



**COLLEGE OF  
INVESTIGATIVE AND REMEDIAL  
CONSULTING ENGINEERS OF AUSTRALIA  
INCORPORATED**

## **CONSTITUTION AND RULE BOOK**

Adopted by a Special Resolution of the Association on ...17 May 2019

## Rules of the College

### Part I

#### INTERPRETATION

##### 1. TERMS & TYPE OF ASSOCIATION

(1) The association shall be a “non-profit” organisation in which the assets and income of the association shall be applied solely in the furtherance of the association’s stated objects; no portion shall be distributed directly, or indirectly to the members of the association except as bona fide compensation for services rendered, or expenses incurred on behalf of the association.

(2) In these rules, except in so far as the context or subject matter otherwise indicates or requires:

“*Fellow*” means any member of the College who qualifies for membership under Part II, clause 3.

“*Ordinary Member*” means any member of the College who qualifies for membership under Part II, clause 3.

“*Associate Member*” means any member of the College who qualifies for membership under Part II, clause 4(1).

“*Graduate Member*” means any member of the College who qualifies for membership under Part II, clause 4(2).

“*Affiliate Member*” means any member of the College who qualifies for membership under Part II, clause 5.

“*member*” means any member of the College, with or without voting rights.

“*Firm*” means, as the context requires, an individual, partnership, incorporated company, or discrete and separately named organisation which provides consulting services.

“*Principal*” means, as the context requires, a person who practises engineering as a sole consulting engineer, an individual in a Firm, who is a partner in a partnership, or who is a director of a Firm duly appointed in accordance with the Corporations Law or other corresponding enactment.

“*College*” shall mean the College of Investigative and Remedial Consulting Engineers of Australia Incorporated being an association incorporated under the Act.

“*Engineers Australia*” means, the Institution of Engineers Australia as incorporated by Royal Charter.

“*Board*” shall mean the committee of management of the College.

“*Membership Committee*” shall mean the sub-committee of the Board to review and advise the Board on membership applications.

“*Secretary*” means -

(a) the person holding office under these rules as Secretary of the College; or.

(b) where no such person holds that office - the Public Officer of the College.

“*special general meeting*” means a general meeting of the College other than the annual general meeting.

“*the Act*” means the Associations Incorporation Act, 2009

“*the Regulation*” means the Associations Incorporation Regulation, 2010

Words denoting the male gender include the female, and words denoting the singular number include the plural and vice versa.

- (3) In these rules:
- (a) a reference to a function includes a reference to a power, authority and duty; and
  - (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (4) The provisions of the Interpretation Act, 1897, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## Part II MEMBERSHIP

### 2 . MEMBERSHIP QUALIFICATIONS

A member of the College may be either:

- (a) a natural person who is either:
  - (i) a person referred to in section 6 (1) (a) of the Act and has not ceased to be a member of the College at any time after the incorporation of the College under the Act, or
  - (ii) a person who has applied for membership of the College as provided by rules 3, 4 or 5, and has been approved for membership of the College by the Board.

### 3 . ELIGIBILITY FOR ORDINARY & FELLOW MEMBERSHIP:

#### (1) Ordinary Membership

Subject to these RULES a person is eligible for admission as an Ordinary Member of the College, and is eligible to remain a member provided that:

- (a) the person resides in the Commonwealth of Australia, New Zealand or Pacific Region.
- and (b) the person practises primarily as a consulting engineer and the Firm in which the person provides those services does so primarily to clients other than its owners.
- and (c) the person is either a Principal of a Firm or occupies a senior position within the Firm.
- and (d) the person has, in the opinion of the Membership Committee, sufficient knowledge and experience in the field of the person's practice to furnish independent and reliable engineering advice.  
**Note:** As a guide, it is unlikely that a person with less than 15 years practical experience would have had sufficient experience.
- and (f) the person can show evidence of, and demonstrate past and present practice in, the fields of forensic, investigative and remedial engineering.
- and (g) the person is a corporate member of Engineers Australia, or in the opinion of the Membership Committee has equivalent qualifications and is registered on the Australian 'National Engineering Register' or has the equivalent registration in a foreign learned society.

- and (h) the Firm that employs the person, has entered into an agreement with an established and registered insuring agency to protect itself and the Firm that employs them, against any perceived or actual liability for professional negligence and / or breach of the Australian Trade Practices Act. The amount of coverage in any professional indemnity cover shall be commensurate with the monetary risk inherent in the consulting activities undertaken, with a minimum cover of \$Aust 2,000,000, exclusive of costs.
- and (i) the person satisfies the Membership Committee, at a personal interview, as to their qualifications [in both discipline and practice performance] as well as their suitability for Ordinary Membership.

#### (2) Ordinary Membership (Fellow)

Subject to these RULES an Ordinary Member of the College is eligible to be elected to the membership grade of 'Fellow', and is eligible to remain a Fellow provided that:

- (a) the person has been an ordinary member of CIRCEA for at least two (2) years.
- and (b) the person is a Fellow of Engineers Australia, or in the opinion of the Membership Committee has equivalent qualifications, and is registered on the Australian 'National Engineering Register', or has the equivalent registration in a foreign learned society.
- and (c) the person has, in the opinion of the Membership Committee, achieved a degree of eminence in the fields of forensic, investigative and remedial engineering, has given evidence in an Australian court as an expert witness, and is known for their provision of competent advice.  
**Note:** As a guide, it is unlikely that a person with less than 25 years experience would have had sufficient practical experience.
- and (d) the person satisfies the Membership Committee at a personal interview as to their suitability for the membership grade 'Fellow'.

## 4 . ELIGIBILITY FOR ASSOCIATE & GRADUATE MEMBERSHIP

### (1) Associate Membership

Subject to these RULES a person is eligible for admission as an Associate Member of the College and is eligible to remain a member provided that:

- (i) the person resides in the Commonwealth of Australia, New Zealand or the Pacific Region.
- and (ii) the person is a member of Engineers Australia or in the opinion of the Membership Committee has equivalent qualifications, and is registered on the Australian 'National Engineering Register', or has the equivalent registration in a foreign learned society.
- and (iii) the person is at least thirty (30) years of age.
- and (iv) the Firm in which the person practises provides engineering services primarily to clients other than its owners.

and (v) the person has, in the opinion of the Membership Committee, sufficient knowledge and experience in the field of the person's practice to furnish reliable engineering advice.

Note: As a guide, it is unlikely that a person with less than 5 years practical experience would have had sufficient experience.

and (vi) the Firm that employs the person, has entered into an agreement with an established and registered insuring agency to protect themselves and the Firm that employs them against any perceived or actual liability for professional negligence and / or breach of the Australian Trade Practices Act. The amount of coverage in any professional indemnity cover shall be commensurate with the monetary risk inherent in the consulting activities undertaken, with a minimum cover of \$Aust 2,000,000, exclusive of costs.

and (vii) the person satisfies the Membership Committee at a personal interview of their suitability and experience for Associate Membership.

## (2) Graduate Membership

Subject to these RULES a person is eligible for admission as a Graduate member of the College and is eligible to remain a member provided that:

- (i) the person resides in the Commonwealth of Australia, New Zealand or the Pacific Region.
- and (ii) the person is a graduate, of an engineering school or college.
- and (iii) the person is a graduate member of Engineers Australia, or in the opinion of the Membership Committee has sufficient qualifications to enable the person to be a graduate member of Engineers Australia.
- and (iv) the Firm in which the person practises provides engineering services primarily to clients other than its owners.
- and (v) the person is at least twenty-one (21) years of age.
- and (vi) the person satisfies the Membership Committee at a personal interview of their suitability and experience.

## 5 . ELIGIBILITY FOR AFFILIATE MEMBERSHIP

Subject to these RULES a person is eligible for admission as an Affiliate Member of the College, and is eligible to remain a member provided that:

- (i) the person is a principal of a Firm of consulting professionals which practise in the Commonwealth of Australia, and / or New Zealand and / or the Pacific Region.
- and (ii) the person resides in the Commonwealth of Australia, New Zealand, or the Pacific Region.
- and (iii) the person practises primarily as a consulting professional, allied to the law, architecture, building, engineering, project management, quantity surveying or the like, and the Firm in which the person practises provides services primarily to clients other than its owners.

and (iv) the person has, in the opinion of the Membership Committee, sufficient knowledge and experience in the field of the person's practice to furnish independent and reliable professional advice.

Note: As a guide, it is unlikely that a person with less than 10 years practical experience would have had sufficient experience.

and (v) the person is a corporate member of an appropriate Professional Institute or Body, or in the opinion of the Membership Committee has equivalent qualifications

and (vi) the Firm that employs the person, has entered into an agreement with an established and registered insuring agency to protect themselves and the Firm that employs them against any perceived or actual liability for professional negligence and / or breach of the Australian Trade Practices Act. The amount of coverage in any professional indemnity cover shall be commensurate with the monetary risk inherent in the consulting activities undertaken, with a minimum cover of \$Aust 2,000,000, exclusive of costs.

and (vii) the person satisfies the Membership Committee at a personal interview as to their suitability for Affiliate Membership.

## **6. APPLICATION FOR MEMBERSHIP**

- (1) An application of a person for membership of the College:
  - (a) must be made in writing in the relevant form attached [viz: either Attachment A, or B, or C] to these rules; and
  - (b) shall be lodged with the Secretary of the College.
- (2) As soon as practicable after receiving an application for membership, the Secretary shall refer the application to the Membership Committee which shall determine whether to approve or to reject the application.
- (3) Where the Membership Committee determines to approve an application for membership, the Secretary shall, as soon as practicable after that determination, notify the applicant of that approval and request the applicant to pay within the period of 28 days after receipt by the applicant of the notification the sum payable under these rules by a member as entrance fee and annual subscription.
- (4) The Secretary shall, on payment by the applicant of the amounts referred to in sub-clause (3) above within the period referred to in that clause, enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the College.

## **7. CESSATION OF MEMBERSHIP**

- (1) A person ceases to be a member of the College if the person -
  - (a) dies;
  - (b) resigns that membership; or
  - (c) is expelled from the College; or
  - (d) fails to pay the annual membership fee within (6) months after the date on which the membership fee was due.
- (2) A Firm ceases to be affiliated with the College if the person, or persons who are directors of the Firm and who are eligible under rule 2 (b).

- (a) dies;
- (b) resigns that membership; or
- (c) are expelled from the College;

and there is no other director of the Firm who is eligible under rule 3(1), or 3(2), or 4(1), or 5.

## **8. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

A right, privilege or obligation which a person or Firm has by reason of being a member of the College:

- (a) Is not capable of being transferred or transmitted to another person or Firm; and
- (b) Terminates upon cessation of the person's or Firm's membership.

## **9. RESIGNATION OF MEMBERSHIP**

- (1) A member of the College is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the College who has paid all amounts payable by the member to the College in respect of the member's membership may resign from membership of the College by first giving not less than 1 months' notice in writing to the Secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member of the College ceases to be a member pursuant to clause 9(2), and in every other case where a member ceases to hold membership, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **10. RETIRED MEMBERS**

- (1) A member of good standing may, on retirement from practice and provided the person is not otherwise ineligible for membership, apply to the College in writing for transfer to retired member.
- (2) A retired member shall pay such membership subscription as may be determined by the College and shall be entitled to all the privileges and be subject to the duties of membership. A retired member shall not be entitled to any voting rights, nor shall the retired member be entitled to hold any elected office in the College.
- (3) A retired member may act as a consultant to other members of the College or to other consulting professionals without affecting the member's 'retired member' status.
- (4) A retired member shall immediately inform the College should circumstances eventuate in which the retired member becomes otherwise ineligible for membership and shall cease to be a retired member forthwith.

## **11. REGISTER OF MEMBERS**

- (1) The public officer of the College shall establish and maintain a register of members of the College specifying the name and address of each person who is a member of the College together with the date on which the person became a member whether 'Fellow', 'Ordinary', 'Associate', 'Graduate' or 'Affiliate' member.
- (2) The register of members shall be kept at the principal place of administration of the College and shall be open for inspection, free of charge, by any member of the College at any reasonable hour.

- (3) A member must not use information contained in the register to contact or send material to the person other than a newsletter, or a notice of a meeting relating to the College.

## **1 2 . FEES, SUBSCRIPTIONS, ETC**

- (1) A member of the College must, upon admission to membership, pay to the College a fee determined by the committee.
- (2) In addition to any amount payable by the member under clause 12(1), a member of the College must pay to the College an annual membership fee determined by the Board.
- (a) except as provided by paragraph 12(2)(b), before 1st July in each calendar year; or
  - (b) where the member becomes a member on or after 1st July in any calendar year - upon becoming a member, and before 1st July in each succeeding calendar year.

## **1 3 . MEMBER'S LIABILITIES**

The liability of a member of the College to contribute towards the payment of the debts and liabilities of the College or the costs, charges and expenses of the winding up of the College is limited to the amount, if any, unpaid by the member in respect of membership of the College as required by rule 12.

## **1 4 . DISCIPLINING OF MEMBERS**

- (1) Where the committee is of the opinion that a member of the College:
- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; **or**
  - (b) has acted in a manner prejudicial to the interests of the College,
- the Board may, by resolution.
- expel the member from the College; or;
  - suspend the member from membership of the College for a specified period.
- (2) A resolution of the Board under clause 14(1) is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause 14(3), confirms the resolution in accordance with this rule.
- (3) Where the Board passes a resolution under clause 14(1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
- (a) setting out the resolution of the Board and the grounds on which it is based.
  - (b) stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice.
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the Board held as referred to in sub-clause 14(3) above, the Board shall:
- (a) give to the member an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the Board by the member at or prior to the meeting; and

- (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Board confirms a resolution under clause 14(4), the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule 15.
- (6) A resolution confirmed by the Board under sub-clause 14(4) above does not take effect:
- until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - where within that period the member exercises the right of appeal, unless and until the College confirms the resolution pursuant to rule 15(4).

### 1 5 . RIGHT OF APPEAL OF DISCIPLINED MEMBER

- A member may appeal to the College in general meeting against a resolution of the Board which is confirmed under rule 14(4), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- Upon receipt of a notice from a member under sub-clause 15(1) above, the Secretary shall notify the Board which shall convene a general meeting of the College to be held within 21 days after the date on which the Secretary received the notice.
- At a general meeting of the College convened under clause 15(2):
  - no business other than the question of the appeal shall be transacted;
  - the Board and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- If at the general meeting the College passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### 1 6 . MEMBERSHIP – POST NOMINALS

The only post-nominals to be used by members of the College are as follows:

Postnominal		
Engineer Members		Affiliates
Fellow	F.CIRCEA	Aff CIRCEA
Member	M.CIRCEA	Aff CIRCEA
Associate Member	A.CIRCEA	Aff CIRCEA
Graduate Member	G.CIRCEA	Not Applicable
Retired Member	Add (Ret.) after highest membership grade	

## PART III THE BOARD

### 1 7 . POWERS, ETC., OF THE BOARD

The Board shall be called the committee of management of the College and, subject to the Act, the Regulation and these rules and to any resolution passed by the College in general meeting:

- (1) shall control and manage the affairs of the College; and
- (2) may exercise all such functions as may be exercised by the College other than those functions that are required by these rules to be exercised by a general meeting of members of the College; and
- (3) has power to perform all such acts and do all such things as appear to the Board to be necessary affairs of the College.

## **1 8 . CONSTITUTION AND MEMBERSHIP**

- (1) The Board shall comprise the 'office bearers' [viz: President, Secretary and Treasurer], a President Elect, the immediate Past President, and one (1) Associate Member, together with such additional Ordinary Members in such numbers to suit the needs of the College. The positions of Secretary and Treasurer may be held by the same person.
- (2) The Board, except for the immediate Past President, shall be elected at the annual general meeting of the College. The office bearers of the College shall be elected by the Board after the annual general meeting.
- (3) The Board may delegate its powers by a majority of the Board present so voting.
- (4) Each member of the Board shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (5) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint another Ordinary Member of the College to fill the vacancy; the Board member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **1 9 . ELECTION OF MEMBERS**

- (1) Nominations of candidates for election as members of the Board -
  - (a) shall be made in writing in the form set out in Attachment F, signed by two (2) Ordinary Members of the College, and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) shall be delivered to the Secretary of the College not less than seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board shall be deemed to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) The ballot for the election of members of the Board shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- (6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.
- (7) The Associate Member of the Board shall be nominated and elected in the same method as above, except that only Associate Members shall be eligible to nominate and to vote for the one (1) Associate Member of the Board.

## **2 0 . SECRETARY**

- (1) The Secretary of the College shall, as soon as practicable after being appointed as secretary, lodge notice with the College of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the Board; and
  - (b) the names of members of the Board present at a Board meeting or a general meeting; and
  - (c) all proceedings at Board, Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **2 1 . TREASURER**

It is the duty of the Treasurer of the College to ensure that:

- (a) All money due to the College is collected and received and that all payments authorised by the College are made; and
- (b) Correct books and accounts are kept showing the financial affairs of the College including full details of all receipts and expenditure connected with the activities of the College.

## **2 2 . CASUAL VACANCIES**

For the purpose of these rules, a casual vacancy occurs on the Board, if a Board member:

- (a) dies; or
- (b) ceases to be a member of the College; or
- (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary; or
- (e) is removed from office under rule 22; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Board from all meetings of the Board held during a period of six (6) months; or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

## **2 3 . REMOVAL OF BOARD MEMBER FROM OFFICE**

- (1) The College in a general meeting may by resolution remove any member of the Board before the expiration of the Board member's term of office, and may by resolution appoint another person to hold office until the expiration of the term of office of the Board member so removed.

- (2) Where a member of the Board to whom a proposed resolution referred to in sub-clause 23(1) above relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the College, the Secretary or the President may send a copy of the representations to each member of the College or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **2 4 . MEETINGS AND QUORUM**

- (1) The Board shall meet at least three (3) times in each period of 12 months and at such place and time as the Board may determine.
- (2) Additional meetings of the Board may be convened by the President or by any member of the Board.
- (3) Oral or written notice of a meeting of the Board shall be given by the Secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub-clause 24(3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- (5) An officer bearer of the College, plus any two (2) other members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business shall be transacted by the Board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the Board:
  - (a) the President shall act as chairman, or
  - (b) if the President is absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting shall preside.
- (9) The Board may invite any member to participate in sub-committee activities.

## **2 5 . DELEGATION BY BOARD TO SUB-COMMITTEE**

- (1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such members of the College as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than -
  - (a) this power of delegation; and
  - (b) a function which is duly imposed on the Board by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.

- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **2 6 . VOTING AND DECISIONS**

- (1) Questions arising at a meeting of the Board, or of any sub-committee appointed by the Board, shall be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Board, or any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 21, the Board may act notwithstanding any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

## **PART IV**

### **GENERAL MEETINGS**

#### **2 7 . ANNUAL GENERAL MEETINGS - HOLDING OF**

- (1) With the exception of the first annual general meeting of the College, the College shall, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the College, convene an annual general meeting of its members.
- (2) The College shall hold its first annual general meeting:
  - (a) within the period of eighteen (18) months after its incorporation under the Act; and
  - (b) within the period of two (2) months after the expiration of the first financial year of the College.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commission under Section 26(3) of the Act.

#### **2 8 . ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT**

- (1) The annual general meeting of the College shall, subject to the Act and to rule 23, be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the Board reports upon the activities of the College during the last preceding financial year;
  - (c) to elect members of the Board; and
  - (d) to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it.

#### **2 9 . SPECIAL GENERAL MEETINGS - CALLING OF**

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the College.
- (2) The Board shall, on the requisition in writing of not less than ten per cent (10%) of the total number of Ordinary Members, convene a special general meeting of the College.
- (3) A requisition of Ordinary Members for a special general meeting:
  - (a) shall state the purpose or purposes of the meeting.
  - (b) shall be signed by the members making the requisitions.
  - (c) shall be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the Ordinary Members making the requisition.

- (4) If the Board fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the Ordinary Members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by an Ordinary Member, or the Ordinary Members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any Ordinary Member who thereby incurs expense is entitled to be reimbursed by the College for any expense so incurred.

### **3 0 . NOTICE**

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the College, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post, or electronic mail to each member at the address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the College, the Secretary shall, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause 30(1) specifying, in addition to the matters required under clause 30(1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 28(2).
- (4) An Ordinary Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the 'ordinary member'.

### **3 1 . PROCEDURE**

- (1) No item of business shall be transacted at a general meeting unless a quorum of Ordinary Members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Four (4) members present in person (being Ordinary Members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Ordinary Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Ordinary Members present (being not less than three [3]) shall constitute a quorum.

### **3 2 . PRESIDING MEMBER**

- (1) The President shall preside as chairperson at each general meeting of the College.
- (2) If the President is absent from a general meeting or unwilling to act, the Ordinary Members present shall elect one of their number to preside as chairperson at the meeting.

### **3 3 . ADJOURNMENT**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Ordinary Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for fourteen (14) days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the College stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses 33(1) and 33(2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **3 4 . MAKING OF DECISIONS**

- (1) A question arising at a general meeting of the College shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the College, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the College, a poll may be demanded by the chairperson or by not less than three (3) Ordinary Members present in person, or by proxy at the meeting.
- (3) Where a poll is demanded at a general meeting, the poll shall be taken -
  - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or.
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### **3 5 . SPECIAL RESOLUTION**

A resolution of the College is a special resolution if:

- (a) it is passed by a majority which comprises not less than three-quarters of such Ordinary Members of the College as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than twenty-one (21) days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Commission.

### **3 6 . VOTING**

- (1) Upon any question arising at a general meeting of the College a member has one vote only.
- (2) All votes shall be given personally, or by proxy.
- (3) Except for the election of the Associate Member of the Board, only Ordinary Members have the right to vote at a general meeting.
- (4) Only Associate Members shall be entitled to vote for the election of the Associate Member of the Board [see 17 (1)].
- (5) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (6) A member or proxy is not entitled to vote at any general meeting of the College unless all money due and payable by the member or proxy to the College has been paid, other than the amount of the annual subscription payable in respect of the then current year.

### **3 7 . APPOINTMENT OF PROXIES**

- (1) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than twenty-four (24) hours before the commencement time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Attachment E to these rules.

## **PART V MISCELLANEOUS**

### **3 8 . INSURANCE**

- (1) The College shall effect and maintain insurances pursuant to Section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the College may effect and maintain other insurance as the Board may think fit.

### **3 9 . FUNDS - SOURCE**

- (1) The funds of the College shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the College in general meeting, such other sources as the Board determines.
- (2) All money received by the College shall be deposited as soon as practicable and without deduction to the credit of the College's bank account.
- (3) The College shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **4 0 . FUNDS - MANAGEMENT**

- (1) Subject to any resolution passed by the College in general meeting, the funds of the College shall be used in pursuance of the objects of the College in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Board, or employees of the College specifically authorised by the Board to do so.

#### **4 1 . ALTERATION OF OBJECTS AND RULES**

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the College.

#### **4 2 . COMMON SEAL**

- (1) The common seal of the College shall be kept in the custody of the public officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of an Office Bearer of the Board and one other Board member.

#### **4 3 . CUSTODY OF BOOKS, ETC**

Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control, all records, books and other documents relating to the College.

#### **4 4 . INSPECTION OF BOOKS, ETC**

The records, books and other documents of the College shall be open to inspection, free of charge, by a member of the College at any reasonable hour.

#### **4 5 . SERVICE OF NOTICES**

- (1) For the purpose of these rules, a notice may be served by or on behalf of the College upon any member either personally or by sending it by post, or by electronic mail, to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

#### **4 6 . DISSOLUTION & SURPLUS PROPERTY**

- (1) At the first general meeting of the College, the College shall pass a special resolution nominating an incorporated association as the association in which to vest its surplus property pursuant to section 65(2) of the Act in the event of the winding up or the cancellation of the incorporation of the College.
- (2) The incorporated association so nominated shall be a professional organisation with similar educational & professional purposes [and agreed to by the committee], which is:
  - (a) not carried on for the profit or gain of its individual members, and
  - (b) fulfils the requirements specified in section 65(3) of the Act.

## ATTACHMENTS

Attached to and forming part of this constitution & rule book are the following:

- (A) Ordinary Membership Application Form
- (B) Associate & Graduate Membership Application Form
- (C) Affiliate Membership Application Form
- (D) Referees' Statement Regarding Applicant for Membership
- (E) Proxy Form
- (F) Nomination for Board Member