

Corporations Act 2001

Constitution of
INSTITUTE OF ELECTRICAL
INSPECTORS

A.C.N. 000 049 276

Constitution of INSTITUTE OF ELECTRICAL INSPECTORS

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Constitution of INSTITUTE OF ELECTRICAL INSPECTORS

Corporations Act 2001

A public company limited by guarantee

Constitution of INSTITUTE OF ELECTRICAL INSPECTORS

A.C.N. 000 049 276

1 Interpretation

1.1 This Constitution

- (a) This Constitution contains clauses setting out the manner in which the Members of the Company have agreed to conduct the internal administration of the Company.
- (b) This Constitution takes the place of the replaceable rules contained in the Act.
- (c) Not less than ninety days notice shall be given to the Board of Directors of any proposal to make, alter, amend, rescind or add to this Constitution. Such notice shall be in writing and be signed by the proposer and seconder. Such notice, together with a copy of the proposed resolution to be filed with ASIC and notice of meeting at which the proposal shall be considered, must be circulated amongst the Board of Directors and Members entitled to vote before the meeting for approval

1.2 Definitions

- (a) In this Constitution, unless the context otherwise requires:

Accounting Standards has the meaning ascribed to it in the Act;

Act means the Corporations Act 2001 or any statutory modification, amendment or re-enactment in force and any reference to any section, part or division is to that provision as so modified, amended or re-enacted;

Annual General Meeting (“AGM”) is the Annual General Meeting of the Company which is open to all members of the Company.

ASIC means the Australian Securities and Investments Commission;

Auditor means the auditor for the time being of the Company;

Chair means the person appointed to be the chair of meetings of Directors or the chair of meetings of Members (as applicable);

Company means the Company of Electrical Inspectors A.C.N. 000 049 276;

Constitution means this constitution and any supplementary, substituted or amended constitution being in force from time to time;

Corporate Member means a full member of the Company in accordance with Clause 9.2(b)(ii);

Corporations Regulations means the Corporations Regulations 2001 or any statutory modification, amendment or re-enactment in force and any reference to any section, part or division is to that provision as so modified, amended or re-enacted;

Director means any person formally and lawfully appointed as a director of the Company including an alternate director and a person duly appointed and for the time being acting as an attorney for a director;

Directors means all or any number of the Directors for the time being;

Electrical Installing Work means the work of assembling and fixing in place, altering or adding to any electrical installation or maintaining, enhancing, repairing, removing, or, connecting to fixed wiring, any electrical equipment;

Guarantee means the maximum amount each Member agrees to pay to the Company in accordance with clause 2.3;

Managing Director means a Director or Directors appointed managing director in accordance with clause 4.3;

Member means and includes Life Members, Corporate Members, Associate Members, Senior Members and Sustaining Members;

Month means calendar month;

Officer means an officer of the Company within the meaning of section 9 of the Act;

Register of Members means the register of members to be kept pursuant to the Act;

Secretary means any person formally and lawfully appointed as a secretary of the Company including any assistant or acting secretary or any substitute for the time being for the secretary appointed in accordance with clause 8;

Subcommittee means a subcommittee, committee or delegate appointed by the Board of Directors in accordance with clause 4.4;

Subscription means the subscription fee payable by a Member pursuant to clause 9.3(a);

Sustaining Member means a company or organisation with an interest supporting the aims and objectives of the Company in accordance with clause 9.2(b)(iv); and

Unfinancial Member means a member whose subscription is in arrears more than three months.

(b) Words importing:

(i) persons include companies and corporations and vice versa;

- (ii) the masculine gender include the feminine gender and vice versa; and
- (iii) the singular number include the plural number and vice versa.
- (c) Division 8 of Part 1.2 (other than section 109X) of the Act applies in relation to this Constitution, so far as it is capable of application.
- (d) Sections 4 and 29, Parts III, IV, V, VII and VIII (other than sections 25A, 33(4)(b) and 34AB(b)) of the Acts Interpretation Act 1901 apply in relation to this Constitution, so far as they are capable of application.
- (e) Unless the context otherwise requires, an expression used in this Constitution that has a particular meaning in the Act has the same meaning in this Constitution.
- (f) This Constitution is subject to the Act and where there is any inconsistency between a clause of this Constitution and the Act, the Act shall prevail to the extent of the inconsistency.

2 Nature Of The Company

2.1 Public Company

The Company is a public company limited by guarantee.

2.2 Limitation of Company

- (a) The Company must not be operated for the purpose of the profit or gain of any Member.
- (b) The Company does not have the power to:
 - (i) issue shares of any kind; or
 - (ii) apply, pay or transfer, whether directly or indirectly, any portion of the income and property of the Company for the benefit of, or to a, Member, other than as provided in clauses 3.9 and 3.10.

2.3 Guarantee of Members

- (a) Each Member undertakes to contribute a maximum of \$10.00 to the Company for payment of:
 - (i) the debts and liabilities of the Company;
 - (ii) the costs, charges and expenses of any winding up; and
 - (iii) the adjustment of the rights of Members among themselves,in the event that the Company is wound up:
 - (iv) while the Member is a Member; or
 - (v) within one year after the Member ceases to be a Member.

2.4 Objects of the Company

The objects for which the Company is established are:

- (a) To promote safety awareness, closer co-operation between the public, inspectors, inspection departments and the electrical industry in relation to the installation and use of electrical materials and equipment.
- (b) To co-operate in the formulation of standards for the safe method of installation and use of electrical materials and equipment.
- (c) To promote the uniform understanding and application of the national electrical and other suitable and lawful electrical codes.
- (d) To secure and promote uniform administrative ordinances and inspection methods in relation to the installation and use of electrical materials and equipment, within Australia.
- (e) To co-operate with other national and international organisations to achieve any of the objects of the Company.
- (f) To collect and disseminate information relative to the theory and practice of electrical inspections and to print, publish, issue and circulate such papers periodicals books circulars and other literary and/or artistic matter as may seem conducive to the attainment of any of these objects.
- (g) To conduct courses or lectures, demonstrations, seminars and educational visits, to hold meetings on subjects of interest to the members and others and discussions thereon.
- (h) To establish divisions, division offices, branches, branch offices and to provide for the appointment of local committees to deal with local matters of general interest to the Company which may require local attention.
- (i) To watch over any proposed legislation or Governmental action affecting the profession of electrical inspecting to promote such legislation in the interests of the profession to combat and oppose by lawful means such as legislation or actions as may be found to be hostile to the profession.
- (j) To purchase, take on lease or in exchange hire or otherwise acquire any real or personal estate which may be deemed necessary or convenient for the purpose of the Company.
- (k) To construct maintain or alter any houses, buildings or works necessary or convenient for the purpose of the Company.
- (l) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Company. In case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as allowed by law having regard to such trusts.
- (m) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time deemed to be expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, annual subscriptions or otherwise.

- (n) To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Company so far as the Law or the licence of the Governor may from time to time allow.
- (o) To borrow and raise money in such manner and upon such security if and as the Board of Directors of the Company shall think fit and in particular upon the security of any mortgage or mortgages of all or any part of the Company's property and rights (both present and future) or by the issue of debentures charged or not upon all or any of the Company's property rights (both present and future) and generally with such rights and upon such terms and conditions in all respects as the Company shall see fit and to purchase redeem or pay off any such securities and re-issue same
- (p) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, drafts, debentures and all or any negotiable or transferable instruments for the purpose of carrying out the objects of the Company or any of them.
- (q) To invest any moneys of the Company not immediately required for any of its objects in such manner as may from time to time be determined.
- (r) To undertake and execute any trusts which may seem conducive to any of the objects of the Company.
- (s) To subscribe to any local or other public charities and to grant donations for any public purpose and to provide a superannuation fund for the servants of the Company or otherwise to assist in deserving or necessitous cases any such servants their widows and children.
- (t) To insure any of the Company's property against fire or risk and to insure any officer, member of servant of the Company against any liability risk or accident in the course of his/her duties with or for the Company in respect of any risk, liability or accident to pay premiums on all such insurances.
- (u) In furtherance of the objects of the Company to amalgamate or affiliate with any companies, institutions, societies or associations having objects altogether or in part similar to those of this Institute. Provided that the Company shall not amalgamate with any company, institution or association which does not prohibit the distribution of its income and property among its members to an extent as great as is imposed on this Institute under or by virtue of clause 2.3.
- (v) In furtherance of the objectives of the Company to transfer all or any part of the property assets liabilities and engagements of this Institute to any one or more of the companies institutions or associations with which this Institute is authorised to amalgamate or to allocate the same to any branch or branches of the Company.
- (w) To promote fellowship and to provide facilities for social communication between members of the Company and their friends.
- (x) To support and protect the professional character status and common rights and interest of electrical inspectors and generally to promote honourable practice in the conduct of the profession.

- (y) To do all such other lawful things as are incidental or conducive to the attainment of the above objects
- (z) To test and inspect electrical installation work, either directly, or by agreement with other persons, and to provide a written report on the condition of the installation to the applicant authorizing the test and inspection.

The test and inspection shall be to determine compliance with relevant Australian Standards and appropriate State legislation or any other standard or document requested by the applicant for test and inspection. The applicant may be charged a fee for the service which shall be determined by the Company's State Division.

2.5 Scope of Powers

Provided that its capacities and powers are exercised directly or indirectly in the furtherance of its objects, the Company shall have the legal capacity and powers set out in section 124 of the Act.

3 Directors

3.1 Number of Directors

The Company must have at least three and not more than ten Directors, all of which must reside in Australia, unless the Company in general meeting otherwise determines.

3.2 Company may appoint a Director

- (a) Subject to section 201E of the Act, the Company may appoint a person as a Director by resolution passed in general meeting and to be elected from any Life or Financial Corporate member of the Company.

3.3 Directors may appoint other Directors

- (a) Notwithstanding the previous clause, the Directors may appoint a person as a Director, whether to fill a casual vacancy or to make up a quorum for a Directors' meeting, even if the total number of Directors otherwise present is not enough to make up that quorum.
- (b) If a person is appointed under this clause as a Director, the Company must confirm the appointment by resolution at its next annual general meeting. If the appointment is not confirmed, the person ceases to be a Director at the end of the annual general meeting.

3.4 Non-eligibility of Auditor

The Auditor (if one is appointed) is ineligible to be elected or appointed as a Director or alternate Director.

3.5 Period of appointment of Directors

Each Director shall hold office for a period of one year and be eligible for re-election in each following year, or vacate the office in accordance with clause 3.13.

3.6 Alternate Directors

- (a) With the approval of the other Directors, a Director may appoint an alternate to exercise some or all of the Director's powers for a specified period.
- (b) If the appointing Director requests the Company to give the alternate notice of Directors' meetings, the Company must do so.
- (c) When an alternate exercises the Director's powers, the exercise of the powers is just as effective as if the powers were exercised by the Director.
- (d) The appointing Director may terminate the alternate's appointment at any time.
- (e) An appointment or termination of an alternate must be in writing. A copy of the appointment must be given to the Company.

3.7 Attorneys of Directors

- (a) Subject to the Act, any Director may appoint an attorney under power who need not be a Member to do specific acts or execute specific documents on behalf of the Director.
- (b) Every power of attorney authorising an attorney to act for a Director shall be deposited at the office of the Company, together with such evidence of due execution as the Directors may require, not less than one day before the attorney becomes entitled to act under it.
- (c) Every duly appointed attorney shall cease to be capable of acting if and when the Director who appointed the attorney vacates office as a Director or revokes the appointment.
- (d) Every duly appointed attorney shall, so long as that appointment continues, be entitled to exercise all the powers and discretions of the Director who appointed that attorney.

3.8 Other offices held by Directors

A Director may hold any other office or position of profit in the Company together with the directorship on such conditions including additional remuneration as may be agreed by the Directors.

3.9 Remuneration of Directors

- (a) Subject to Chapter 2E of the Act, the Directors are to be paid the remuneration that the Company determines by resolution.
- (b) The Company may pay a Director's travelling and other expenses that the Director properly incurs:
 - (i) in attending Directors' meetings or any meetings of committees of the Directors;
 - (ii) in attending any general meeting of the Company; and
 - (iii) in connection with the Company's business.

3.10 Remuneration of Directors for extra services

- (a) If the Company requests a Director to perform services in addition to those required by the Act, the Company may remunerate the Director in any manner the Company thinks fit.
- (b) Any remuneration paid as contemplated by clause 3.10 is in addition to remuneration paid under clause 3.9.

3.11 Director may resign

A Director may resign as a Director of the Company by giving written notice of resignation to the Company at its registered office.

3.12 Removal by Members

- (a) Subject to section 203D of the Act, the Company may, by resolution:
 - (i) remove a Director from office; and
 - (ii) appoint another person as a Director in that Director's place.
- (b) If a Director was appointed to represent the interests of particular members, their removal under clause 3.12(a) has no effect until a replacement to represent the interests of those members has been appointed.

3.13 Vacation of office

A Director vacates office if the Director:

- (i) ceases to be a Director or becomes prohibited from being a Director by virtue of any provision of the Act;
- (ii) resigns their office by written notice to the Company;
- (iii) becomes insolvent under administration or makes any arrangement or composition with his creditors generally;
- (iv) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
- (v) is absent from or has not submitted a proxy vote for two consecutive meetings of the Company without having obtained the previous sanction of the Board of Directors, or without having forwarded to the Board of Directors a satisfactory reason for such absence;
- (vi) holds any office of profit under the Company;
- (vii) ceases to be a member of the Company;
- (viii) has a material personal interest in a matter that relates to the affairs of the Company (other than as a Member) and fails to disclose details of that interest in accordance with clause 3.14 or the Act;
- (ix) is removed from the office of Director by a resolution of the Company in accordance with clause 3.12;

and any such Director shall upon written notice thereof by the Chairman of the Board, Deputy Chairman of the Board or Company Secretary give up to the Chairman of the Board, Deputy Chairman of the Board or Company Secretary all books, documents, correspondence, monies, property, effects both in hard and soft copy as the case may be, in that Director's possession belonging to the Company, within 7 days of receipt of such written notice.

3.14 Material personal interest - Director's duty to disclose

- (a) Unless an exception under section 191 of the Act applies, if a Director has a material personal interest in a matter that relates to the affairs of the Company, the Director must give the other Directors notice of the interest.
- (b) The notice required by clause 3.14(a) must:
 - (i) include details of:
 - (A) the nature and extent of the interest; and
 - (B) the relation of the interest to the affairs of the Company; and
 - (ii) be given at a Directors' meeting as soon as practicable after the Director becomes aware of their interest in the matter.

3.15 Director may give standing notice about an interest

A Director with a material personal interest in a matter that relates to the affairs of the Company may give standing notice of this ongoing interest in accordance with the Act.

3.16 Voting and completion of transactions in which a Director has a material personal interest

A Director who has a material personal interest in a matter that is being considered at a Directors' meeting shall not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless:

- (c) the interest does not need to be disclosed under section 191 of the Act; or
- (d) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Director, the nature of their interest in the matter and its relation to the affairs of the Company; and
 - (ii) states that the Directors are satisfied that the interest should not disqualify the Director from voting or being present.

3.17 Financial Benefits to related parties

The Company shall not give a financial benefit to a related party of the Company unless it is authorised in accordance with the Act.

4 Management Of Business By Directors

4.1 Powers of Directors

- (a) Subject to the Act and to any provision of this Constitution, the business of the Company is to be managed by or under the direction of the Directors.
- (b) The Directors may exercise all of the powers of the Company except any powers that any provisions of the Act or this Constitution require the Company to exercise in general meeting.

4.2 Negotiable instruments

- (a) Any two Directors may sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- (b) The Directors may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

4.3 Managing Director

- (a) The Directors may appoint one or more of themselves to the office of Managing Director of the Company for a period and on the terms (including as to remuneration) as the Directors see fit.
- (b) A person ceases to be Managing Director if they cease to be a Director.
- (c) The Directors may confer on a Managing Director any of the powers that the Directors can exercise.
- (d) The Directors may revoke or vary:
 - (i) the appointment of the Managing Director; or
 - (ii) any of the powers conferred on the Managing Director.

4.4 Board of Directors

- (a) The Board of Directors shall consist of a Chairman, Deputy Chairman, and a minimum of 2 Directors to be elected from any life or Financial Corporate Member of the Company.
- (b) The Company shall be governed by the Board of Directors subject to the provisions of the Act, this Constitution and the control exercisable by the members assembled in the properly constituted General, special or Annual General meeting.
- (c) Written nominations on the form approved by the Board of Directors and duly completed for all offices, requiring election, shall close at the office of the Company Secretary 21 days before the date is fixed for the Annual General Meeting. Where more than the required number of written nominations is received for the offices, a postal ballot of all Members of the Company eligible to vote shall be taken and shall close at the commencement of the Annual General Meeting. If less than the required number of nominations is received, the persons nominated shall be declared elected if

their nomination form is duly completed, and further nominations shall be called for at the Annual General Meeting. Such ballot as may be necessary shall thereupon be held for the purpose of filling any position(s) remaining vacant.

- (d) Those elected to the Board of Directors at the Annual General Meeting who have submitted a duly completed nomination form, as approved by the Board of Directors, shall take office at the close of the Annual General meeting after the election and shall remain in office until the close of the next Annual General Meeting. Nominated members, who have not submitted a duly completed nomination form, as approved by the Board of Directors, shall not take office until a duly complete nomination form is received by the Company Secretary. Retiring members shall be eligible for re-election.
- (e) The Board of Directors shall meet at least four times in each year and whenever summoned by the Chairman of the Board, or on a requisition being made by five or more members.
- (f) The quorum of the Board of Directors shall be four.
- (g) Not less than 7 days clear notice shall be given to the Board of Directors' members, specifying place date and hour of any meeting of the Board of Directors.
- (h) If any director of the Board of Directors retires, dies or forfeits his seat prior to completing his full term of office, a replacement member may be elected at a General meeting to fill that vacancy and such member shall hold office only for the unexpired portion of his predecessor's term of office.
- (i) All acts undertaken by the Board of Directors shall, notwithstanding that it afterwards be discovered that there was some irregularity in the appointment of any person or persons constituting the Board of Directors, be as valid and effectual as if such person or persons had been duly appointed. The Board of Directors may act notwithstanding any vacancies on its body as a result of such irregularity.
- (j) A resolution in writing signed by at least three fourths of the members of the Board of Directors shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly called and constituted. Any such resolution may be contained in one or several documents.
- (k) The Chairman at the meeting of the Board of Directors meeting shall have a casting vote if there is an equality of votes.
- (l) In addition to any other powers conferred upon it, the Board of Directors shall have the power:
 - (i) to pay costs, charges and expenses preliminary and incidental to the registration of the Company;
 - (ii) to purchase, alter, build or otherwise secure for the Company any property, lease, right or privilege which the Company is authorised to acquire at such price and on such terms as it thinks fit;
 - (iii) to pay for any rights and property acquired by, or service rendered to the Company either wholly or partially in cash or debentures or other securities of the Company as may be agreed upon and such debentures or securities may be specifically charged upon all or any part of the property of the Company;

- (iv) to enter into all such negotiations and contracts not inconsistent with this Constitution and rescind and vary all such contracts and to execute and do all such acts, deeds and things in the name of and on behalf of the Company as it may consider expedient for or in relation to any of the purposes of the Company, and which it shall be lawful for the Company to undertake to do.
- (v) to effect the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge on all or any part of the property of the Company in such manner as it thinks fit;
- (vi) to appoint, suspend or discharge any employee, to fix their hours of attendance, duties and rate of payment to require security in such cases as it thinks fit;
- (vii) to institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its officers or members or concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts or subscriptions due and of any claims or demands by or against the Company;
- (viii) to appoint one or more members to accept and hold in trust for the Company any property belonging to the Company or in which it is interested and to execute and do all such deeds and things as may be requisite in relation to any such trust;
- (ix) to refer any claims or demands by or against the Company to arbitration and observe and perform and award made;
- (x) to execute a mortgage of the Company's property or authority in the name of and on behalf of the Company in favour of any other person who may incur any personal liability whether as principal or surety for the benefit of the Company. Such mortgage may contain a power of sale and such other powers covenants or provisions as may be agreed upon;
- (xi) to invest and deal with any of the moneys of the Company upon such securities and in such manner as it thinks fit.

4.5 Delegation to committees, sub-committees and delegates

- (a) The Directors may delegate any of their powers to a committee, sub-committee or delegate of Directors, a Director, an employee of the Company or any other person.
- (b) The committee, sub-committee or delegate must exercise the powers delegated to it in accordance with any directions or terms of reference of the Directors and shall report to the Directors.
- (c) The effect of the committee, sub-committee or delegate so exercising a power is the same as if the Directors exercised it save where the committee, sub-committee or delegate exceeds such power, directions or terms of reference, in which case the Directors will not be bound by such act..
- (d) The Directors may, by power of attorney, appoint any company, firm, person or body of persons to be the attorney of the Company for:
 - (i) any period; and

- (ii) for the purposes and with the powers, authorities and discretions vested in or exercisable by the Directors under this Constitution.
- (e) Committees, sub-committees or delegates shall appoint their own Chairman and Deputy Chairman. The Chairman shall be a member of the appointing Board of Directors, except when in special cases, the Board of Directors otherwise authorises.
- (f) All acts undertaken by a committee, sub-committee or delegate shall, notwithstanding that it afterwards be discovered that there was some irregularity in the appointment of any person or persons constituting the committee, sub-committee or delegate, be as valid and effectual as if such person or persons had been duly appointed. The committee, sub-committee or delegate may act notwithstanding any vacancies on its body as a result of such irregularity
- (g) Any officer of any committee, sub-committee or delegate who resigns or is expelled by the Company shall upon written notice thereof by the Chairman of the Board, Deputy Chairman of the Board or Company Secretary give up to the Chairman of the Board, Deputy Chairman of the Board or Company Secretary all books, documents, correspondence, monies, property, effects both in hard and soft copy as the case may be, in that Director's possession belonging to the Company, within 7 days of receipt of such written notice.
- (h) If any director of any committee, sub-committee or delegate shall retire die or forfeit his seat prior to completing his full term of office a replacement member may be elected at a general meeting to fill the vacancy and such member shall hold office only for the unexpired portion of his predecessor's office.
- (i) The Chairman and Deputy Chairman of the Board shall be "ex-officio" members of all committees, sub-committees or delegates of the Company.
- (j) The Chairman at the meeting of the committee, sub-committee or delegates meeting shall have a casting vote if there is an equality of votes.

5 Directors' Meetings

5.1 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if all of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director signs.

5.2 Calling Directors' meetings

A Directors' meeting may be called by a Director giving reasonable notice individually to every other Director.

5.3 Use of technology

- (a) A Directors' meeting may be called or held using any technology consented to by the Directors.

- (b) Any consent may be a standing consent.
- (c) A Director may only withdraw their consent within a reasonable period before the meeting.

5.4 Chairing Directors' meetings

- (a) The Directors may elect a Director to chair their meetings.
- (b) The Chairman and Deputy Chairman are to be elected at the Annual General Meeting and retain such positions until the following year's Annual General Meeting..
- (c) The Directors must elect a Director present to chair a meeting, or part of it, if:
 - (i) a Director has not already been elected to chair the meeting; or
 - (ii) a previously elected Chair is not available or declines to act as Chair for the meeting or part of it.

5.5 Quorum at Directors' meetings

Unless the Directors determine otherwise, the quorum for a Directors' meeting is four Directors and the quorum must be present at all times during the meeting.

5.6 Passing of Directors' resolutions

- (a) A resolution of the Directors must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.
- (b) The Chair shall have casting vote if there is an equality of votes.

6 Meetings Of Members

6.1 Calling of meetings of Members by a Director

A Director may call a meeting of Members.

6.2 Calling of general meetings

- (a) If requested by Members entitled under section 249D(1) of the Act to call a general meeting of the Company, the Directors must call and arrange to hold a general meeting.
- (b) Members with at least 5% of the votes that may be cast at a general meeting of the Company may call and arrange to hold a general meeting in accordance with section 249F of the Act.
- (c) A court may order a meeting of Members to be called in accordance with section 249G of the Act if it is impracticable to call the meeting in any other way.

6.3 Annual general meetings

- (a) Unless the Company has only one Member and subject to any extension of time granted under the Act, the Company:

- (i) shall hold an annual general meeting within 18 months after its registration; and
- (ii) shall hold an annual general meeting at least once in each calendar year and within 5 months after the end of its financial year.

6.4 Annual General Meetings and Special General Meetings generally

- (a) Subject to the Act, at least 21 days notice must be given of a meeting of Members.
- (b) Written notice of the meeting of Members must be given individually to each Member entitled to vote at the meeting and to each Director.
- (c) A Special General meeting may be called by the Board of Directors for such purposes as the Board of Directors determines and a special general meeting shall be called upon receipt of a requisition signed by one tenth or more of the members stating the business to be considered. The date of such meeting shall be within thirty days of receipt of the requisition. If not called within seven days of receipt of the requisition, then the persons who made the requisition may, or a majority of them, may themselves call the meeting.
- (d) Notice to joint Members must be given to the joint Member first named in the register of Members.
- (e) The Company may give the notice of meeting to a Member:
 - (i) personally;
 - (ii) by sending it by post to the address of the Member in the register of Members or the alternative address (if any) nominated by the Member;
 - (iii) by sending it to the facsimile number or electronic mail address (if any) nominated by the Member; or
 - (iv) by any other means authorised by the Act.
- (f) A notice of meeting sent by post is taken to be given three days after it is posted.
- (g) A notice of meeting sent by facsimile or electronic mail is taken to be given on the business day after it is sent.

6.5 Auditor entitled to notice and other communication

- (a) If an Auditor is appointed, the Company must give its Auditor:
 - (i) notice of general or special meeting in the same way that a Member is entitled to receive notice; and
 - (ii) any other communication relating to the general or special meeting that a Member is entitled to receive.

6.6 Notice of adjourned general or special meetings

When a general or special meeting is adjourned, new notice of the resumed meeting must be given in writing if the meeting is adjourned for ten days or more.

6.7 Members' resolutions

The Members may propose a resolution to be moved at a general or special meeting only in accordance with the provisions of Division 4 of Part 2G.2 of the Act.

6.8 Time and place for meetings of Members

A general or special meeting of Members shall be held during the months of September, October or November in each year, at such time and place as reasonably determined by the Board of Directors.

6.9 Technology

The Company may hold a general or special meeting of its Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

6.10 Quorum

- (a) A quorum for a general meeting of Members shall be 12 Members entitled to vote and such quorum shall be present during the meeting at all times.
- (b) In determining whether a quorum is present, individuals attending as proxies or body corporate representatives are to be counted.
 - (i) If a Member has appointed more than one proxy or representative, only one of them is to be counted.
 - (ii) If an individual is attending both as a Member and as a proxy or representative, they are to be counted only once.
 - (iii) A meeting that does not have a quorum present within 15 minutes after the time for the meeting set out in the notice of meeting is to be adjourned to a date, time and place as the Chairman specifies, and no business shall be transacted at that adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (iv) If the Chairman does not specify one or more of those requirements, the meeting is adjourned to:
 - (A) if the date is not specified, the same day of the week;
 - (B) if the time is not specified, the same time; or
 - (C) if the place is not specified, the same place.
- (c) If no quorum is present at the resumed meeting within 15 minutes after the time for the meeting, the meeting shall be dissolved.

6.11 Chairing general or special meetings of Members

- (a) The Chairman of the Board shall preside as Chairman. In the event of the Chairman of the Board being absent or unwilling to act as Chairman, the deputy Chairman of the Board shall preside and in the even of the absence or unwillingness on the part of

the Deputy Chairman of the Board, it shall be the first business of the meeting to elect, by show of hands, a Chairman from amongst the directors present.

- (b) the Members present at a general or special meeting of the Members must elect a Member present to Chair the meeting (or part of it) if:
 - (i) a Chair has not previously been elected by the Directors to chair the meeting; or
 - (ii) a previously elected Chair is not available or declines to act as Chair for the meeting (or part of the meeting).
- (c) The Chair must adjourn the meeting if the Members present with a majority of votes at the meeting agree or direct that the Chair must do so.

6.12 Auditor's right to be heard at meetings of Members

The Auditor (if appointed) is entitled to attend and be heard at general or special meetings of Members.

6.13 Proxies and body corporate representatives

- (a) A Member who is entitled to attend and cast a vote at a general or special meeting of Members may appoint a proxy or, if the Member is a body corporate, a representative, to attend and cast a vote at that meeting.
- (b) Any proxy or representative appointed under clause 6.14(a) must be appointed in accordance with Division 6 of Part 2G.2 of the Act and shall have the rights set out in that Division.

6.14 Voting Rights

- (a) No person other than financial or life members shall be entitled to vote at any election or on any question before the Company at a General, Special or Annual General Meeting.
- (b) Every member entitled to vote shall upon a show of hands or poll, have one vote only provided that any member eligible to vote may exercise a proxy vote in accordance with clause 6.13.
- (c) Any member of the Company other than life members who are not financial are ineligible to vote at any meeting of the Company.
- (d) The Chair shall have a casting vote if there is an equality of votes but shall not have a deliberative vote on any subject.

6.15 Objections to right to vote

A challenge to a right to vote at a meeting of Members:

- (a) may only be made at the general or special meeting; and
- (b) must be determined by the Chair whose decision is final.

6.16 How voting is carried out

- (a) A resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded.
- (b) On a show of hands, a declaration by the Chair is conclusive evidence of the result.
- (c) Neither the Chair nor the minutes need to state the number or proportion of the votes recorded in favour or against a resolution.

6.17 Matters on which a poll may be demanded

- (a) A poll may be demanded on any resolution other than resolutions concerning:
 - (i) the election of the Chair; or
 - (ii) the adjournment of the meeting.
- (b) A poll may be demanded in accordance with section 250L of the Act.

6.18 When and how polls must be taken

A poll must be taken when and in the manner the Chair directs.

7 Directors' And Members' Minutes

7.1 Minutes

- (a) The Company must keep minute books in which it records:
 - (i) proceedings and resolutions of all Members' meetings;
 - (ii) proceedings and resolutions of Directors' meetings, including committee meetings;
 - (iii) resolutions passed by Members without a meeting; and
 - (iv) resolutions passed by Directors without a meeting.
- (b) The Company must ensure that the minutes of a meeting are signed by the Chair of the meeting or the Chair of the next meeting within a reasonable time after the meeting.
- (c) The Company must ensure that resolutions passed without a meeting are signed by a Director within a reasonable time after the resolution is passed.

7.2 Members' access to minutes

Members are entitled to gain access to the minute book of meetings of Members in accordance with the Act.

8 Secretary

8.1 Appointment

- (a) The Company must have a Secretary or Secretaries, at least one of which is ordinarily resident in Australia.
- (b) The Secretary shall be appointed by the Directors on such terms, at such remuneration and upon such conditions as the Directors think fit.
- (c) The Secretary shall commence his/her duties at the close of the Annual General Meeting after election for a term of three years until the close of the Annual General Meeting in the third year or until removal by a Special Resolution of those members entitled to vote at Special General Meeting called for that purpose. The Secretary shall be otherwise eligible for re-election after the third year.
- (d) Unless otherwise decided by the Board of Directors, the Secretary shall attend all meetings of the Board of Directors and may at the invitation of the Board of Directors, take part in the discussion of any business of such meetings. Unless otherwise decided by the Board of Directors, the Company shall meet all reasonable costs, as determined by the Board of Directors for the Secretary to attend all meetings of the Board of Directors, and Annual, General and Special meetings of the Company.
- (e) Should the office of Company Secretary fall vacant between Annual General meetings, the Board of Directors must fill that vacancy and such person shall hold office only until the next Annual General meeting.

9 Members

9.1 Membership

- (a) Number of Members

The Company for the purpose of registration but not by way of limitation is declared to consist of 150 members. The Board of Directors may whenever the business of the Company requires it, register in an increase or decrease of members.

- (b) Classes of Membership

The Company shall consist of five classes of members who shall be designated Life Members, Corporate Members, Associate Members, Senior Members and Sustaining Members.

- (c) Admission to Membership

Application for any grade of membership other than Life Membership shall be made on a membership application form approved by the Board of Directors for that purposes. The person or entity seeking admission shall be nominated by a member of the Company. The application form shall be submitted to the Company Secretary with a nomination fee as determined by members at an Annual General meeting.

- (d) Determination of Admission to Membership

Application for admission to any grade of membership shall be determined in accordance with clause 9(e). Should a person or company be rejected the amount of the nomination fee (if any) is to be determined by the Board of Directors.

(d) Use of the letters “MIEI”

Life and financial corporate members of the Company may use the letters “MIEI” after their name. Associate grade members may use the term “MIEI” (assoc.)” after their name.

(e) Determination of eligibility and grade of members

(i) The Board of Directors, subject to clause 9(d) shall peruse all applications for membership received and all applications for change of grade of members and shall determine the eligibility and grade of members and forward its decision to the Company Secretary for registration;

(ii) The Board of Directors may hold an inquiry into a person or entity’s membership grade and alter it to a grade consistent with this Constitution if the person or entity’s grade of membership is found to be inconsistent with this Constitution. The Board of Directors decision shall be final in regard to a person or entity’s membership grade;

(iii) Unless otherwise determined by the Board of Directors a person or entity shall become a member of the Company at the time of registration by the Company Secretary.

(e) Members bound by Constitution

Each Member shall sign an undertaking to be bound by this Constitution.

9.2 Classes of Membership

(a) Classes of Members

The Directors may:

- (i) establish different classes of Members; and
- (ii) prescribe the qualifications, rights and privileges of persons to become a Member of a class.

(b) Classes of Membership

(i) Life Members

The following shall be eligible for membership as Corporate Members:

- (A) Financial Corporate Grade Members who are considered by the Board of Directors as having provided excellent service to the Company shall be eligible for election by ballot at an Annual General Meeting as a Life Member of the Company provided that their election is endorsed by three fourths of the members present and voting;

- (B) Life membership is the highest award that can be bestowed on an Institute member; and
- (C) Life Members are not required to pay an annual membership subscription fee.

(ii) Corporate Members

The following shall be eligible for membership as Corporate Members:

- (A) Persons who have been authorised by legislation or by a supply authority or inspecting organisation to inspect electrical installations and or equipment for compliance with the minimum standards required by legislation;
- (B) Persons who supervise or control the technical duties of those persons defined in clause (A) above;
- (C) Persons who hold an Electrical Engineering Degree, Diploma, Associate Diploma, Advanced Diploma, Advanced Certificate or Certificate as recognised by the Board of Directors, or equivalent qualifications;
- (D) Persons who are recommended by the Board of Directors (to hold Corporate membership who have held the qualification of an Associate member as defined in clause 9.2(b)(iii) for a period of not less than two years and who continue to hold such qualifications

(iii) Associate Members

The following shall be eligible for membership as Associate Members:

- (A) Persons who hold an electrical workers' licence which allows them to legally carry out electrical installation work in a State or Territory of Australia, or other country acceptable to the Board of Directors without supervision;
- (B) Persons who are not eligible to be Corporate members and who have an active interest or participate in the electrical industry; or
- (C) Such other persons as the Board of Directors may recommend.

(iv) Senior Members

The following shall be eligible for membership as Senior Members:

- (A) Senior Card Holder (Government issued);or
 - (B) Are over 65 years of age;
- and

- (C) May only nominate for a Director's position if a Corporate membership had been held prior to applying for "Senior Member" membership status; and
- (D) Membership Fee is set at 50% of the annual membership fee and nomination fee remains the same.
- (v) Sustaining Members

The following shall be eligible for membership as Sustaining Members:

- (A) Any organisation or company that has an interest in supporting the Institute's aims and objectives may be offered membership as a Sustaining Member;
- (B) A Sustaining Member may have one or more representatives, who are the organisation's contact points. These representatives may attend all meetings of the Company. A representative of a Sustaining Member may also hold membership as Life, Corporate or Associate Member.

9.3 Subscription and Register of Members

- (a) The annual subscription due to the Company from Members other than Life Members and the manner and date in which it shall be paid shall be determined by the Directors.
- (b) The Company Secretary shall keep a Register of Members in which shall be recorded:
 - (i) each Member's name, grade of membership and the member's address.
 - (ii) the date at which the name of each person or company was entered in the Register as a Member; and
 - (iii) the date at which any person that ceases to be a Member during the previous seven years so ceased to be a member.
- (c) A member who is unfinancial for more than 3 months ceases on the expiry of the period to be a member. The date of membership cessation recorded in the membership register is when the member became unfinancial.
- (d) No member shall be entitled to exercise the rights and privileges of a Member unless that person's name appears on the register.
- (e) Provided a Member's name is on the Membership Register they may resign from the Company by sending written notice to the Company Secretary.
- (f) Any person who is registered as a Member, shall thereupon cease to be a member if they:
 - (i) die;
 - (ii) resign in writing;

- (iii) become of unsound mind or become liable to be dealt with in any way under the law relating to mental health;
 - (iv) are convicted of an indictable offence;
 - (v) if they are a company, have a receiver or a receiver and manager appointed to its assets or some of them, or passes a resolution or takes or any action having the effect of its winding up or has such action taken against it;
 - (vi) A resolution of the Company in an Annual General or Special General meeting has been passed to that effect; or
 - (vii) The Member has failed to comply with the requirements of his/its Membership or clause 9.3(c); or
 - (viii) It is brought to the attention of the Board of Directors that a person at the time of submitting an application form for membership made a false statement on that application form and was in fact not eligible for the membership in the grade requested, and that person has not provided, at the request of the Board of Directors, an acceptable written explanation for such false statement
- (g) Any person who was a previous member who had ceased membership pursuant to clause 9.3(f)(ii- viii) may apply for re-admission to the Company as a member. Such application shall be accompanied by the payment of all outstanding monies due by the person to the Company, and the relevant Division's Management Committee may, if it thinks fit, grant such application.
- (h) Any person who was a previous member who has been expelled under clause 9(3)(a) or (c) may apply for re-admission to the Company as a member. Such application shall be considered at an Annual General Meeting of the Company and if the members voting at this meeting deem fit, may grant membership and at such grade of membership, as they determine.

10 Accounts And Audit

10.1 Accounting records

- (a) The Directors shall cause accounting and other records to be kept to correctly record and explain the transactions and financial position of the Company, to enable true and fair profit and loss accounts and balance sheets to be prepared and to permit preparation of any other documents required by the Act or this Constitution.
- (b) The records shall be kept:
 - (i) in such manner as to enable them to be conveniently and properly audited;
 - (ii) for seven years after the completion of the transactions or operations to which they relate; and
 - (iii) at the Company's registered office or at such other place as the Directors think fit.
- (c) The records shall at all times be open to inspection by the Directors.

10.2 Accounts

- (a) Each financial year, the Company shall prepare a financial report and a Directors' report in accordance with the Act.
- (b) The financial report for each financial year shall consist of:
 - (i) the financial statements for the year;
 - (ii) the notes to the financial statements; and
 - (iii) the Directors' declaration about the statement and the notes.
- (c) The financial statements for the year will consist of:
 - (i) a profit and loss statement for the previous financial year of the Company;
 - (ii) a balance sheet at the date to which the profit and loss account is made up;
 - (iii) a statement of cash flows for the year; and
 - (iv) if required by the Accounting Standards, a consolidated profit and loss statement, balance sheet and statement of cash flows.
- (d) The notes to the financial statements shall consist of:
 - (i) disclosures required by the Corporations Regulations;
 - (ii) the notes required by the Accounting Standards (if any); and
 - (iii) if required, any other information necessary to give a true and fair view of the financial position and performance of the Company.
- (e) The Directors' declaration made pursuant to clause 10.2(b) is a declaration by the Directors:
 - (i) that the financial statement, and the notes required by the Accounting Standards, comply with the Accounting Standards;
 - (ii) that the financial statements and the attached notes give a true and fair view of the financial position and performance of the Company;
 - (iii) whether, in the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
 - (iv) whether, in the Directors' opinion, the financial statement and attached notes are in accordance with the Act.

10.3 Auditor

The Company shall appoint an Auditor, only if required under the Act, to audit the Company's financial statements in accordance with the Act.

11 Winding Up

11.1 Rights of Members on winding up

If the Company is wound up or dissolved, the Members have no right to participate in any distribution or payment of the assets or property of the Company.

11.2 Distribution of assets

- (a) If the Company is wound up or dissolved, the assets and property available for distribution after satisfaction of all debts and liabilities shall be given or transferred to some other institution or institutions:
 - (i) which has objects similar to the objects of the Company; and
 - (ii) whose constitution prohibits the distribution of its income and property to an extent at least as great as that imposed by clause 2.2(b)(ii).
- (b) For the purposes of clause 11.2(a), the Directors shall identify the institution or institutions at the time of dissolution.
- (c) If the Directors fail to identify the institution or institutions under clause 70.1, the Supreme Court of Victoria shall make that determination.

12 Indemnity

12.1 Indemnity

Subject to Part 2D.2 of the Act, a person who is or has been an officer (as defined in the Act) or auditor of the Company is indemnified (to the maximum extent permitted by law), out of the assets of the Company against any liability incurred by the person as such an officer or auditor:

- (a) to another person (other than the Company or a related body corporate) unless the liability:
 - (i) is for a pecuniary penalty order made under section 1317G of the Act or a compensation order made under section 1317H of the Act; or
 - (ii) arises out of conduct involving a lack of good faith; and
- (b) for legal costs and expenses incurred by the person, unless the costs and expenses are incurred:
 - (i) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under section 199A(2) of the Act;
 - (ii) in defending or resisting criminal proceedings in which the person is found guilty;
 - (iii) in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established; or

- (iv) in connection with proceedings for relief of the person under the Act in which the court denies the relief.

12.2 Insurance

Except to the extent precluded by the Act (including under section 199B), the Company may pay or agree to pay a premium in respect of a contract insuring the person who is or has been an officer (as defined in the Act) or auditor of the Company or of a related body corporate of the Company against any liability:

- (a) incurred by the person as such an officer or auditor which does not arise out of conduct involving a wilful breach of duty in relation to the Company or a contravention of sections 182 or 183 of the Act; or
- (b) for costs and expenses incurred by the person in defending proceedings as such an officer, whether civil or criminal and whatever their outcome.

13 Observance of Rules

Every member binds themselves to observe and abide by this Constitution, and all by-laws and regulations of the Company, and any amendment or modification thereof.