

# **The Institute of Quarrying Australia**

ABN 69 893 345 889

Incorporated 26 August 1994

## **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 2005, 8 August 2006, October 2009, 30 October 2010, 14 October 2011, 18 September 2013, 14 October 2014, 14 October 2015, 26 October 2016, 4 October 2017, 19 September 2018, 3 October 2019, 24 November 2020, 5 October 2021, 30 September 2022 and 26 October 2023.

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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) **“Affiliated National Institute”** means an affiliated overseas body incorporated with limited liability and authorised by the Council;
  - ii) **“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);
  - iii) **“Annual General Meeting”** means an annual general meeting of the Institute of which notice has been duly given in accordance with this Constitution;
  - iv) **“Audit Committee”** means a committee of the Board of Directors constituted in clause 30;
  - v) **“Board of Directors”** means the board of directors for the time being of the Institute constituted in clause 22;
  - vi) **“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;
  - vii) **“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;
  - viii) **“Branch Committee”** means the committee of a Branch;
  - ix) **“Branch Secretary”** means the secretary of a Branch;
  - x) **“Constitution”** shall mean the Institute’s constitution for the time being in force, as amended from time to time;
  - xi) **“Corporate Governance Committee”** means a committee of the Board of Directors constituted in clause 28;
  - xii) **“Corporate Members”** means the definition applied by the Institute in accordance with clause 8 of this Constitution;

- xiii) **"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;
- xiv) **"Council"** means the Council of the Institute of Quarrying (UK);
- xv) **"Deputy President"** means the deputy president of the Institute;
- xvi) **"Directors"** means up to 7 elected directors of the Institute in accordance with clause 22;
- xvii) **"Employer Member"** means an employer member of the Institute.
- xviii) **"General Meeting"** means a general meeting of the Institute of which notice has been duly given in accordance with this Constitution;
- xix) **"Institute"** means The Institute of Quarrying Australia ('IQA');
- xx) **"Institute of Quarrying (UK)"** means the Institute of Quarrying, a company incorporated in England under the *Companies Act* 1948-1985;
- xxi) **"Member"** means a member of the Institute;
- xxii) **"Month"** means a calendar month;
- xxiii) **"Non-Corporate Members"** means the definition applied by the Institute in accordance with clause 8 of this Constitution;
- 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 Members as referred to in clause 17;
- 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) **"The Industry"** means 'The extraction and processing of crushed and dimension stone, recycled material, and minerals, including secondary minerals';
- xxxii) **"Written"** and **"In Writing"** means written, Printed or partly written and partly Printed; and

xxxiii) **“Young Members’ Network”** means Members who have not attained the age of 35 years.

- 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 in the interests of the public at large and also assist the advancement of the Science overseas by working co-operatively with the other international institutes;
  - 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 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 Member at the date upon which this Constitution come into effect or who becomes either a 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, operators 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, operators 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 a 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, operator or student a person who, in its opinion, satisfies the membership guidelines criteria as attached to the Constitution as Appendix B.
- g) 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 letters “TMIQ”.

A Non-Corporate Member who has been elected into the class of Associate member may describe themselves as ‘an Associate of the Institute of Quarrying Australia’ and may utilise the designatory letters “AIQ”.



A Non-Corporate Member who has been elected into the class of Operator member may describe themselves as ‘an Operator of the Institute of Quarrying Australia’ and may utilise the designatory letters “OIQ”.

A Non-Corporate Member who has been elected into the class of Student member may describe themselves as ‘an Student of the Institute of Quarrying Australia’ and may utilise the designatory letters “SIQ”.

Where any person, who under the provisions of this clause is entitled to use as his/her description or as part thereof the words “student member of”, “associate member of”, “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.

- h) The Institute shall maintain a register of Members and shall enter therein the name of each Member, the class to which he/she is elected and the date of such election. The register of Members shall during business hours be open to the inspection of any Member without charge and to any other person upon such terms as the Board of Directors may from time to time prescribe.
- i) All Members 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.
- j) The Secretary shall send to each Non-Corporate Member, on demand, a copy of all publications supplied to Corporate Members.
- k) 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 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 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.
- g) As from 1<sup>st</sup> July 2024 the Institute will recognise Employer Members as a class of membership in the constitution of the Institute.

An employer Member can nominate one employee as their representative to vote at Branch / Sub-Branch or the Institute's Annual General Meeting. Each Employer Member is entitled to a single vote.

The Institute shall maintain a register of Employer Members and shall enter therein the name of each Employer Member and the date of such election.

An Employer Member shall cease to be an Employer Member and their name and details shall be removed from the register of Employer Members:

- i) If they elect not to renew their membership; or
- ii) Where their membership is forfeited from the Institute upon the resolution of the Board of Directors.

For admission as an Employer Member an applicant shall comply with the requirements set out in this Constitution and shall agree that if they are admitted as an Employer Member, that they will be bound by the provisions of this Constitution.

In the case of every application for an Employer Member, the Board of Directors shall have an absolute discretion to refuse to admit the applicant to membership of the Institute.

### **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 Members; and

- iii) prescribe any different rates of subscription and other monies payable by individual Members of the same class and Employer Members.
- 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 membership in respect of which they are due. Provided that where a 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 Member 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 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 Member.
- k) Where a 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 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) A Committee of the Board comprising at least three appropriately qualified Directors appointed by the Board of Directors may reprimand a Member or issue a Show Cause Notice to the 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) A Committee of the Board comprising at least three appropriately qualified Directors appointed by 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.

- ix) An employer member company ceases to exist or is liquidated.
- 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 Clause 12(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) the Board at the next meeting of the Board can revoke the prior decision if 75% of the Directors vote in favour, otherwise the initial resolution will stand.
- 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) Members shall be associated into Branches of the Institute. Each Branch shall comprise the 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 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 Members comprised in a Branch no longer justifies the existence of that Branch; or
  - ii) that the needs, interests or convenience of the 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 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 the Chairperson and Treasurer as these are mandated roles and the aim is to fill at least one of the other Branch Officer roles of Deputy Chairperson or Secretary.
- 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.
- 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 Member comprised in the Branch shall be elected or appointed to the Branch Committee.

### **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 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 and ordinary committee Members that it is proposed to transact thereat.
- c) Each 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 Member, that do not reside in the Branch designated area (as defined in the Appendix A Schedule of Branches), 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.

## **MEMBER TRANSFERS**

16. 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**

17. 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 Member without charge and to any other person upon such terms as the Board of Directors from time to time prescribe.
- f) Every 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**

18. a) The Institute shall in each calendar year convene an Annual General Meeting of its Members.
- b) The Annual General Meeting shall be held via one of the following methods:
- 1) A place, or
  - 2) A videoconference, or
  - 3) At the combination of a place and a videoconference.
- 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 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 19 to convene a General Meeting, the Members signing the request may in the manner set out in clause 19 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 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.
- f) Rescinding or altering motions at General Meetings must follow the following criteria:
  - a. A notice of motion to alter or rescind a resolution of the Board, must be signed by 3 directors if less than 3 months has elapsed since the resolution was passed.
  - b. A motion may be moved on the report of a Committee of the Board to alter or rescind a previous Board resolution.
  - c. If notice of motion to rescind or alter a resolution is given at the Board meeting at which the initial resolution is carried, then the resolution must not be carried into effect until the motion of rescission or alteration has been dealt with.
  - d. For a notice of motion to alter or rescind a resolution of the Board to be successful a 75% majority of Board members in attendance must vote for the alteration or rescission motion.
  - e. The Company Secretary is to consult the President and Deputy President to determine whether a special meeting of the Board is to be held to consider a notice of motion to rescind or alter a resolution of the Board, otherwise the notice of motion will be considered at the next scheduled Board meeting.
  - f. If a notice of motion to alter or rescind a resolution of the Board is lost, a motion to the same or similar effect may not be moved until after the expiration of 3 months after the date on which the first-mentioned motion was carried.
  - g. The reasons for or why the change was necessary to rescind or alter a motion have to be provided and distributed to the Board prior to the Board meeting to consider same for those rescission or alteration motions that were not considered at a Board meeting where the initial resolution is carried.
- g) The President decides upon or in conjunction with the advice of the Company Secretary, for critical strategic items of decision that the following procedure for motions is to be utilised:
  - a. Motion is to be presented – a director is to ‘move’ a motion.
  - b. Motion is to be seconded – an alternate director is to ‘second’ the motion to allow the motion to be discussed.
  - c. Time requirements – each director is permitted to speak for or against the motion on a single occasion for a maximum of three minutes and then a right of reply is only allowed for the director who has moved the motion up to a maximum time of one minute.

## NOTICES

19. 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 19c) 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 19c)(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

20. 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, or any Member using the procedure set out in clause 18e), brings before the said meeting; and
  - c) appoint a change in Auditor or Auditors.
  - d)
    - i) A quorum for an Annual General Meeting shall be ten Members present in person and entitled to vote.
    - ii) No business shall be transacted at any Annual General Meeting or General Meeting unless a quorum is present.
    - iii) 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).
    - iv) Votes must be received by the IQA's Company Secretary 48 hours prior to the commencement of each Annual General Meeting.
  - e) The chairperson of a General Meeting shall be:
    - i) the President;

- ii) in his/her absence, the Deputy President; or
  - iii) 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 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 Member present at such adjourned General Meeting.
- g)
  - i) 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.
  - ii) 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.
- i) 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.
- i) All Members shall be entitled to vote at any Annual General Meeting or General Meeting.
- k) Votes may be given personally or by proxy in accordance with the provisions of clause 21.
- l) No 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**

21. Voting by proxy is only available to members at the Institutes AGM. 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 for items to be considered at the \*Annual General Meeting / \*General Meeting of the Institute or Branch / Sub-Branch of the Institute to be held on the ..... day of .....20.... and at any adjournment of that meeting.*

*+This form is to be used \*in favour of /\*against the resolution, except only \* in favour of director elections.*

*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.
- 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 THE BOARD OF DIRECTORS**

- 22. a) The Board of Directors shall comprise:
  - i) Up to 9 Directors of which two will be the President and Deputy President. The Director positions being persons elected by the Members at the Annual General Meeting of the Institute in each year and they shall be Members of the Institute. A maximum of two directors can be from any member class, and the remaining seven director positions must be held by Corporate members.
  - ii) The appointment of the President and Deputy President positions are to be made by the Board in its' first meeting after each AGM, for a pre-determined period which is independent from the director three year term. The President and Deputy President positions can only be held by Corporate members.
- b) All members of the Board of Directors shall be elected for a three year term.

- c) Nominations for the position of a Board Director can only be made by a current Member of the Institute. The proposer and seconder of a Board Director nomination can only be made by current 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 Director 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 or a committee of the Board 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 Member; or
    - e) ceases to be a Director due to death.
- g) Criteria for Board Directors.

A member has to satisfy one of the following criteria to be eligible to nominate as a Board Director effective from 5<sup>th</sup> October 2021:

- i) *Have experience as a Chairperson of an IQA Branch / Sub-Branch for a minimum of two years; or*
- ii) *Have experience as a director of a for-profit or not-for-profit organisation, or a professional membership institute and / or the IQA YMN / WIQ National Coordinator for a minimum of three years in either of the positions or combined; or*
- iii) *Have experience as an CP Committee member, Branch / Sub-Branch Committee Member, Secretary or Treasurer, IQA YMN / WIQ State*

*Coordinator and / or executive or senior management position within the industry, for a minimum of four years in either of the positions or combined; or*

*iv) Have been an IQA member for at least a five year period'.*

The Member cannot provide services to the IQA as an individual for a fee, or the company in which the Member is a partner or substantial owner cannot provide services to the IQA for a fee.

h) Maximum Director terms.

The maximum term for IQA Directors is 9 years, unless the Board extends the maximum term of a Director.

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

23. 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 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.
- xiv) 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.
- xv) To develop and approve the Institute's strategic plan.
- xvi) To approve the establishment of any new Branches.
- xvii) To amend and approve the appendices to this Constitution at a meeting of the Board of Directors.
- xviii) To do anything generally for the proper management of administration and control of the affairs of the Institute.
- xix) Without prejudice to the generality of the powers conferred to the Board of Directors under clause 23a, 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.
- xx) 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.

- xxi) 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**

- 24. 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. The Board of Directors can approve a circular resolution when 75% of Directors vote in favour of the circular resolution to allow it to be acted upon.
- e) Any vacancy occurring in the office of President before his/her successor is elected shall be filled by the Deputy 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 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 23, 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**

- 25. 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 F.
- 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 Members at a General Meeting resolve to cease to be an Affiliated National Institute.
- e) In the event of the Institute's 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**

- 26. 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**

- 27. 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 27(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 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**

- 28. a) The Corporate Governance Committee shall comprise three or more Board of Directors 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)

#### **AUSTRALIAN INSTITUTE OF QUARRYING EDUCATION FOUNDATION COMMITTEE**

- 29. a) The Australian Institute of Quarrying Education Foundation Committee ('AIQEF Committee') shall comprise the IQA's current President, Deputy President and five of the IQA's Immediate Past Presidents that are willing to serve. The AIQEF Committee may, from time to time, appoint suitably qualified persons to be members of the Committee, subject to the total numbers on the Committee as per this clause. Any such appointment by the Committee shall expire on the date of the second Annual General Meeting of the IQA following the appointment. The Committee must consist of not less than four, nor more than eight, members of the IQA.
- b) The AIQEF Committee shall meet at least four times per year to consider and decide upon grant applications, manage investments and funds, and to fulfil the objectives and responsibilities of the Committee as outlined in the Appendix H Charter.
- c) The AIQEF Committee Charter (Appendix H) shall not be recommended to the IQA's Annual General Meeting for amendment, alteration, or addition to, except upon the vote of a three-fourths majority of all members of the AIQEF Committee at a special meeting convened to consider such question and upon the vote of a three fourths majority of all directors of the IQA Board. Any amendments, alterations or additions

to the AIQEF Committee Charter (Appendix H), will only occur if 75% of the members of the IQA vote in favour of the changes at an IQA Annual General Meeting.

- d) The AIQEF Committee shall not be recommended to be dissolved, except upon the vote of a three-fourths majority of all members of the Committee at a special meeting convened to consider such question, and also subject to the vote of a three-fourths majority of all directors of the IQA Board. The dissolution of the AIQEF Committee can only be approved, if 75% of the members of the IQA vote in favour of the dissolution at an IQA Annual General Meeting.
- e) Upon a resolution being passed, in accordance with paragraph (d) of this clause, all assets and surplus moneys of the AIQEF Committee and of any fund or funds established by the AIQEF Committee, after the payment of all expenses and liabilities, shall be dealt with as follows:-
  - i) in the case of any fund or funds established by the AIQEF Committee, gifts to which have been approved by the Commissioner of Taxation as allowable deductions under Section 78(1)(a) of the Income Tax Assessment Act 1936-1969 of the Commonwealth of Australia, any surplus moneys, assets, or amounts which, at the date of dissolution, have not been transferred to the AIQEF Committee, shall be transferred to some other fund, authority or institution to which a gift is also an allowable deduction under that Section of that Act; and
  - ii) In the case of the AIQEF Committee and funds established by the AIQEF Committee, any surplus monies or assets remaining after the satisfaction of debts and liabilities of the AIQEF Committee and funds established by the AIQEF Committee shall not be distributed amongst or between members of the AIQEF Committee or members of the IQA, but shall be given to some other charitable organisation or organisations having educational objects similar to the objectives in Clause 2 of the AIQEF Committee Charter (refer to Appendix H), and Clause 3 of the IQA's constitution and whose constitutions prohibit the distribution of their assets or income to or amongst their members.

#### **INDEMNITY**

29. 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 29(d), no Member of 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 29 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**

30. 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.

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**

31. 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 26 day of October 2023