) to promote and foster area organisations of persons engaged in the practice of the Science to deal with area problems and to act or co-operate with such organisations on matters arising from their proceedings which may be the concern of the Institute in relation to the advancement of the Science;
 - e) to promote or encourage and to take all necessary steps to establish and maintain standards of quality and workmanship in the quarrying industry and to act in an advisory capacity concerning problems and matters of any nature arising in connection with The Industry;

- f) to collaborate and exchange views with any persons and organisations on education, technical and safety problems connected with The Industry and to co-operate with any persons and organisations with a view to the promotion and advancement of movements for the improvement of working and other conditions in The Industry as a whole;
- g) to maintain a public relations and publicity organisation;
- h) to prepare, edit, print, publish, issue, acquire, circulate and sell books, papers, periodicals, gazettes, circulars and other like publications including but not limited to the magazine "Quarry", and to establish, form and maintain museums, collections, libraries and collections of information relating to the Science or The Industry and to translate, compile, collect, publish, lend and sell and endeavour to secure or contribute to the translation, compilation, collection and publication by parliament, government departments and other bodies of persons of any such literature or information and to disseminate the same by means of the reading of papers, the delivery of lectures, the giving of advice, the appointment of advisory officers or otherwise;
- i) to hold or participate in exhibitions, shows, displays, conferences, seminars, congresses, meetings and other gatherings; and
- j) to retain or employ skilled professional or technical advisers or workers in connection with the objectives and to found, aid, maintain and endow scholarships and bursaries for the remuneration, instruction and support of students engaged in studying the principles involved in the Science or any process related to the Science whether in the laboratories, workshops, quarries or mines of the Institute or its Members and to employ and remunerate as may be considered expedient instructors and supervisors for such students.

LEGAL CAPACITY

4. In order to further its objects, the Institute has the legal capacity of a natural person and without limiting the generality of the foregoing, has both within and outside Australia, power to:
- a) purchase, lease, hire or otherwise acquire any real or personal property and any rights or privileges which the Institute may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Institute;
 - b) borrow money upon such terms as to interest, security, repayment and otherwise as the Institute shall think fit and to acknowledge such a borrowing and to make payments of interest and of principal from time to time;
 - c) sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute as necessary;
 - d) undertake and execute any trusts which may be lawfully undertaken by the Institute;
 - e) give security as may be thought fit;
 - f) grant a floating charge on the property of the Institute;

- g) open any account or accounts with any bank or banks and operate by and in all usual ways any such account or accounts, and draw, make, accept, endorse, discount, execute, issue or otherwise deal with any promissory notes, bills of exchange, bills of lading, cheques or other negotiable or transferable instruments;
- h) invest the funds of the Institute not immediately required for its purposes in or upon such investments, securities of property as may be thought fit, subject to such conditions (if any) and such consents (if any) as may be from time to time imposed by law;
- i) establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purpose of the Institute;
- j) procure the Institute to be registered or recognised as a body corporate in any place outside Victoria or Australia; and
- k) do any other acts that it is authorised to do by any other law (including a law of a foreign country).

INCOME & PROPERTY

- 5. The income and property of the Institute shall be applied solely towards the promotion of the objects of the Institute set out above and no portion of that income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons who at any time are or have been Members of the Institute or to any person claiming through any of them provided that nothing contained herein shall prevent the payment in good faith of remuneration to any officers or servants of the Institute or to any Members thereof or other person in return for any services actually rendered to the Institute or the repayment of money advanced by any Member to or for the purposes of the Institute.

WINDING UP

- 6. If the Institute is wound up, any property of the Institute remaining after the satisfaction of all of the debts and liabilities of the Institute shall not be paid or distributed amongst or between the Members of the Institute but shall be given or transferred to some other corporation (as defined in the *Corporations Act* and any statutory amendment, modification or re-enactment thereof for the time being in force) having objects similar to the objects set out above and whose Constitution prohibits the distribution of its assets or income to or amongst any of its Members.

MEMBERSHIP

- 7. The Board of Directors may at any time and from time to time determine the maximum number of Corporate Members and Non-Corporate Members and increase or decrease the number.

Members may by resolution made at a General Meeting agree to submit a proposal to the Board of Directors seeking the approval of the acceptance of the Institute as an Affiliated National Institute and when, following such approval the Institute becomes an Affiliated Overseas Institute, Members will automatically become Affiliated Overseas Members.

The Board of Directors, all Branch Committees and persons lawfully holding office in the Institute or in any Branch at the date this Constitution come into effect shall remain in office as if appointed pursuant to this Constitution.

All lawful by-laws, regulations, rules and charters of the Institute or of any Branch operative at the date this Constitution come into effect shall be deemed to have been made under the authority of this Constitution.

A reference in any of the said by-laws, regulations, rules and charters to the provisions of any former Constitution of the Institute shall be construed as a reference to the corresponding provisions of this Constitution.

Every person who is a Corporate Member and Non-Corporate Member at the date upon which this Constitution come into effect or who becomes either a Corporate Member or Non-Corporate Member after the date upon which this Constitution come into effect shall be deemed to be a Member of the Branch established in the state, territory or other place in which he/she resides unless, having regard to the place of his/her residence, the Board of Directors is of the opinion that the Member should not be a Member of the said Branch and that he could be more conveniently included in the membership of some other Branch.

CORPORATE MEMBERS AND NON-CORPORATE MEMBERS

8. The subscribers to the Constitution of the Institute and all other persons who are or have been or will be lawfully admitted as Corporate Members of the Institute and no other persons shall be entered in the register as Corporate Members and shall be Members until their membership is lawfully determined.
 - a) There shall be the following classes of “Corporate Members”: honorary fellows, fellows, members and technical members. There shall be the following classes of “Non-Corporate Members”: associates and students.
 - b) For admission as a Corporate Member or for a change in his/her Status from Non-Corporate Member to Corporate Member, an applicant shall comply with the requirements set out in this Constitution and shall agree that if he/she is admitted as a Corporate Member, he/she will be bound by the provisions of this Constitution.
 - c) In addition to his/her rights, privileges and obligations as a Corporate Member, he/she shall have the additional rights, privileges and obligations of Members of the Branch in which he/she is included.
 - d) Those grades of Non-Corporate Members known as associates and students shall not be Corporate Members but shall have such rights and privileges as this Constitution shall from time to time provide.
 - e) In the case of every application for either Corporate Member or Non-Corporate Member, the Board of Directors shall have an absolute discretion to refuse to admit the applicant to membership.
 - f) The Board of Directors may elect as an honorary fellow, fellow, member, technical member, associate or student a person who, in its opinion, satisfies the membership guidelines criteria as attached to the Constitution as Appendix B.
 - g) The Advisory Council may from time to time make recommended amendments to the Membership Guidelines as per Appendix B for the Board of Directors to consider, providing for the election of persons to membership as a Non-Corporate Member or Corporate Member.

- h) A Corporate Member who has been elected into the class of honorary fellows may describe themselves as “honorary fellow of the Institute of Quarrying Australia” and may use the designatory letters “Hon. FIQ”.

A Corporate Member who has been elected into the class of fellows may describe themselves as “a fellow of the Institute of Quarrying Australia” and may use the designatory letters “FIQ”.

A Corporate Member who has been elected into the class of full member may describe himself as “a member of the Institute of Quarrying Australia” and may use the designatory letters “MIQ”.

A Corporate Member who has been elected into the class of technical member may describe himself as “a technical member of the Institute of Quarrying Australia” and may use the designatory letter “TMIQ”.

Where any person, who under the provisions of this clause is entitled to use as his/her description or as part thereof the words “technical member of”, “member of”, “fellow of” or “honorary fellow of” the Institute of Quarrying, acts jointly or in partnership with the Institute or any other person who is not so entitled, the said description shall not be used to describe the firm or partnership, and no designatory letters or any words tending to associate the firm or partnership shall be used as part of the name thereof.

No Non-Corporate Member shall use as his/her description or as part thereof the words “Member of the Institute of Quarrying Australia” or any designatory letters tending to associate them with the Institute.

- i) The Institute shall maintain a register of Corporate Members and Non-Corporate Members and shall enter therein the name of each Corporate Member and Non-Corporate Member, the class to which he/she is elected and the date of such election. The register of Corporate Members and Non-Corporate Members shall during business hours be open to the inspection of any Corporate Member or Non-Corporate Member without charge and to any other person upon such terms as the Board of Directors may from time to time prescribe.
- j) A Non-Corporate Member may attend all meetings of the Institute or Branch thereof. At a General Meeting of the Institute he/she shall not, without the permission of the chairperson of the meeting, contribute to or take part in discussions.
- k) The Secretary shall send to each Non-Corporate Member, on demand, a copy of all publications supplied to Corporate Members.
- l) A Non-Corporate Member shall cease to be a Non-Corporate Member and their name shall be removed forthwith from the register of Non-Corporate Members:
- i) where they are elected a Corporate Member, upon such election;
 - ii) if they elect not to renew their membership; or
 - iii) where their membership is forfeited from the Institute upon the resolution of the Board of Directors.
- m) Where a Non-Corporate Member is elected a Corporate Member, any money paid or payable in respect of his/her subscription as a Non-Corporate Member for the year in which that election occurs shall be taken into account in determining the amount due from them in respect of his/her subscription as a Corporate Member for that year.

CERTIFICATES

9. a) A certificate of membership in the form prescribed by the Board of Directors from time to time shall be issued by the Board of Directors, to each Corporate Member and Non-Corporate Member and shall show the Member's Status.
- b) Every certificate issued or made by the Institute shall:
- i) remain the property of the Institute notwithstanding the payment of any fees; and
 - ii) be returned by the recipient, his/her executors, administrators, personal representatives or assigns upon demand made by the Board of Directors.
- c) If any person neglects or refuses to comply with a demand made under clause 9 (b) (ii), legal proceedings may be taken by the Board of Directors for the recovery of the certificate.
- d) No Member can make or cause to be made by any reproductive means any copy or replica of any certificate of the Institute without the prior Written consent of the Board of Directors.
- e) Every copy or replica of any certificate of the Institute whether made pursuant to the provisions of this clause or otherwise shall remain the property of the Institute.
- f) Every certificate of membership issued by the Board of Directors pursuant to clause 9(a) shall be under the seal of the Institute and shall be signed by the President and Secretary.

FEES AND SUBSCRIPTIONS

10. a) The Board of Directors shall, unless otherwise expressly provided in this Constitution:
- i) prescribe the fees payable by applicants for admission to membership of the Institute;
 - ii) prescribe the annual subscription fees payable by the several classes of Corporate Members and Non-Corporate Members; and
 - iii) prescribe any different rates of subscription and other monies payable by individual Members of the same class.
- b) The Board of Directors may suspend or remit the whole or any part of the fees and subscriptions referred to in clause 10(a)(i) to (iii) in respect of any Member.
- c) The annual subscription shall be payable in advance by each Member of a Branch to the Secretary on the first day of the financial year.
- d) If the annual subscription fee is overdue for one month, notice of such fact shall be sent to the Member by the Secretary. If the subscription fee is overdue for two months, a final demand notice shall be sent to the Member by the Secretary.

- e) If the Member omits or neglects to pay his/her subscription fee within one Month after the date of the final demand notice his/her name may, with the authority of the Board of Directors, be removed from the Register of Members and from the date of such removal he/she shall cease to be a Member.
- f) Entrance fees shall be payable at the time of election to the class of Corporate Member or Non-Corporate membership in respect of which they are due. Provided that where a Corporate Member or Non-Corporate Member of one class is elected into another class any money paid by them before that election as entrance fee in respect of the former class shall be deducted from the amount that would otherwise be payable by them in respect of the class into which they are elected.
- g) Subject to the provisions of sub-clauses 10(h) and 10(i) of this clause, the first annual subscription shall be payable in full at the time of election to the class of Corporate Member or Non-Corporate Members in respect of which it is due and thereafter, each annual subscription in respect of that class shall be payable on the 1st day of July.
- h) Where a Corporate Member or Non-Corporate Member of one class is elected into another class any money paid or payable by him before or at the time of that election as annual subscription in respect of the former class for the year in which that election occurs shall be taken into account in determining the amount due from him as annual subscription for that year in respect of the class to which he/she is elected.
- i) Where a candidate is elected on or after 1 August in any year, the subscription payable by them for the year of election shall be calculated on a pro-rata basis based on the number of full Months between the time of election and the next first day of July for that year in respect of the class to which they are elected.
- j) The Board of Directors may, on grounds of ill health, advanced age, misfortune or on any other grounds which appear to them sufficient, remit, suspend or release any entrance fee or annual subscription which has been paid or has become payable by any Corporate Member or Non-Corporate Member.
- k) Where a Corporate Member or Non-Corporate Member has retired from The Industry and has made Written application in that behalf to the Secretary, the Board of Directors may, if in its absolute discretion it thinks fit, direct the annual subscription payable by the applicant be an amount less than the annual subscription prescribed in respect of the class in which he/she is elected.
- l) The Board of Directors may from time to time determine:
 - iv) the percentage of fees and charges received from each Corporate Member or Non-Corporate Member of each Branch which shall be retained by each Branch; and
 - v) what proportion of the annual subscription fee shall be allocated in payment for any journal published as the official journal of the Institute.

RESIGNATIONS OF MEMBERSHIP

- 11. a) Any Member who wishes to resign his/her membership shall forward a Written resignation together with his/her certificate of membership to the Secretary.
- b) The Secretary shall immediately notify the Branch Secretary of any such resignation.

SUSPENSION OR FORFEITURE OF MEMBERSHIP

12. a) The Board of Directors may reprimand a Member as it sees fit if he/she has:
- i) refused or neglected to comply with this Constitution;
 - ii) engaged in improper or harmful conduct to the interests of the Branch or the Institute; or
 - iii) breached any of the provisions of this Constitution, the Institute's Codes of Ethics or both.
- b) The Board of Directors may suspend a Member or declare his/her membership forfeited if:
- i) he/she has breached any of the provisions of this Constitution, the Institute's Codes of Ethics or both;
 - ii) he/she has engaged in any dishonourable practice or conduct or improper or harmful conduct to the interests of the Branch or the Institute;
 - iii) circumstances exist that justify his/her suspension or the forfeiture of his/her membership;
 - iv) the Member's admission was obtained by improper means;
 - v) he/she has failed to pay any subscription fee or other sum of money owed by him/her to the Institute;
 - vi) he/she has ceased to hold the qualifications for membership prescribed by this Constitution;
 - vii) he/she has become bankrupt or insolvent or has made an assignment for the benefit of his/her creditors or has taken or has attempted to take the benefit of any statutory provision for the liquidation of his/her assets or affairs provided that it shall be a sufficient defence to any matter set out in this clause if he/she satisfies the Board of Directors that his/her inability to pay his/her debts arose from no fault of his/her own and that he/she had engaged in no dishonourable practice or conduct or improper or harmful conduct to the interests of the Branch or the Institute; or
 - viii) he/she has died.
- c) The Board of Directors may declare forfeited the membership of any Member convicted of any serious crime.
- d) The powers conferred on the Board of Directors by clause 12(a) and (b) shall not be exercised until a meeting of the Board of Directors has been held and a resolution passed by it.
- e) Where a Branch Committee passes a resolution to recommend to the Board of Directors that a Member be suspended or that the membership be forfeited, the Branch Secretary shall as soon as practicable forward the recommendation to the Board of Directors and cause to be served a notice In Writing on the Member:

- i) setting out the resolution of the Branch Committee and the grounds on which it is based; and
 - ii) informing them that they may appeal the recommendation to a meeting of the Board of Directors on giving the Board of Directors notice In Writing within one Month after the date of service of the said notice.
- f) Where the Board of Directors passes a resolution under clause 12(d), including (but not limited to) following the Board of Directors receiving a recommendation from a Branch Committee pursuant to clause 12(e), the Secretary shall as soon as practicable cause to be served on the Member a notice In Writing:
 - i) setting out the resolution of the Board of Directors and the grounds on which it is based; and
 - ii) informing them that they may appeal to a General Meeting of the Institute on giving the Board of Directors notice In Writing within one Month after the date of service of the said notice.
- g) Where the Board of Directors receives a notice under Clause 12(f)(ii), the Board of Directors shall refer the resolution to the next General Meeting of the Institute after the date on which the Secretary receives the notice.
- h) At the General Meeting of the Institute referred to in Clause12(g):
 - i) the Board of Directors may place before the General Meeting details of the grounds for the resolutions and the reasons for the passing of the resolutions;
 - ii) the Member shall be given an opportunity to be heard or legally represented, provided written notice of such representation is provided to the Board of Directors not less than 7 days prior to the meeting;
 - iii) the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked; and
 - iv) if three quarters of the Members vote in person in favour of the confirmation of the resolution, the resolution is confirmed and, in any other case, the resolution is revoked.
- i)
 - i) The certificate of membership of any one suspended or whose membership has been forfeited shall be delivered to the Branch Committee or the Board of Directors to be retained by it during their suspension or to be cancelled where their membership has been forfeited.
 - ii) A Member who has been suspended or who has resigned may be declared by the Board of Directors to have forfeited his/her membership if, after suspension or resignation, they fail to deliver up their certificate of membership or any other certificate of the Institute when required to do so.
- j) Whenever any person ceases to be a Member his/her name shall be removed from the register and they shall from that date cease to have any claim upon or any interest in the funds and property of the Institute or any part of the funds.

MEMBERSHIP AND ESTABLISHMENT OF BRANCHES

13. a) The Board of Directors may at any time establish or approve the establishment of a Branch and its associated Branch Committee in any state or territory of the Commonwealth of Australia or in any other place under the authority of or governed by the Commonwealth of Australia and the said Branch Committee can exercise the powers, authorities and discretions conferred on Branch Committees by this Constitution.
- b) The Board of Directors may include in the area administered by a Branch any part of any state, or territory or other place under the authority of or governed by the Commonwealth of Australia.
- c) The purpose of any Branch shall be to pursue the objectives of the Institute.
- d) Each Branch shall be governed by a Branch Committee which shall have the powers conferred by this Constitution.
- e) Corporate Members and Non-Corporate Members shall be associated into Branches of the Institute. Each Branch shall comprise the Corporate Members and Non-Corporate Members ordinarily resident within the district in respect of which that Branch is established.
- f) The Branches shall be the Branches established and such other Branches as the Board of Directors may from time to time establish under the provisions of this Constitution. Particulars of the Branches and the districts in respect of which they have been established are set forth in the Appendix A to this Constitution.
- g) The power to establish a new Branch shall be vested in the Board of Directors and shall not be exercised unless the Board of Directors is of opinion that there are a substantial number of Corporate Members and/or Non-Corporate Members ordinarily resident within a district (whether or not that district or part thereof forms part of a district in respect of which an existing Branch is established) whose needs, interests or convenience are not adequately met by the activities of existing Branches.
- h) In the exercise of its power to establish a new Branch or otherwise the Board of Directors may from time to time redefine the district in respect of which an existing Branch is established.
- i) Where the Board of Directors is of the opinion:
- i) that the number of Corporate Members and Non-Corporate Members comprised in a Branch no longer justifies the existence of that Branch; or
 - ii) that the needs, interests or convenience of the Corporate Members and Non-Corporate Members comprised in a Branch would be met more adequately by the activities of other existing Branches or by the establishment of new Branches; or
 - iii) that it is the wish of the Corporate Members and Non-Corporate Members of a Branch,
- it may dissolve that Branch and may allocate the district in respect of which it was established to other Branches.

BRANCH OFFICERS AND COMMITTEES

14. a) Subject to the directions of the Board of Directors, the affairs of each Branch shall be managed by the Branch Committee which shall comprise three or four officers and such number of ordinary committee Members as the Branch in general meeting may from time to time determine.
- b) The officers of the Branch shall be:
- i) the Branch chairperson;
 - ii) the Branch Deputy chairperson;
 - iii) the Branch Secretary; and
 - iv) the Branch Treasurer, if elected.
- c) The officers of the Branch shall be elected at each annual meeting of the Branch. They shall hold office from the conclusion of that annual meeting until the conclusion of the next annual meeting of that Branch, and shall then be eligible for re-election.
- d) The ordinary committee Members of the Branch shall be elected by the Branch in general meeting. One third in number of those Members shall retire in rotation at each annual meeting, and shall then be eligible for re-election.
- e) Any casual vacancy on the Branch Committee may be filled by an appointment by the Branch Committee. Such an appointee shall retire at the annual meeting next following his/her appointment and shall then be eligible for re-election.
- f) No person other than a Corporate Member or Non-Corporate Member comprised in the Branch shall be elected or appointed to the Branch Committee.
- g)
 - i) The Advisory Council Branch representatives shall hold office from the conclusion of the Annual General Meeting of the Institute in that year until the conclusion of the Annual General Meeting of the Institute in the next year. He or she shall be eligible for re-election.
 - ii) Any casual vacancy in the office of Advisory Council Branch representative shall be filled by an appointment by the Branch Committee. Such an appointee shall hold office until the Annual General Meeting of the Institute next following his/her appointment.
 - iii) The Branch Secretary shall after each Annual Meeting communicate to the Secretary the name and address of the Advisory Council Branch representative elected thereat, and shall advise the Secretary forthwith of any change in the identity of the Advisory Council Branch representative.
 - iv) Each branch may appoint one representative to the Advisory Council to represent itself and its Sub-branches.

BRANCH MEETINGS

15. a) There shall be an annual meeting of the Branch in each year. The annual meeting shall be a general meeting of the Branch and shall be held within the first three Months of each financial year or as soon as may be practicable.
- b) Not less than 14 days before the annual meeting, the Branch Secretary shall send Written notice thereof to each Corporate Member and Non-Corporate Member comprised in the Branch. The notice shall specify the date, time and place of the meeting, and any business other than the election of officers, ordinary committee Members and the Advisory Council Branch representative as described in clause 14 (g) (i) that it is proposed to transact thereat.
- c) Each Corporate Member and Non-Corporate Member comprised in the Branch shall be entitled to attend and vote at the annual meeting.
- d) The Branch Committee may arrange such meetings of the Branch, other than the annual meeting, as it shall think fit.
- e) Any Corporate Member or Non-Corporate Member, whether or not he/she is comprised in the Branch, may attend the meetings of the Branch, other than the annual meeting, and may, with the consent of the chairperson of the meeting, take part in the proceedings thereat.
- f) Subject to the provisions contained in this Constitution the Branch in general meeting may make such regulations for the conduct of its affairs as it thinks fit subject to the approval of the Board of Directors.

MEMBERSHIP AND ESTABLISHMENT OF THE SUPPLY INDUSTRY GROUP

16. There shall be a section of the Institute called the Supply Industry Group. The Supply Industry Group shall comprise those Members of the Institute who are directly involved in, or have retired from, any business, other than one defined in the Constitution as The Industry, which supplies goods and/or services to The Industry.

SUPPLY INDUSTRY GROUP OFFICERS AND COMMITTEES

17. a) Subject to the directions of the Board of Directors, the affairs of the Supply Industry Group shall be managed by the Supply Industry Committee in accordance with this Constitution and the Supply Industry Group Charter (refer to Appendix E). The Supply Industry Committee shall comprise two officers and, subject to clause 17(f), nine ordinary committee Members.
- b) The officers of the Supply Industry Group shall be:
 - i) the Supply Industry Group chairperson; and
 - ii) the Supply Industry Group Vice-chairperson.
- c) The officers of the Supply Industry Group shall be elected at each annual meeting of the Supply Industry Group. They shall hold office from the conclusion of that Annual Meeting until the conclusion of the next Annual Meeting of the Supply Industry Group and shall then be eligible for re-election.

- d) At each annual meeting of the Supply Industry Group one third of the ordinary committee Members for the time being, or if their number be not three or a multiple of three then the number nearest to but not exceeding one third shall retire from office. All ordinary committee Members who so retire shall be eligible for re-election. The Members to retire in any year shall be those who have been longest in office since their last election as ordinary committee Members, but as between persons of equal seniority those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- e) At each annual meeting of the Supply Industry Group, Members of the Supply Industry Group may elect persons to fill the vacated offices of ordinary committee Members who retire in manner aforesaid, and in default the retiring Members or those of them whose places have not been so filled, shall be deemed to have been re-elected unless at the meeting it is resolved to reduce the numbers of ordinary committee Members or that they should not be re-elected.
- f) Members of the Supply Industry Group may from time to time in general meeting increase or reduce the number of ordinary committee Members and may also determine in what rotation the increased or reduced number is to go out of office. A reduction is not to have the effect of removing from office any Member but shall if necessary take effect only as vacancies occur on retirement by rotation or otherwise.
- g) Any casual vacancy on the Committee of the Supply Industry Group may be filled by an appointment by the Committee. Such an appointee shall retire at the conclusion of the next annual meeting of the Supply Industry Group, but shall then be eligible for re-election.
- h) No person other than a Member of the Supply Industry Group shall be elected or appointed to the Supply Industry Group Committee.
- i) At each annual meeting of the Supply Industry Group there shall be elected one Supply Industry Group Delegate to serve as a delegate from the Supply Industry Group on the Advisory Council. The Supply Industry Group Delegate shall hold office from the conclusion of the Annual General Meeting of the Institute in that year until the conclusion of the Annual General Meeting of the Institute in the next year, and shall then be eligible for re-election.
- j) Any casual vacancy in the office of Supply Industry Group Delegates shall be filled by an appointment by the Supply Industry Group Committee. Such an appointee shall hold office until the Annual General Meeting of the Institute next following his/her appointment and shall then be eligible for election.
- k) No person other than a Member of the Supply Industry Group shall be elected or appointed as a Supply Industry Group Delegate, but a Supply Industry Group Delegate may be a Member of the Supply Industry Group Committee.
- l) The Supply Industry Group chairperson shall after each annual meeting of the Supply Industry Group communicate to the Secretary the name and address of the Supply Industry Group Delegate elected thereat, and shall advise the Secretary forthwith of any change in the identity of any one or more of that delegate.

SUPPLY INDUSTRY GROUP MEETINGS

18. a) There shall be an annual meeting of the Supply Industry Group. The annual meeting shall be a general meeting of the Supply Industry Group and shall, so far as practicable, be held shortly before or after the Annual General Meeting of the Institute.
- b) Not less than 14 days before the annual meeting the Supply Industry Group chairperson shall send Written notice thereof to each Member of the Group. The notice shall specify the date, time and place of the meeting and any business other than the receiving of reports and the election of officers, ordinary committee Members and Supply Industry Group Delegates that it is proposed to transact thereat.
- c) Each Member of the Supply Industry Group shall be entitled to attend and vote at the annual meeting.
- d) The Supply Industry Group Committee may arrange such meetings of the Supply Industry Group, other than the annual meeting, as it shall think fit.
- e) Any Corporate Member or Non-Corporate Member, whether or not a Member of the Supply Industry Group, may, unless the Supply Industry Group Committee directs otherwise attend meetings of the Supply Industry Group, and may, with the consent of the chairperson of the meeting take part in proceedings thereat.
- f) Subject to the provisions contained in this Constitution the Supply Industry Group in general meeting may make such regulations for the conduct of its affairs as it thinks fit, subject to the approval of the Board of Directors.

MEMBER TRANSFERS

19. If a Member changes their place of residence their membership shall be transferred to the Branch established in the state, territory or other place to which they transfer their place of residence should there so be a Branch. If they choose to reside outside the Commonwealth of Australia they shall retain membership of their existing Branch.

Every Member who changes their place of residence shall within one Month of the transfer of residence notify the Branch Secretary of their Branch immediately before their change of residence or their intention to change their place of residence and provide the Branch Secretary with any additional information required by the Branch Secretary or prescribed by the Board of Directors.

REGISTER OF MEMBERS

20. a) Each Branch Committee shall maintain a Register of Members for that Branch.
- b) The Board of Directors shall maintain registers of Members for all Branches.

- c) All Registers of Members shall set out the Status of each Member and shall contain such further particulars as may from time to time be prescribed by the Board of Directors.
- d) No name or designation except the names and designations of those already on the Register of Members shall be entered, removed or changed on any Register of Members save on the authority of the Board of Directors.
- e) The Register of Members maintained by the Board of Directors shall during business hours be open to the inspection of any Corporate Member or Non-Corporate Member without charge and to any other person upon such terms as the Board of Directors from time to time prescribe.
- f) Every Corporate Member or Non-Corporate Member shall furnish the Secretary with all required information to enable them to compile a record in accordance with this Constitution.

ANNUAL GENERAL MEETINGS & GENERAL MEETINGS OF THE INSTITUTE

- 21. a) The Institute shall in each calendar year convene an Annual General Meeting of its Members.
- b) The Annual General Meeting shall be held at the time and place which the Board of Directors shall direct from time to time.
- c) All General Meetings other than the Annual General Meeting shall be called "General Meetings".
- d)
 - i) The Board of Directors may at any time and must within twenty eight days of the receipt of a request In Writing signed by not less than 50 Corporate Members and stating the object and purpose of the meeting, convene a General Meeting to be held at the place and time which the Board of Directors shall direct.
 - ii) If the Board of Directors fails within the time set out in clause 21(d) (i) to convene a General Meeting, the Corporate Members signing the request may in the manner set out in clause 22 c) and d) convene a meeting in the capital city of the state, territory or other place in which a Branch is situated.
- e) Any Corporate Member who intends to bring any motion or business before an Annual General Meeting which does not relate to the ordinary business of the Institute shall give notice In Writing of this intention to the Board of Directors not less than twenty eight days before the day of the meeting and no motion or business other than the motion brought before the meeting by the Board of Directors shall come before the meeting unless the said notice thereof has been given.

NOTICES

- 22. Not less than twenty one days' Written notice of a General Meeting specifying the place and time of the meeting and the general nature of the business to be dealt with at that meeting shall be given to:

- a) the Members in the manner provided in clause 22 c) and d) or in any other manner which may be prescribed by the Institute in General Meeting; and
- b) the Branch Secretary of each Branch and all notices can be served on the Branch Secretary either by electronic means or by sending the notice by pre-paid post addressed to the Branch Secretary at the office of the relevant Branch.
- c)
 - i) All notices can be served either by electronic means or by sending the notice by pre-paid post addressed to the Member at the address set out in the Register of Members or to their last known place of business.
 - ii) Notwithstanding clause 22 c)(i) a notice of General Meeting shall be deemed to be sufficiently given if published in a journal of the Institute sent to the Members who are entitled to be present and to vote at the General Meeting.
- d)
 - i) A notice sent by post shall be deemed to be served three days after that on which the notice is posted.
 - ii) A notice given by electronic means shall be deemed to have been served on the day on which the electronic medium is transmitted.

PROCEEDINGS AT ANNUAL GENERAL MEETINGS & GENERAL MEETINGS

23. The ordinary business of an Annual General Meeting shall be to:
- a) receive and consider the statement of income and expenditure, the balance sheet and report of the Board of Directors for the preceding year;
 - b) receive and consider any other business the Board of Directors, the Advisory Council, or any Corporate Member using the procedure set out in clause 21 e), brings before the said meeting; and
 - c) appoint an Auditor or Auditors.
 - d)
 - i) A quorum for an Annual General Meeting shall be ten Corporate Members present in person and entitled to vote.
 - ii) A quorum for a General Meeting shall be ten Corporate Members present in person and entitled to vote.
 - iii) No business shall be transacted at any Annual General Meeting or General Meeting unless a quorum is present.
 - iv) No business other than that set out in any notice convening an Annual General Meeting or General Meeting shall be transacted at an Annual General Meeting or General Meeting (as the case may be).
 - e) The chairperson of a General Meeting shall be:
 - i) the President;
 - ii) in his/her absence, the Deputy President;
 - iii) in his/her absence, a Past President; or

- iv) in his/her absence, a fellow appointed by the Members present to be chairperson.
- f)
 - i) If a quorum is not present within an hour of the time appointed for any General Meeting convened at the Corporate Members' request, the meeting shall be dissolved.
 - ii) If a quorum is not present within an hour of the time appointed for any Annual General Meeting or at any General Meeting convened by the Board of Directors the meeting shall be adjourned by the Secretary, or in his/her absence by any fellow, to some date not more than fourteen days later at the time and place appointed.
 - iii) If a General Meeting is adjourned pursuant to this clause it shall not be necessary to give notice of the adjourned General Meeting to any Corporate Member present at such adjourned General Meeting.
- g)
 - i) Each motion submitted to an Annual General Meeting or General Meeting shall be decided in the first instance by a show of hands.
 - ii) The chairperson shall have a deliberative vote which can only be exercised prior to the result of the vote of the Annual General Meeting or General Meeting being ascertained.
 - iii) In the event of an equality of votes the chairperson shall have a casting vote.
- h) At any Annual General Meeting or General Meeting a declaration by the chairperson as to the result of a vote and the entry of the result in the minute book of the Institute shall be conclusive evidence of the result of the vote unless a division is requested by at least five Corporate Members both present in person and entitled to vote at the Annual General Meeting or General Meeting.
- i)
 - i) If at any Annual General Meeting or General Meeting a division is requested it shall be taken immediately and the result of the division shall be deemed to be the resolution of the Annual General Meeting or General Meeting.
 - ii) The request for a division shall not prevent the continuance of the Annual General Meeting or General Meeting for the transaction of any other business before the Annual General Meeting or General Meeting other than the question for which a division has been demanded.
 - iii) The request for a division may be withdrawn and the original result of the show of hands shall be deemed to be the resolution of the meeting.
 - iv) Any request for a division related to the election of a chairperson or on any question of adjournment must be taken immediately and not at any adjourned Annual General Meeting or General Meeting.
- j) If at any Annual General Meeting or General Meeting the whole of the business before the Annual General Meeting or General Meeting is not completed the chairperson may with the consent of the Annual General Meeting or General Meeting adjourn it to any other time and place. However, no business other than the

business left unfinished at the original Annual General Meeting or General Meeting shall be transacted at the adjourned Annual General Meeting or General Meeting.

- k)
 - i) On a show of hands and upon a poll every Corporate Member present in person shall be entitled to vote and shall have one vote.
 - ii) Only Corporate Members shall be entitled to vote at any Annual General Meeting or General Meeting.
- l) Votes may be given personally or by proxy in accordance with the provisions of clause 24.
- m) No Corporate Member shall be entitled to be present or to vote on any question personally, or at a poll or be reckoned in a quorum if their subscription fee is three Months or more in arrears.

VOTING BY PROXY

24. An instrument appointing a proxy shall be In Writing under the hand of the appointer or of his/her attorney duly authorised In Writing.

- a) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- b) An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- c) An instrument appointing a proxy shall be in the following form or in a form that is as similar to the following form as the circumstances allow:

*I / We,, of, being a Member/Members of the above named Institute, hereby appoint of or, in their absence, of as my / our proxy to vote for me / us on my / our behalf at the *AnnualGgeneral Meeting / *General Meeting of the Institute to be held on the day of20.... and at any adjournment of that meeting.*

*+This form is to be used *in favour of/*against the resolution.*

Signed this day of 20.....

** Strike out whichever is not desired.*

+To be inserted if desired.

- d) An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a certified copy of that power or authority, is or are deposited, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, at the registered office of the Institute or at such other place in Australia as is specified for that purpose in the notice convening the meeting.
- e) A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the

instrument was executed) or of the power, or the transfer of the share in respect of which the instrument or power is given, if no intimation In Writing of the death, unsoundness of mind, revocation or transfer has been received by the Institute at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

APPOINTMENT OF ADVISORY COUNCIL

25. a) The Advisory Council shall comprise:
- i) such suitably qualified persons whom the Board of Directors appoint up to a maximum of two persons as are willing and eligible to serve on the Advisory Council,
 - ii) such Past Presidents as served most recently and up to a maximum of 3 persons as are willing and eligible to serve on the Advisory Council,
 - iii) one representative from each of the Branches,
 - iv) one delegate elected by the Young Members' Network.
 - v) one delegate elected by the Supply Industry Group.
- b) The representatives of each Branch on the Advisory Council shall be appointed by the respective Branch Committee in accordance with this Constitution and each Branch Committee shall notify the Secretary accordingly.
- c) Members of the Advisory Council shall be elected for a two year term. The Advisory Council members term aligns with the Board of Directors' President term.
- d) The appointment of a new Branch chairperson under this Constitution, shall not automatically lead to a change in the Branch representative appointed to the Advisory Council.
- e) The Board of Directors shall ensure that Members are appointed to the Advisory Council on the basis of their skills and ability to contribute, with a view to achieving overall balance, representation and diversity.
- f) The Board of Directors shall appoint the initial Advisory Council Chairperson and thereafter the Advisory Council shall appoint a Branch Representative as the Chairperson.
- g) The office of a Member of the Advisory Council shall be deemed to have been vacated if the Member:
- i) ceases to be a Member;
 - ii) ceases to be a Member of the Advisory Council due to death;
 - iii) is three Months or more in arrears in payment of his/her subscription fee;
 - iv) resigns his/her seat on the Advisory Council; or

- v) has become bankrupt or insolvent or has made an assignment for the benefit of their creditors or has taken or has attempted to take the benefit of any statutory provision for the liquidation of his/her assets or affairs provided that it shall be a sufficient defence to any matter set out in this clause if they satisfy the Advisory Council that their inability to pay their debts arose from no fault of their own and that they had engaged in no dishonourable practice or conduct or improper or harmful conduct to the interests of the Branch or the Institute.
- vi) is requested to resign by notice In Writing given by the Secretary or Branch Secretary pursuant to a resolution:
 - a) passed by an absolute majority of the Members of the Branch Committee by which he/she was appointed;
 - b) of a general meeting of the Branch of which they are a representative; or
 - c) of the Institute.
- h) A casual vacancy of the position of a Branch representative in the Advisory Council shall be filled under the powers conferred by this Constitution on the Branch Committee which appointed the Member of the Advisory Council. A casual vacancy of the position of a Past President, Young Members Network or Supplier Group representative in the Advisory Council shall be filled under the powers conferred by this Constitution on the Board, Young Members Network or Supplier Industry Group which appointed the Member of the Advisory Council.
- i) The Members of the Advisory Council may act notwithstanding any vacancy in the Advisory Council provided that a quorum is present.

POWERS AND DUTIES OF THE ADVISORY COUNCIL

- 26. a) Without prejudice to any powers conferred by this Constitution, it is hereby expressly declared that the Advisory Council shall have the following reserved powers:
 - i) To act as an advisory body to receive views from Branch/Sub-Branch members and convey their views to the Board of Directors.
 - ii) To provide the Board of Directors with advice on improving service delivery to ensure that the vision, mission, objectives, values and goals of the IQA are being achieved as per the IQA strategic and operational plan.
 - iii) To recommend requirements for membership and grades of membership to the Board of Directors, approval of applications for membership and recommend any variations to the membership guidelines to the Board of Directors.
 - iv) To advise the Board of Directors on proposed legislation that may affect the operation of the Institute, regional issues and any other issues requested by the Board of Directors.

- v) To assist the Branches to maintain and increase membership, increase PDP participation and the involvement of young members.

Refer to the Advisory Council charter in Appendix F for further details on duties and responsibilities of the Advisory Council.

- b).
 - i) The Advisory Council may by resolution authorise an officer, a servant, or a person to exercise or perform on behalf of the Advisory Council any power, authority, duty or function of the Advisory Council as the Advisory Council shall determine from time to time and the exercise of any such power, authority, duty or function shall be subject to the limitations and conditions specified by resolution of the Advisory Council.
 - ii) The officer, servant, or person when exercising any duly authorised power, authority duty or function shall be deemed to be the Advisory Council and no act of the officer, servant, or person done within the scope of any due authority during the period in which the authority is in force shall be invalidated by reason of a withdrawal of the authority.

PROCEEDINGS OF THE ADVISORY COUNCIL

- 27.
 - a) The Advisory Council can meet, adjourn and otherwise regulate its meetings in any manner it determines provided that the Advisory Council shall meet at least twice annually.
 - b) A quorum at a meeting of the Advisory Council shall consist of six Members of the Advisory Council.
 - c) A meeting of the Advisory Council shall be convened at any time upon the request of the President or of the Deputy President or of any six Members of the Advisory Council.
 - d) A Member of the Advisory Council who cannot attend at any meeting of the Advisory Council can authorise In Writing any other Member of the Advisory Council to vote for them on all or any questions arising at the meeting.
 - e) Questions at any meeting of the Advisory Council shall be decided by a majority of the votes recorded and where there is an equality of votes the chairperson in addition to his/her deliberative vote shall have a casting vote.
 - f) A meeting of the Advisory Council which has been duly convened and at which a quorum is present shall be competent to exercise all or any authorities, powers and discretions vested in it.
 - g) All acts done at any meeting of the Advisory Council or by any Member of the Advisory Council shall be valid notwithstanding that it is afterwards discovered that there was some defect in the appointment of the said Advisory Council or Member of the Advisory Council or that any of them were disqualified, as if the Advisory Council or Member of the Advisory Council or committee had been duly appointed and was qualified to act.
 - j).
 - i) The Advisory Council shall enter or cause to be entered in minute books the minutes of the proceedings of its meetings and meetings of its

committees and the names of those present at meetings of the Advisory Council meetings.

- ii) Until they have been confirmed by resolution the minutes of any meeting shall be prima facie evidence of the transactions and decisions of that meeting.
 - iii) When they have been confirmed by resolution the minutes of any meeting shall, subject to sub-clause 27 j)(iv) of this clause, be conclusive evidence of the transactions and decisions of that meeting.
 - iv) Nothing in this clause shall be construed as in any way limiting the power of a meeting to correct any error in or omission from the minutes whether before or after they have been confirmed.
- k) A Special Resolution of the Advisory Council shall be any resolution passed by not less than three quarters of the Members of the Advisory Council present in person at any meeting of the Advisory Council of which notice has been given In Writing to every Member of the Advisory Council present at the meeting at least seven days before the day of the meeting of the Advisory Council.

APPOINTMENT OF THE BOARD OF DIRECTORS

28. a) The Board of Directors shall comprise:
- i) the President, Deputy President, and up to 8 Vice Presidents being persons elected by the Corporate Members at the Annual General Meeting of the Institute in each year and they shall be Corporate Members of the Institute; and
 - ii) the Past President who has served most recently.
- b) All members of the Board of Directors shall be elected for a two year term. The Director who holds the two year position of President then serves a further two year term in the position of Past President.
- c) Nominations for the position of a Board Director can only be made by a current Corporate Member of the Institute. The proposer and seconder of a Board Director nomination can only be made by current Corporate Members of the Institute.
- d) The Board of Directors shall meet at least six times annually.
- e) A casual vacancy on the Board of Directors may be filled at any time, subject to the provisions in this Constitution, by appointment by the Board of Directors. Any Director so appointed shall only hold office from his/her appointment until the election of the Board of Directors at the next Annual General Meeting and shall be eligible at that meeting to nominate for a Vice President position.
- f). Vacation of office of a Director
- i) Any Director may retire from office on giving Written notice to the President or Secretary of his/her intention to retire and the resignation shall take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the Written notice).

- ii) In addition to other circumstances in which the office of a Director becomes vacant as provided in this Constitution, the office of a Director shall automatically be vacated if the Director:
 - a) Is prohibited from being or ceases to be or is removed as a Director pursuant to the provisions of any order made under the law;
 - b) becomes bankrupt or insolvent, makes an assignment for the benefit of his/her creditors or makes any composition or arrangement with his/her creditors, or takes the benefit of any statutory provision for the liquidation of his/her assets or affairs;
 - c) is absent from three (3) consecutive meetings of the Board of Directors without specific leave of absence from the Directors and the Directors as a result declare his/her office to be vacant;
 - d) ceases to be a Corporate Member; or
 - e) ceases to be a Director due to death.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- 29. a) The affairs of the Institute and its Branches, its property and funds shall vest with the Board of Directors which can exercise all of the powers and do all of the acts and things which must be done by the Institute and which are not by this Constitution or by the Corporations Act expressly required to be exercised or done by the Institute in General Meetings.
- b) The Board of Directors shall have general power to manage the affairs of the Institute, and without limiting the generality thereof, it is hereby expressly declared that the Board of Directors shall have the following powers:
 - i) To make recommendations to Members to vary, amend, enlarge, revoke or repeal clauses which are not consistent with this Constitution in General Meeting regarding the control of Branches and the powers exercisable by Branches.
 - ii) To make, vary, amend, enlarge, revoke or repeal any pronouncements for the maintenance of sound practice in the profession and The Industry, the prevention of illegal or dishonourable practice in the profession and The Industry and the promotion of the interests of the profession.
 - iii) To fund prizes for any category of Members or individual Members together with any attached conditions for gaining the said prize.
 - iv) To appoint the Secretary, treasurer, officers, clerks and servants of the Institute for permanent, temporary or special services as it may from time to time determine and may also determine their duties and fix their salaries or remuneration and may require security for any amount and in any circumstances which it shall determine.

- v) To appoint and remove the bankers, legal and professional advisers to the Institute.
- vi) To purchase, rent and furnish suitable premises for the use of Members or for the advancement of the objects of the Institute.
- vii) To negotiate and arrange with other similar bodies for the reciprocal recognition of the Status of Members and to communicate with similar bodies and Members of the profession or The Industry for the purpose of obtaining and communicating information on all matters beneficial or interesting to Members.
- viii) To institute, conduct, defend, compound or abandon any legal proceedings or arbitration by or against the Institute or its officers in their capacity as officers of the Institute or otherwise concerning the affairs of the Institute.
- ix) To compound and allow time for payment or satisfaction of any debts due or of any claims or demands by or against the Institute.
- x) To make and give good receipts, releases and other discharges for moneys payable to the Institute and for claims and demands of the Institute.
- xi) To approve the Branch to hold the Institute's bi-annual conference.
- xii) To review and amend the Institute's Code of Ethics and approve any proposed changes to it.
- xiii) To consider and approve any recommended changes to the membership guidelines developed by the Advisory Council.
- xiv) To invest and deal with any moneys of the Institute upon such security and in such manner as it thinks fit and to vary and call in such investments from time to time.
- xv) To borrow or raise money by bank overdraft, by the issue of debentures or any other methods of raising money with or without security over all or any of the property or rights of the Institute and upon such terms as to priority or otherwise as it shall think fit.
- xvi) To develop and approve the Institute's strategic plan.
- xvii) To approve the establishment of any new Branches.
- xviii) To amend and approve the appendices to this Constitution at a meeting of the Board of Directors.
- xvix) To do anything generally for the proper management of administration and control of the affairs of the Institute.
- xx) To delegate any of its powers, authorities and discretions to the Advisory Council from time to time in its absolute discretion on the conditions and for the period determined by it and it may at any time revoke the said delegation.

- xxi) Without prejudice to the generality of the powers conferred to the Board of Directors under clause 29a, the Board of Directors may make, vary, amend, enlarge, revoke or repeal clauses in this Constitution to govern a Branch Committee and the procedures and operations of a Branch.
- xxii) The Board of Directors may, at its absolute discretion, permit a Branch to form a body corporate for the purposes approved by the Board of Directors provided that:
 - a) no person shall be admitted to membership of any body corporate unless that person is a Member of the relevant Branch; and
 - b) the Board of Directors must first approve the rules of incorporation or the equivalent of the body corporate and any additions, alterations, modifications or amendments to the said rules and without prejudice to the generality of the foregoing shall ensure that the rules of any such body does not prejudice the Institute's right to be an Affiliated National Institute.
- xxiii) A Special Resolution of the Board of Directors shall be any resolution passed by a not less than three quarters of the Members of the Board of Directors present in person at any meeting of the Board of Directors of which notice has been given In Writing to every Member of the Board of Directors present at the meeting at least seven days before the day of the meeting of the Board of Directors.

PROCEEDINGS OF THE BOARD OF DIRECTORS

- 30. a) The Board of Directors can meet, adjourn and otherwise regulate its meetings in any manner it determines provided that the Board of Directors shall meet at least six times annually.
- b) A quorum at a meeting of the Board of Directors shall consist of one half of the then Members of the Board of Directors.
- c) A Member of the Board of Directors who cannot attend at any meeting of the Board of Directors can authorise In Writing any other Member of the Board of Directors to vote for them on all or any questions arising at the meeting.
- d) Questions at any meeting of the Board of Directors shall be decided by a majority of the votes recorded and where there is an equality of votes the chairperson in addition to his/her deliberative vote shall have a casting vote.
- e) Any vacancy occurring in the office of President before his/her successor is elected shall be filled by the Deputy President or the Immediate Past President and he/she shall hold that office until the next General Meeting of the Institute.
- f) At all meetings of the Board of Directors the President shall preside, or in his/her absence the Deputy President, or in his/her absence a Past President, or in his/her absence any Member of the Board of Directors chosen by the Members present.

- g) A meeting of the Board of Directors which has been duly convened and at which a quorum is present shall be competent to exercise all or any authorities, powers and discretions vested in it.
- h)
 - i) Without prejudice to the generality of the powers conferred on the Board of Directors by virtue of clause 29, the Board of Directors may appoint committees from its own Members and from Members who are not Members of the Board of Directors and may delegate to any committee so appointed any powers which are not in excess of its own.
 - ii) The meetings and proceedings of every committee appointed pursuant to sub-paragraph (i) shall be governed by regulations made by the Board of Directors and, if no regulations have been made, by the provisions contained in this Constitution for regulating the meetings and proceedings of the Board of Directors as far as those provisions are applicable.
- i) All acts done at any meeting of the Board of Directors or of a committee appointed by it or by any Member of the Board of Directors or any Member of a committee appointed by the Board of Directors shall be valid notwithstanding that it is afterwards discovered that there was some defect in the appointment of the said Board of Directors, committee or Member of the Board of Directors or committee or that any of them were disqualified, as if the Board of Directors, committee or Member of the Board of Directors or committee had been duly appointed and was qualified to act.
- j)
 - i) The Board of Directors shall enter or cause to be entered in minute books the minutes of the proceedings of its meetings, meetings of its committees and of General Meetings and the names of those present at meetings of Board of Directors and committee meetings.
 - ii) Until they have been confirmed by resolution the minutes of any meeting shall be prima facie evidence of the transactions and decisions of that meeting.
 - iii) When they have been confirmed by resolution the minutes of any meeting shall, subject to sub-paragraph (iv) of this clause, be conclusive evidence of the transactions and decisions of that meeting.
 - iv) Nothing in this clause shall be construed as in any way limiting the power of a meeting to correct any error in or omission from the minutes whether before or after they have been confirmed.

AFFILIATED NATIONAL INSTITUTES

- 31. a) The President of the Institute together with the Presidents of all other Affiliated National Institutes and the President of the Institute of Quarrying (UK) will become Members of a committee known as the presidents' committee whose terms of reference are included in this Constitution as Appendix G.
- b) The Institute will pay to the Institute of Quarrying (UK) entrance and affiliation fees as agreed from time to time.
- c) The Institute will give prior notice to the Institute of Quarrying (UK) of any intention to alter or add to its Constitution.

- d) If the Institute has reason to believe that the Institute of Quarrying (UK) has failed and continues to fail to a material extent to comply with the terms and conditions agreed to from time to time and at the time the Institute became an Affiliated National Institute, the Institute shall negotiate through its officers with the officers of the Institute of Quarrying (UK) and by such negotiations seek to reach an amicable solution. If despite such negotiations the Institute of Quarrying (UK) fails or refuses to take steps which in the opinion of the Institute in its sole discretion are appropriate and adequate the Institute may with the consent of not less than three quarters of its Corporate Members at a General Meeting resolve to cease to be an Affiliated National Institute.
- e) In the event of the Institute's Corporate Members passing a resolution that on a date specified, the Institute will cease to be an Affiliated National Institute the Institute will give notice to the Secretary of the Institute of Quarrying (UK) and to the Secretaries of all other Affiliated National Institutes.
- f) Within two Months of the Institute ceasing to be an Affiliated National Institute the Institute will change its constitution and name so that neither implies any legal association with the Institute of Quarrying (UK) and it will cease to use, or imply it has a right to use, the Coat of Arms of the Institute of Quarrying (UK).
- g) The Institute will provide a list of new members to the Institute of Quarrying (UK) at the end of each calendar year. The Institute of Quarrying (UK) will randomly select a sample of new members for quality and assurance checking purposes. The Institute will provide a copy of the application of the randomly selected new members to the Institute of Quarrying (UK).

FUNDS

- 32. a) All moneys received on account of the Institute by the Board of Directors or any Branch Committee shall be paid into the account of the Institute held at the bankers of the Institute and opened by the Board of Directors.
- b) The Board of Directors may by Special Resolution from time to time levy on the funds of the Institute held by any Branch for any purposes which the Board of Directors shall think proper and upon any basis which in the sole opinion of the Board of Directors operates fairly in relation to all Branches provided always that:
 - i) the purposes for which any levy can be made shall specifically exclude the making of any contribution to any other Branch whose revenue is insufficient to meet its expenditure, and
 - ii) when making the levy the Board of Directors may require different contributions from different Branches.
- c) All bills of exchange, promissory notes or other negotiable instruments can be accepted, made or drawn for and on behalf of the Institute by any two persons appointed by the Board of Directors for that purpose.
- d) Cheques or other negotiable instruments paid to the bankers of the Institute or of a Branch which require the endorsement of the Institute or of a Branch may be endorsed by the Secretary or Branch Secretary or by such other officer of the Institute

or of a Branch as may be appointed by the Board of Directors or Branch Committee for that purpose.

AUDITS OF ACCOUNTS AND AUDIT COMMITTEE

33. a) At least once annually the accounts of the Institute shall be examined and reported on by one or more auditors who shall be a person or firm appointed at the Annual General Meeting and unless there is any Act of Parliament of the relevant state providing to the contrary the auditor may, subject to clause 33(b)(ii), be a Member.
- b) i) Auditors shall hold office for a period of twelve Months or until their successors have been appointed (whichever is the greater period) and they shall be eligible for re-appointment.
- ii) A Member of either the Advisory Council, the Board of Directors or a Branch Committee shall not be eligible for appointment as an auditor.
- c) The Board of Directors may fill any casual vacancy in the office of auditor but while any vacancy continues the surviving or continuing auditor or auditors (if any) may act as the sole auditor or auditors.
- d) The Audit Committee shall comprise the President, the Deputy President, Secretary and seconded officers of the Institute.
- e) The Audit Committee will meet at least twice per year to consider the annual budget and the annual financial statements. The Audit Committee are responsible for recommending the adoption of the annual budget and the annual financial statements to the Board of Directors.
- f) The Audit Committee is responsible for reviewing risk management practices, reporting and compliance processes, internal audit functions and reporting findings to the Board of Directors.
- g) The Audit Committee liaise with the auditors to ensure that the annual audit report is completed in accordance with statutory reporting requirements. (refer to the Audit Committee Charter – Appendix C).

CORPORATE GOVERNANCE COMMITTEE

34. a) The Corporate Governance Committee shall comprise three or more Board of Directors including one Past President and officers of the Institute.
- b) The Corporate Governance Committee shall meet at least four times per year to review board governance policies, strategic goals and legal and regulatory framework. The Corporate Governance Committee reports its findings to the Board of Directors. (refer to the Corporate Governance Committee Charter – Appendix D)

INDEMNITY

35. a) The Institute indemnifies and keeps indemnified each of its directors, officers, auditors, Members of any sub - committee, Secretary and agents of the Institute (“Officer”) against:
- i) any liability for reasonable costs and expenses incurred by an Officer such as in defending in proceedings, whether civil or criminal, in which judgment is given in favour of the Officer, or which are discontinued, withdrawn, dismissed or struck out, or in which the Officer is acquitted, or in connection with any application in relation to such proceedings in which relief is granted to the Officer by the Court, incurred by an Officer in carrying out the business or exercising the powers of the Institute which liability does not involve any lack of good faith on the part of the Officer; and
 - ii) any liability (other than a liability to the Institute or a related body corporate (as defined in the Corporations Act)) incurred by an Officer in carrying out the business or exercising the powers of the Institute which liability does not involve any lack of good faith on the part of the Officer.
- b) The Institute may pay a premium in respect of a contract insuring a person who is or has been a director against liability incurred by the person as a director, except in circumstances prohibited by law.
- c) Subject to clause 35(d), no Member of the Advisory Council, the Board of Directors or of a committee, Secretary, Branch Secretary or other officer of the Institute or a Branch shall be answerable or responsible for any act, receipt, omission, neglect or default of any other person notwithstanding any receipt or other document signed or act done by the officer nor shall the said officer be answerable for any loss or damage suffered by the Institute unless the loss or damage occurred through the dishonesty of the said officer.
- d) Nothing contained or implied in Clauses 35 a) to c) shall operate to exempt any person from liability or to indemnify that person against any liability which by virtue of any rule or law they would otherwise be liable for in respect of any negligence, default, breach of duty or breach of trust which he/she may be guilty of in relation to the Institute.

INTERPRETATION OF CONSTITUTION

36. To the extent that there is any inconsistency between the provisions of this Constitution and the provisions contained in the Appendices, the provisions of this Constitution prevail.
37. If any doubt shall arise as to the proper construction or meaning of any of this Constitution the decision of the Board of Directors as to the proper construction shall be final and conclusive provided the decision of the Board of Directors is reduced to writing and recorded in the Minutes.

ALTERATION OF CONSTITUTION

38. a) This Constitution may be altered, rescinded or repealed and new clauses may be made by the Institute in General Meeting in the manner prescribed by the Corporations Act.
- b) Nothing contained in this Constitution or elsewhere shall be construed as implying or creating any privilege, priority or right in favour of any Member such that the

power of the Institute to alter, rescind, repeal, or make new clauses of the Constitution is limited.

DATED the 14 day of October 2014