



*Research, Education, Technical Support & Information*

ABN 69 003 696 526

Unit 50, 8 Avenue of the Americas, Newington, NSW 2127 PO Box 6165, Silverwater, NSW, 1811  
Phone: (02) 9748 4443 Fax: (02) 9748 2858 E-mail [info@wtia.com.au](mailto:info@wtia.com.au) URL <http://www.wtia.com.au>

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**AUSTRALIAN CORPORATIONS LAW**

**A COMPANY LIMITED BY GUARANTEE**

**CONSTITUTION**

**OF**

**WELDING TECHNOLOGY INSTITUTE OF AUSTRALIA**

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WELDING TECHNOLOGY INSTITUTE OF AUSTRALIA

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**CONSTITUTION**  
**OF**  
**WELDING TECHNOLOGY INSTITUTE OF AUSTRALIA**

**1. INTERPRETATION**

1.1 In this Constitution, unless there is something in the subject or context inconsistent therewith:

“approved” means approved by the Council;

“the “Constitution” means the constitution of the Institute

“the Council” means the Council of the Institute constituted as hereinafter provided and includes a meeting of the Council at which a quorum is present;

“the Commonwealth” means the Commonwealth Government or any department, authority, statutory body or other institution or person under the authority thereof;

“the Divisional Secretary” means any person appointed to perform the duties of Secretary of any one of the Divisions of the Institute and includes an Honorary Secretary;

“the Institute” means the Welding Technology Institute of Australia;

“the Law” means the Corporations Law as administered by the Australian Securities and Investments Commission;

“Member” means a member of the Institute and includes each of the categories of members set out in Section 14;

the “Federal Office” means the registered office of the Institute;

“the Register” means the Register of Members kept pursuant to the Law;

“welding” is a process involving the joining of materials. The joining process may or may not involve application of heat and the parts may or may not be fused. For the purposes of the INSTITUTE, welding includes other associated and supporting processes, as well as the processes related to the total life cycle of the welded structure or product.

“in writing” or “written”, unless the contrary intention appears, shall be read as including references to printing, lithography, photography or other modes of representing or reproducing words in a visible form;

words importing the singular number include the plural number and vice versa;

words importing the masculine gender include the feminine and neuter genders;

words importing persons include bodies corporate;

words or expressions contained in these sections shall be interpreted in accordance with the provisions of the Law as in force at the date at which these Sections become binding on the Institute.

## **2. NAME**

- 2.1. The name of the Company is “Welding Technology Institute of Australia” (hereinafter called “the Institute”).

## **3. OBJECTS OF THE INSTITUTE**

The objects for which the Institute is established are:

- 3.1 To promote the advancement of the science, art, process, occupation, practice and standard of welding and other processes associated with or having the same or similar functions or purposes as welding or other allied, ancillary or complementary sciences, arts, processes and occupations (welding, associated processes and other allied, ancillary or complementary sciences, arts, processes and occupations being hereinafter referred to as “welding”).
- 3.2 To undertake, arrange, supervise, provide facilities for and otherwise promote and assist research with respect to welding.
- 3.3 To undertake, arrange and promote the transfer of welding technology for the benefit of members of the Institute and the welding industry.
- 3.4 To promote the advancement of welding technology and associated industries.

## **4. POWERS OF THE INSTITUTE**

The Institute shall have the following powers solely for the purpose of carrying out the aforesaid objects and not otherwise:

- 4.1 To enter into contracts or arrangements with any technical organisation, body, institution or person or any government department, authority, statutory body, university or other place of learning, for the purpose of carrying out any research, investigation or other work related to welding for or on behalf of the Institute pursuant of matters mentioned in paragraphs (3), (4) and (5) or the transfer of welding technology or the objects of the Institute generally.
- 4.2 To encourage and provide facilities for the discovery of, to investigate and test, and to make known the nature or merits of, inventions, processes, procedures, materials and designs relating to welding or which may seem capable of being used by members of the Institute for any of the purposes of welding in its application to trade and industry.
- 4.3 To conduct and carry out or assist in conducting and carrying out all kinds of research, experiments, tests and technical work relating to welding and the designing, building and development of plant, machinery and processes in relation to welding.
- 4.4 To establish, form, equip, maintain, support or assist laboratories, workshops, factories or other buildings and plants (stationary or mobile) for the purposes of research, testing, experimenting and other scientific or technical work in relation to welding.
- 4.5 To establish, provide and maintain rooms, offices, museums, libraries, lecture-halls and other facilities as are necessary for the carrying on of the Institute’s activities.

- 4.6 To disseminate, extend, impart, and promote knowledge of all aspects of welding and their respective application to industrial purposes and to promote proficiency and efficiency therein and to consider, originate and promote reforms and improvements in the application and use of the various welding processes in to and for industrial and commercial purposes.
- 4.7 To afford members of the Institute opportunities for the exchange of ideas and information with respect to the science, art, process, occupation, practice and standard of welding and to encourage proficiency therein and to publish, promote or assist in the publication or supply of information in relation thereto.
- 4.8 To conduct examinations in aspects of welding as prescribed by the Institute and to issue certificates of competency in recognition of the qualifications thereby gained or in recognition of other qualifications prescribed from time to time by the Institute or its Council. Every certificate thus granted must be clearly endorsed that it is merely a certificate issued on behalf of the Institute without implying in any way that it takes effect under any government department, statutory or other power or authority, unless the Institute is lawfully authorised to endorse or imply otherwise.
- 4.9 To assist in and advise on the formulation of Australian Standards for industrial application as they are related to welding.
- 4.10 To act on behalf of the welding industry to offer advice to and to otherwise encourage educational authorities to achieve and maintain the educational standards required by the industry and the rationalisation of those standards throughout Australia.
- 4.11 To establish, form, regulate and control a division of the Institute in each State and Territory of the Commonwealth of Australia, as is practicable, pursuant of the objects of the Institute and to encourage the formation of branches of those divisions.
- 4.12 To establish, form, regulate and control a division of the Institute in any foreign Country, as is practicable, pursuant of the objects of the Institute and to encourage the formation of branches of those divisions. Provided that the establishment of such divisions and branches does not violate in any way the policies or laws of the foreign Country and is compliant with the policies, laws and regulations of the Commonwealth of Australia.
- 4.13 To arrange, conduct, or participate in any congress, seminar, conference, symposium, lecture, training course, exhibition, demonstration, public meeting or other activity pursuant of the objects of the Institute or which will assist with the promotion, development or administration of the Institute.
- 4.14 To produce, publish and distribute all such books, manuals, pamphlets, periodicals, magazines, posters, films, videos and other publications or training aids as a means of the dissemination of knowledge which the Institute considers is necessary for or conducive to the carrying out of the objects of the Institute and to accept and publish advertisements therein on such terms as it considers desirable.
- 4.15 To collect, arrange, index and publish information relative to materials, methods, processes, patents, machines, appliances, tools and other things related to welding and to establish or maintain a bureau or data bank of information on such aforesaid matters for the benefit of members of the Institute and others.
- 4.16 To establish, endow, maintain, contribute towards or otherwise support any scholarship, bursary, lectureship, prize, medal or award to enable, assist or reward any proficiency, research, investigation, experiment, literary contribution, essay or effort connected directly or in any other manner with welding or the application of welding to trade or industry. Provided that no member of the Institute shall receive any scholarship, bursary, lectureship,

prize, medal, award or distinction of monetary values except as a successful competitor at any competition held or promoted by the Institute.

- 4.17 To apply to any government, government department, statutory authority, public body, local government or other authority, corporation, company or person for and accept grants of money or of real or personal property of any kind, gifts, subscriptions, sponsorship or any other assistance for the carrying out of the objects of the Institute.
- 4.18 To subscribe to, become a member of, and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Institute. Provided that the Institute shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Institute under or by virtue of Clause 5 of this constitution.
- 4.19 In furtherance of the objects of the Institute to acquire by purchase, hire, lease, exchange, application, grant, gift or otherwise howsoever:
- (i) any real property and any estate or interest therein, whether such property be held in fee simple or be leasehold property or property held under any other tenure,
  - (ii) any easement or other right or interest in any such property,
  - (iii) any personal property,
  - (iv) any patents, patent rights or inventions, copyrights, design, trade marks, secret processes, technical information, licenses, franchises and other rights, privileges or concessions.

Provided that in case the Institute shall take or hold any property which may be subject to any trusts the Institute shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- 4.20 To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise that may seem conducive to the objects of the Institute or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Institute may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 4.21 To appoint, employ, remove or suspend such professional or technical advisors, research workers, instructors, supervisors, managers, clerks, secretaries, workmen and other persons as may be necessary or convenient for the purposes of the Institute.
- 4.22 To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Institute or the dependents or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurances; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- 4.23 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly, or indirectly, to advance the Institute's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- 4.24 To invest and deal with money of the Institute not immediately required in such manner as may be permitted by law for the investment of trust funds.

- 4.25 To borrow or raise or secure the payment of money in such manner as the Institute may think fit and secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Institute in any way and in particular by the issue of debentures perpetual or otherwise charges upon all or any of the Institute's property (both present and future), and to purchase, redeem or pay off such securities.
- 4.26 To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 4.27 In furtherance of the objects of the Institute to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Institute and to grant licences to use patents, copyrights, designs, secret processes or other property of the Institute.
- 4.28 To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Institute's property of whatsoever kind sold by the Institute, or any money due to the Institute from purchasers and others.
- 4.29 To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Institute but subject to the proviso in paragraph (19) of this Section 4.
- 4.30 In furtherance of the objects of the Institute to guarantee the contracts, liabilities or obligations of any person or body (corporate or unincorporate).
- 4.31 To pay the costs, charges and expenses of the formation and establishment of the Institute.
- 4.32 To do any of the things mentioned in this clause alone or in conjunction or association or co-operation with any other persons or bodies corporate or unincorporate.
- 4.33 To procure the Institute to be registered or recognised in any part of the world.
- 4.34 To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- 4.35 To implement an appeals process for any operation within the Institute.

Provided that the Institute shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions which if an object of the Institute would make it a trade union within the meaning of the Trade Unions Act 1958.

The powers set forth in Sub-section 161(1) of the Corporations Law as administered by the Australian Securities and Investments Commission shall not apply to the Institute except insofar as they are included in this Section 4.

## **5. INCOME, EXPENDITURE AND PROPERTY**

- 5.1 The income and property of the Institute whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the members of the Institute.
- 5.2 Nothing herein contained shall prevent the payment in good faith:

- 5.2.1 of reasonable and proper remuneration to any officer or servant of the Institute or to any member of the Institute in return for services actually rendered to the Institute,
  - 5.2.2 for goods supplied by any member of the Institute in the ordinary or usual way of business,
  - 5.2.3 of interest, at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Constitution, upon money lent by any member of the Institute,
  - 5.2.4 of reasonable and proper rent for premises demised or let by any member of the Institute,
  - 5.2.5 to a member of the Institute, by way of reimbursement of reasonable travelling and sustenance expenses incurred by him when engaged on the affairs or business of the Institute.
- 5.3 No member of the Council or other governing body of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees and no remuneration or other benefit in money or money's worth shall be paid or given by the Institute to any member of such Council or governing body, except interest on money lent as mentioned in paragraph (5.2.3), rent as mentioned in paragraph (5.2.4), and reimbursement of expenses as mentioned in paragraph (5.2.5), of Sub-Section (2) of this Section 5.
- 5.4 This clause shall not apply to a payment to a company or corporation of which a member of the institute or a member of such council or governing body, is a member and in which he holds less than one-hundredth part of the capital; and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

## **6. ADDITION, ALTERATION OR AMENDMENT**

No addition, alteration or amendment shall be made to or in the Constitution for the time being in force, unless the same shall have been previously submitted to and approved by the Australian Securities and Investments Commission (hereinafter called "the Commission").

## **7. LICENCE CONDITIONS**

The fifth, sixth and eleventh sections of this Constitution contain conditions upon which a licence is granted by the Commission to the Institute in pursuance of the provisions of Sections 150 and 151 of the Corporations Law as administered by the Commission, hereinafter referred to as the Law. For the purpose of preventing any evasion of the provisions of the said sections the Commission may from time to time on the application of any member of the Institute and on giving notice to the Institute of its intention so to do and after affording the Institute an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the Institute.

## **8. LIABILITY OF MEMBERS**

The liability of the members is limited.

## **9. LIMIT OF LIABILITY OF MEMBER**

Every Member of the Institute undertakes to contribute to the property of the Institute in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Institute (contracted before he ceases to be

a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding one hundred dollars (\$100.00).

#### **10. DISTRIBUTION OF ASSETS AFTER WINDING-UP OR DISSOLUTION**

If upon the winding-up or dissolution of the Institute there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Institute and whose Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Section 5 hereof, such institution or institutions to be determined by the members of the Institute at or before the time of the dissolution and in default thereof by application to the Supreme Court of New South Wales of determination. Provided that if at the time of the winding-up or dissolution the Institute is in receipt of a grant from the Government of the Commonwealth of Australia the determination by the members of the Institute of such institution shall be subject to the approval of the said Government.

#### **11. TRUE ACCOUNTS**

True accounts shall be kept of the sums of money received and expended by the Institute and the matters in respect of which such receipt and expenditure takes place, and of the property, assets and liabilities of the Institute and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Constitution for the time being in force shall be open to the inspection of the members. Once at least in every year, the accounts of the Institute shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Law.

#### **12. REGISTERED OFFICE**

The registered office of the Institute shall be that from which Federal business is directed.

#### **13. MEMBERSHIP**

13.1 The subscribers to the Constitution and such other persons or organisations, whether national or foreign, as the Council shall admit to membership in accordance with this Constitution, shall be members of the Institute.

13.2 The number of members of the Institute is unlimited.

#### **14. CLASSIFICATION OF MEMBERSHIP**

Membership shall be divided into two sections as follows:

- (a) Sustaining Members
- (b) Regular Members

Categories of membership within each section, and the qualifications for admission to those categories, shall be as defined from time to time by the Council and detailed in the By-laws.

#### **15. SPECIAL CONDITIONS OF MEMBERSHIP**

15.1 Each member of the Institute shall be attached to one of the Divisions of the Institute.

- 15.2 No individual Member or nominated representative of a Sustaining or Regular Member may be attached to more than one Division.
- 15.3 Subject to conditions as prescribed by the Council, members of the Institute shall be entitled to advertise or otherwise make known such membership for business or for personal reasons and may display the Institute's logo.
- 15.4 Additional special conditions applying to specific categories of membership shall be as determined by Council and promulgated in the By-laws.

## **16. ADMISSION OF MEMBERS**

- 16.1 The application for membership shall be made in writing, signed by the applicant and shall be in such form and shall contain or accompany such evidence of qualification for admission, as the Council may from time to time prescribe or require.
- 16.2 The Council shall have the absolute discretion to grant, defer or refuse any application for membership or transfer of membership from one category to another or to stipulate the category of membership to which an applicant may be admitted or transferred commensurate with these Sections. Such decisions by Council shall be final for which no reasons need be given. The Council may exercise these discretions directly or, alternatively, may delegate all or part to a Division to act on its behalf.
- 16.3 Every application for admission as a Member shall be forwarded directly to the Federal Office for processing in accordance with Section 16.2.

In no case shall the Institute be required to give any reason for the rejection of an applicant.

- 16.4 Each Member shall agree to observe the provisions of this Constitution and all by-laws rules and regulations of the Institute for the time being in force.

## **17. REGISTER OF MEMBERS**

- 17.1 A Register of all members of the Institute shall be kept and maintained at the Federal Office. The Register shall be kept in such manner as is required by the Law and shall include such particulars as the Council prescribes.
- 17.2 Any Member, or nominated representative of any Member, who shall at any time change his address or occupation as recorded for the time being in the Register, shall forward written advice without delay to the Federal Office or to the respective Divisional Secretary. The Institute shall be entitled to act on such written advice and may direct all correspondence to the address last notified to the Institute by the Member or nominated representative.
- 17.3 The registration and rights of any individual Member of the Institute shall not be transferable shall cease on death, resignation or removal from membership.

## **18. CESSATION OF MEMBERSHIP**

- 18.1 A Member shall cease to be a member of the Institute:
  - (a) if he resigns by notice in writing to the Federal Office.

- (b) if, being a natural person, he becomes bankrupt or makes any assignment or composition with his creditors generally, or, being a corporation, a resolution is passed or an order is made for its winding up;
- (c) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) if any entrance fee, subscription or other due payable by him remains unpaid for six months after it has become payable and after compliance with Section 20.4, he shall cease to be a member;
- (e) if he is expelled in accordance with Section 18.2.

18.2 If any Member willfully refuses or neglects to comply with the provisions of the Constitution of the Institute or is guilty of any conduct, which in the opinion of the Council, is unbecoming of a Member or prejudicial to the interests of the Institute, the Council shall have power by resolution to censure, fine, suspend or expel the Member from the Institute.

Provided that at least fourteen days before the meeting of the Council at which such a resolution is passed the Member shall have had notice of such meeting and the nature of what is alleged against him and requiring him to attend and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally, or in writing, any explanation or defence he may think fit and if at the meeting such a resolution be passed the Member concerned shall be dealt with accordingly and in the case of a resolution for his expulsion the Member shall be expelled. For the purposes of this Section the Council may delegate any of its power, functions or duties in accordance with Section 35.2(g).

## **19. RESIGNATION OF A MEMBER**

A Member may at any time, by giving one month prior notice in writing to the Federal Office or Divisional Secretary, resign his membership of the Institute but, nevertheless, shall continue to be liable for any annual subscription and all arrears, due and unpaid at the date of his resignation and for all other monies due by him to the Institute and, in addition, for any sum for which he is liable as a member of the Institute under Section 9 of the Constitution.

## **20. FEES AND SUBSCRIPTIONS**

- 20.1 Membership fees and subscriptions payable to the Institute shall be reviewed and set annually by the Council for each succeeding year.
- 20.2 Subscriptions shall be due and payable, after receipt of an invoice, on the first day of January or at such other date as determined by the Council, of each calendar year covered by the subscription.
- 20.3 Members may pay up to three years subscriptions in advance if they so desire. In these circumstances the subscription rate for each year shall be that which is set by the Council for the first year of the advance payments. Should a Member cease to retain his membership for any of the reasons covered in Sections 18 and 19 then advance payments covering any full year may be refunded at the discretion of the Council.
- 20.4 If the subscription of a Member or other fees payable by a Member remain unpaid for a period of six calendar months after the due date and after dispatch of a reminder invoice, then the Member shall, after written notice of the default has been dispatched to him and by resolution of the Council or Divisional Committee (as appropriate), cease to be a member of the Institute. The Member shall remain liable for payment of all arrears as if he resigned. The Council or Divisional

Committee (as appropriate) may reinstate the Member on payment of all arrears if deemed proper and appropriate to do so.

- 20.5 New applications for membership shall be accompanied by payment of the relevant fees. Those whose application is accepted between the first day of July and the thirtieth day of September in any year, inclusive, shall be liable for payment for half of the subscription for the current year whilst those whose application is accepted between the first day of October and the thirty first day of December in any year, inclusive, shall not be liable for payment of any subscription for the current year but shall be liable for the full subscription for the succeeding year.
- 20.6 The Council may at any time waive or defer payment of subscriptions or arrears or other fees of any Member, or temporarily defer membership, in cases of undue hardship or other special circumstances considered worthy of such action. The Council may take such action directly or on the recommendation of a Divisional Committee.

## **21. GENERAL MEETINGS**

- 21.1 An Annual General Meeting of the Institute shall be held in accordance with the provisions of the Law.
- 21.2 The Annual General Meeting shall be held once in every calendar year at such time not being more than five (5) months after year end. Annual General Meetings are to be held in a Division at the discretion of the Council.
- 21.3 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 21.4 The Council may at any time it sees fit, convene an Extraordinary General Meeting. An Extraordinary General Meeting may also be convened by a requisition made in writing to the Executive Director by not less than five per cent of the members of the Institute who are entitled to vote or in default may be convened by such requisitionists as provided by the Law.
- 21.5 The Council may, as it sees fit, conduct an Extraordinary General Meeting as a series of separate Extraordinary General Meetings in each Division of the Institute. In these circumstances resolutions shall be decided on the basis of a simple majority of the aggregate of all votes at such separate meetings.
- 21.6 All business shall be deemed special that is transacted at an Extraordinary General Meeting; also, all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council and Auditors, the declaration of the election of officers and members of the Council in place of those who are retiring and confirmation of the appointment of the Auditors.

## **22. NOTICE OF GENERAL MEETINGS**

At least twenty-one days notice (exclusive of the day on which the notice is served or deemed to be serviced) of every General Meeting shall be given to each member who is entitled to vote. A copy of the Annual Accounts for presentation at the AGM shall be included with the notice. In the case of special business the general nature of that business shall be given in the notice.

## **23. QUORUM AT GENERAL MEETINGS**

- 23.1 No business shall be transacted at any General Meeting unless a quorum is present.

- 23.2 Fifteen Members entitled to vote present in person or by proxy or by representative who are at any Annual General Meeting duly convened shall constitute a quorum with power to act. Fifteen Members present in person or by proxy or by representative who are entitled to vote at any Extraordinary General Meeting duly convened shall constitute a quorum with power to act.
- 23.3 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such other day and at such other time and place as the Council may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than five) shall be a quorum.
- 23.4 The President shall preside as Chairman at every General Meeting of the Institute or, if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unable to act, then the members of the Council present shall select one of their number present to be chairman or in default of their doing so the Members present shall elect a Member to be the Chairman of the meeting.
- 23.5 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
- 23.6 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is demanded-
- (a) by the Chairman, or
  - (b) by at least three Members present in person or by proxy.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Institute, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution..

- 23.7 If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
- 23.8 In the case of an equality of votes, whether on a show of hands or a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

## **24. PROXIES**

- 24.1 At any General Meeting votes may be given either personally or by proxy.
- 24.2 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct his proxy in favour of or against any proposal resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.



**26. COUNCIL**

There shall be a governing Council of the Institute whose members shall consist of the following:

- (a) Appointees of Divisions comprising one Member from each Division who is elected by each respective Divisional Committee.
- (b) Appointees of Sustaining Members who are elected by those Members and in such numbers as to equal the number of Divisional Appointees.

Council may call for up to two (2) additional nominees to Council from Sustaining Members not already represented on Council.

- (c) Appointees of the Commonwealth who are appointed under Section 29.1.
- (d) Non voting ex-officio members comprising:
  - (i) Executive Director of the Institute.
  - (ii) Honorary Treasurer if not a member of the Council under (a) or (b).
  - (iii) Others provided for in Section 30.1.
- (e) The Chairman of the Qualification & Certification Board, the Chairman of the Technology & Research Board and the Chairman of the Divisional Board.
- (f) At the discretion of Council.
  - (i) An appointee of a Cooperative Research Centre.
  - (ii) An appointee of the CSIRO.

**27. ELECTION OF PRESIDENT**

The Council shall elect from amongst its members who were elected according to Section 26(a), 26(b) or 26(e) a person to be President.

**28. TERMS OF OFFICE**

- 28.1 Members of the Council as elected according to Section 26(a), 26(b) or 26(e) shall be elected for a three year term of office and shall be eligible for re-election for any number of succeeding terms of three years, consecutive or otherwise.
- 28.2 One third of the members of the Council (or the nearest practicable proportion thereof), as elected according to Section 26(a) or 26(b) shall be elected to Council each year.
- 28.3 The President shall be elected for a three year term of office and shall be eligible for re-election for a succeeding term not exceeding three years after which he must retire from that office.
- 28.4 For the whole term of office as President, the President shall continue as a member of the Council appointed under Section 26(a), 26(b) or 26(e) automatically.
- 28.5 The term of office of every member of the Council who is appointed under Section 26(a), 26(b) or 26(e) shall be deemed to commence from the Annual General Meeting held nearest to the third anniversary thereafter.

**29. COMMONWEALTH APPOINTMENTS TO COUNCIL**

- 29.1 During any time the Institute is in receipt of Commonwealth grants or Commonwealth assistance in any form and at any other time if invited by the Council to do so, the Commonwealth may from time to time appoint any person (whether a member of the Institute or not) as an additional member of the Council provided that there shall not be at any time more than two persons so appointed under this Section.
- 29.2 The Commonwealth may at any time revoke the appointment of any person appointed under Section 29.1 and any such person shall vacate office on the happening of any of the events specified in Section 31 which apply to him.
- 29.3 The Commonwealth may make a new appointment to replace the person whose appointment has been revoked or who has vacated office under Section 31.
- 29.4 A Commonwealth appointee shall hold office as an additional member of the Council for a period of three years or if the lesser period, until the reason for his appointment ceases to apply.
- 29.5 If a Commonwealth appointment is required to continue as an additional member of the Council after the expiration of each three year term the appointee shall be reconfirmed as such by the Commonwealth or the Commonwealth may make a new appointment in his stead.

**30. EX-OFFICIO MEMBERS OF THE COUNCIL**

- 30.1 The Council may at any time and for any period of time as it sees fit, appoint any person as an ex-officio member of the Council whether a member of the Institute or not.
- 30.2 Ex-officio members of the Council appointed under Section 30.1 shall be permitted to attend meetings of the Council, at Councils discretion. They shall not have the right to vote but shall have the right to offer advice, make recommendations, speak for or against resolutions before the Council and perform specific tasks for and on behalf of the Council.

**31. VACATION OF OFFICE**

- 31.1 The office of a member of the Council appointed under Section 26(a), 26(b), 26(c), 26(e), 26(f) or 26(g) shall be vacated:
- (a) if by notice in writing to the President he resigns his office;
  - (b) if he holds any office of profit under the Institute;
  - (c) if (not being a Commonwealth appointee) he ceases to be a Member of the Institute who is entitled to hold office;
  - (d) if (not being a Commonwealth appointee) he is not a member of the Institute who is entitled to hold office and ceases to be a representative of a Sustaining Member;
  - (f) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - (g) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (h) if he is absent from two consecutive meetings of the Council without leave of absence from the Council and without being represented by an alternate and the Council resolves that his office be vacated;

- (i) if he is directly or indirectly interested in any contract or proposed contract with the Institute, provided, however, that the office of a member of the Council shall not be vacated by reason of his being a member of any corporation or company which has entered or proposes to enter into a contract with the Institute if such corporation or company is among the class of corporations or companies referred to in sub-clause (4) of Clause 5 of the Constitution of the Institute and if he has declared the nature of his interest in manner required by the Law;
- (j) if (not being a Commonwealth appointee) he is removed by resolution of the Institute under Section 31.2;
- (k) if he is prohibited from being a director of a company under any of the provisions of the Law.

Provided that nothing in this Section shall affect the operation of Clause 5 of the Constitution of the Institute. In the case of any doubt or dispute the date of vacating of office shall be effective from such date as determined by the Council.

- 31.2 The Institute in General Meeting may by a simple majority remove any member of the Council (except a Commonwealth appointee) from office.

## **32. DUTIES OF PRESIDENT**

The President shall be the nominal Head of the Institute and shall preside as chairman at all General Meetings and meetings of the Council and Executive Committee.

## **33. CASUAL VACANCIES**

- 33.1 Should a casual vacancy occur in the office of any member of Council appointed under Section 26(a) the Division whose nominee held that office shall nominate a qualified person to fill the vacancy for the remaining period of the original appointment. If the Division fails to nominate a replacement within two months the Council may appoint a qualified member from the Division affected for the remaining period of the original appointment.
- 33.2 Should a casual vacancy occur in the office of any member of Council appointed under Section 26(b) the Sustaining Members whose nominee held that office may nominate a qualified person to fill the vacancy for the remaining period of the original appointment. If the Sustaining Members fail to nominate a replacement within two months the Council may appoint a qualified member to represent Sustaining Members for the remaining period of the original appointment.
- 33.3 At no time shall the number limitations imposed by Section 26 be exceeded.

## **34. ELECTION AND NOTIFICATION OF COUNCILLORS**

- 34.1 Members of the Council who are appointed under Section 26(a) shall be elected by each respective Divisional Committee. Notification shall be by a certificate in writing under the hand of the Divisional Secretary delivered to the Federal Office at least forty days prior to the Annual General Meeting from which the appointment is to commence.
- 34.2 Members of the Council who are appointed under Section 26(b) shall be elected by a preferential ballot, conducted by post by the Executive Director, to be concluded at least two days prior to the Annual General Meeting from which the appointments are to commence. The method of election shall take place in the following manner:
- (a) A candidate to represent the Sustaining Members shall be a Member of the Institute and shall be nominated by two Sustaining Members.

- (b) The Executive Director shall notify all Sustaining Members of when nominations are due at least thirty days in advance.
- (c) Each nomination, which shall be in writing and signed by the candidate and his proposer and seconder, shall be lodged with the Executive Director at least fourteen days prior to the due date of the election.
- (d) A list of the candidates names in alphabetical order, with the respective proposers and seconders names shall be posted in a conspicuous place in the Federal Office for at least seven days prior to the due date of the election.
- (e) Ballot papers shall be prepared (if necessary) containing the names of the candidates only in alphabetical order and posted to each Member eligible to vote.
- (f) Ballot papers duly completed shall be returned to the Executive Director who will arrange for independent scrutineers to witness the ballot.
- (g) In the case there shall not be sufficient number of candidates nominated the Council may fill up the remaining vacancy or vacancies provided that at no time shall the number limitations imposed by Section 28 be exceeded.

### **35. POWERS OF THE COUNCIL**

35.1 The management of the affairs and business of the Institute shall be vested in the Council which, in addition to the powers and authorities expressly conferred upon it by these Sections, may exercise all such powers and do all such acts and things as may be exercised or done by the Institute and are not hereby or by the Law expressly directed or required to be done by the Institute in General Meeting; but subject to any regulations from time to time made by the Institute in General Meeting, provided that no regulation shall invalidate any prior act of the council which would have been valid if the regulation had not been made.

35.2 Without prejudice to and not in any way in limitation of the powers conferred by Section 35.1 and the other powers conferred by these Sections, it is hereby expressly declared that the Council shall have the following powers:

- (a) to make and impose, vary and repeal by-laws, rules and regulations for the administration and government of the Institute and its Divisions and for carrying its objects into effect; provided that:
  - (i) no by-law, rule or regulation shall operate so as to affect or vary any of the provisions of these Sections, and
  - (ii) any by-law, rule or regulation so made and any variation or repeal thereof shall be submitted to a vote at the Annual General Meeting of the Institute which is held next after the making thereof, and such by-law, rule, regulation, variation or repeal may be endorsed, varied or repealed by a simple majority at the Annual General Meeting;
- (b) to pay the costs, charges and expenses incidental to the continued registration and promotion of the Institute;
- (c) to pay all expenses incurred in carrying out the objects of the institute;
- (d) to determine who shall be entitled to sign on behalf of the Institute bills of exchange, promissory notes and other negotiable instruments, receipts, acceptances, endorsements, cheques, releases, contracts, certificates, correspondence and documents;

- (e) to appoint and maintain a Welding Technology and Research Board (to which persons who are not members of the Institute may be appointed) to act in an advisory capacity to the Council in the working and co-ordination of programmes of research in connection with welding in all its aspects and, in particular, in liaison with government and private research organisations and in its application to trade and industry, and to make and impose upon the Board such rules and regulations and vary them from time to time as the Council thinks fit;
  - (f) to appoint and maintain such other Boards as the Council may from time to time determine are necessary to facilitate achieving the aims of the Institute. Persons so appointed may or may not be Members. The Council shall make and impose upon such Boards such rules and regulations as may be necessary and may vary them from time to time as the Council deems fit;
  - (g) to delegate any of its powers and or functions (not being duties imposed on the Council as the directors of the Institute by the Law or the general law) to committees consisting of two or more members of the Council and to make and impose upon such committees such rules and regulations and vary them from time to time as the Council thinks fit;
  - (h) by power of attorney under the seal of the Institute to appoint at any time and from time to time any person to be the attorney of the Institute for such purposes with such powers and for such period and subject to such conditions as the Council thinks fit;
  - (i) to appoint and at its discretion to dismiss, remove or suspend all such managers, secretaries, officers, clerks, agents and servants for permanent, temporary or special services as it may from time to time think fit, and to determine their duties and conditions of employment, and to fix and pay their salaries or emoluments and, in particular, to appoint and employ an "Executive Director", who shall be entrusted with the general direction and supervision of the work and staff of the Institute and shall have such other powers as Council may define from time to time.
- 35.3 The Council may exercise all the powers of the Institute including the power to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Institute.
- 35.4 For the purpose of Section 5 of the Constitution the rate of interest payable in respect of money lent by a member to the Institute shall not exceed the lowest rate paid for the time being by banks in the State in respect of term deposits.

### **36. PROCEEDINGS OF THE COUNCIL**

- 36.1 The Council shall meet at least once per year, on the advice of the Executive Committee, for the dispatch of business referred to it and may adjourn and otherwise regulate its meetings as it thinks fit.
- 36.2 The quorum necessary for the transaction of business of the Council shall be six voting members, of which at least two members shall be those appointed under Section 26(a) and at least two members shall be those appointed under Section 26(b).
- 36.3 If at any meeting of the Council, the President is not present or is unwilling or unable to act, the members of the Council present shall choose one of their number to be Chairman of the meeting.
- 36.4 A meeting of the Council at which a quorum is present shall be competent to exercise all the powers and discretions for the time being exercisable by the Council.

- 36.5 The continuing members of the Council may act notwithstanding any vacancy in the Council, but if and so long as their number is reduced below the number fixed by or pursuant to these Sections as the necessary quorum of the Council, the continuing members or members may act for the purpose of increasing the number of members of the Council to that number or of summoning a General Meeting of the Institute, but for no other purpose.
- 36.6 Questions arising at any meeting of the Council or at any meeting of a board appointed by the Council or at any meeting of a committee with powers delegated by the Council, shall be determined by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall have a casting vote.
- 36.7 A member of the Council or office bearer of the Institute shall not vote in respect of any contract or proposed contract with the Institute in which he has directly or indirectly any pecuniary or other interest, or any matter arising there-out, and if he does so vote his vote shall not be counted.
- 36.8 The Council or any board appointed by the Council or any committee with powers delegated by the Council, may determine a resolution without any meeting. A resolution so determined must be evidenced in writing under the hands of a majority of all elected and appointed members of the Council, board or committee and it shall be as valid and effectual as a resolution passed at a meeting of the Council, board or committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Council, board or committee.
- 36.9 The Council or any board appointed by the Council or any committee with powers delegated by the Council, may meet together either in person or by telephone, radio, conference television or any other form of audio or audio-visual instantaneous communication and may regulate such meetings as it thinks fit. A resolution passed by such a conference shall, notwithstanding that the Councilors are not present together at one place at the time of the conference, be deemed to have been passed at a meeting of the Council held on the day and at the time at which the conference was held. The provisions of these Sections relating to proceedings of Council meetings shall apply, so far as they are capable of application, to such conference.
- 36.10 Any member of the Council or of the Executive Committee who is absent from any meeting thereof shall be entitled to record his vote on any resolution before such meeting by letter signed by him and delivered or sent by facsimile transmission to any member of the Council present thereat either before or at such meeting and such vote so recorded shall be accepted and recognised by the members present at such meeting, if delivered before the said matter is dealt with by it, as though recorded at such meeting by such members being present in person.
- 36.11 Any member of the Council or of the Executive Committee who is unable to attend any meeting thereof may by notice to the President prior to such meeting appoint a member of the Institute, who is entitled to hold office whether a member of the Council or not, to act as a substitute Councillor at that meeting or any adjournment thereof. Any such substitute Councillor shall have the same privileges of deliberation and voting as other members of the Council, at the meeting which they are appointed to act or any adjournment thereof. No substitute Councillor shall be eligible to act as a substitute Councillor for more than one member of the Council.

### **37. EXECUTIVE COMMITTEE**

- 37.1 The Council shall appoint a committee to be known as the Executive Committee whose duties shall be:
- (a) to process all business matters of the Institute referred to it by the Council
  - (b) to process the continual and general business of the Council between meetings of the Council;

- (c) to make recommendations of new policy or policy amendments to the Council for consideration by the Council;
  - (d) to carry out other duties as delegated by the Council.
- 37.2 The Executive Committee shall consist of the President and at least four other members of the Council .
- 37.3 Three voting members of the Executive Committee shall constitute a quorum.
- 37.4 The members of the Executive Committee shall be appointed by the Council for periods up to three years as it thinks fit. At the end of an appointment the Council may re-appoint any member for a further term.
- 37.5 The Executive Director of the Institute shall be an ex-officio non voting member of the Executive Committee.
- 37.6 In any dealings with the Executive Committee, any person, corporation or organisation who is not in receipt of any express notice to the contrary shall be entitled to assume that the Executive Committee is authorised and empowered to exercise all rights and powers of the Council.

### **38. HONORARY TREASURER**

The Honorary Treasurer shall be a Member and shall be appointed by the Council for such term, and upon such conditions as it thinks fit, and any Honorary Treasurer so appointed may be removed by it. Any Member so appointed shall forthwith become an office bearer of the Institute and if not already a member of the Council, ex-officio a non-voting member of the Council and shall be subject to the provisions of Clause 5 of the Constitution.

### **39. MINUTES AND RECORDS**

- 39.1 The Council shall cause minutes to be duly entered in books provided for the purpose-
- (a) of the names of the members of the Council present at each meeting of the Council and of all present at each meeting of the Welding Technology and Research Board and other duly appointed Boards;
  - (b) of all declarations made or notices given by any member of the Council (either generally or specially) of his interest in any contract or proposed contract or of his holding of any office or property whereby any conflict of duty of interest may arise;
  - (c) of all resolutions and proceedings of General meetings of the Institute and of meetings of the Council and committees of the Council and the said Boards,

and any such minutes of any meetings of the Council or of any committee of the Council and the said Boards if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.

- 39.2 The Council shall cause to be kept in accordance with the provisions of the Law -
- (a) if it issues debentures, a register of holders thereof;

- (b) a register of charges;
- (c) a register of the members of the Council, managers and secretaries and all other officers appointed by the Council.

#### **40. SEAL**

The Council shall provide a common seal for the Institute and shall provide for the safe custody of the seal which shall only be used by the authority of the Council or by a committee thereof duly authorised by the Council to so do and every instrument to which the seal is affixed shall be signed by at least one member of the Council and every such instrument shall be countersigned by another member of the Council or by some other person appointed by the Council for that purpose.

#### **41. OBJECTIONS TO RESEARCH**

- 41.1 Any member of the Institute who considers that his interests may be prejudicially affected by any research proposed to be undertaken by or for the Institute or with its assistance or co-operation may appeal to the Council against the particular work objected to and shall set forth in the appeal the grounds for the objection. The Council shall determine all questions raised on such appeal after having received a report from the Welding Technology and Research Board on the subject. The decision of the Council shall be final.
- 41.2 No member of the Institute shall be entitled to require discovery of or any information respecting any research work, or make use of any information regarding any research undertaken by or for the Council or with its assistance or co-operation, except in strict accordance with the rules and regulations made by the Council.

#### **42. ACCOUNTS**

- 42.1 The Council shall cause proper accounting and other reports to be kept of the sums of money received and expended by the Institute and of matters in respect of which such receipts and expenditures take place and of the assets and liabilities of the Institute, and of all sales and purchases of goods and services by the Institute.
- 42.2 The books of account shall be kept at the registered office of the Institute or at such other place or places as the Council thinks fit and shall be open at any time for inspection by the Executive Director, Honorary Treasurer and such other officers or servants of the Institute as may be authorised by the Council.
- 42.3 The accounts and books of the Institute shall be open for inspection by any member of the Council upon his request and as is required to perform his duty as a member of the Council.
- 42.4 No member of the Institute except a member of the Council shall have any right of inspecting any account or book or paper of the Institute except as provided by the Law or by Clause 11 of the Constitution or as authorised by the Council or by the Institute in General Meeting.
- 42.5 The Council shall cause a profit and loss account and a balance sheet (including every document required by law to be attached thereto) and the Auditor's report to be prepared and laid before the Institute in General Meeting, and copies thereof to be sent to all persons entitled to receive notices of general meetings of the Institute, in each case at the times and in the manner required by the Law; provided that the Council shall cause to be made and laid before each Annual General Meeting a balance sheet and profit and loss account, to be made up to date as is practicable before the date of the meeting.

**43. AUDIT**

A properly qualified Auditor or Auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with the Law and Clause 11 of the Constitution.

**44. DIVISIONS AND BRANCHES**

44.1 In pursuance of the objects of the Institute there shall be a Division of the Institute in each State and Territory of the Commonwealth of Australia, as is practicable and in any foreign Country as the Council may from time to time decide.

44.2 The name of each Division shall be that of the State, Territory or foreign Country in which it is situated.

44.3 The boundaries of each Division shall be determined by the Council but shall conform generally, as is practicable, to the boundaries of the State, Territory or foreign country in which it is situated.

44.4 Within a Division, Branches may be formed with the approval of the Council.

**45. ORGANISATION OF DIVISIONS**

45.1 Each Division of the Institute shall be managed by a committee known as the Divisional Committee comprised of members of the Institute who are entitled to hold office and who are elected annually by Members attached to the Division who are entitled to vote.

45.2 A Divisional Committee shall consist of a Chairman, Vice-Chairman, and/or Divisional Administrator, Honorary Secretary, Honorary Treasurer and such number of committee members as the Divisional Committee decides is necessary to perform its functions.

45.3 The Council shall entrust each Divisional Committee with the organisation and management of the affairs of the Division and with the carrying out or giving effect to the objects and purposes of the Institute within the Division.

45.4 The first Divisional Committee in each Division shall be appointed by the Council to hold office and to exercise all powers and functions of the Divisional Committee (including the making of By-laws according to Section 45.7) until the first election of the Divisional Committee of the Division under Section 45.1.

45.5 Each Branch within a Division shall be managed by a Committee elected annually by and from members of the Branch and shall consist of a Chairman and such other officers as may be deemed necessary to perform the duties and functions of the Branch. A Branch Committee shall be responsible to its Divisional Committee who shall make By-laws to ensure the proper conduct and functioning of the Branch within the objects of the Institute and the requirements of the Council.

45.6 There shall be at least one Member from each Branch in a Division on the Divisional Committee of that Division.

45.7 The Divisional Committee may make, vary and repeal By-laws, not inconsistent with the Constitution, as are generally required for the management and organisation of the Division, and for the election and appointment of the Divisional Committee, Branch Committees, Sub-Committees and officers of the Division as it shall think fit but subject to the approval of the Council for such proposed By-laws or any variation or repeal thereof.

45.8 Every aspect of the management and operation of each Division of the Institute and their Branches shall be consistent with the Constitution of the Institute if not specifically referred to and shall comply with the Law and all other lawful requirements.

45.9 If in the opinion of the Council a Divisional Committee has acted or proposes to act in any manner contrary to the express instructions of the Council or in contravention of the Constitution of the Institute, the Council may forthwith by notice dissolve such Divisional Committee or dismiss any officer thereof and appoint another Divisional Committee or officer to carry out the required duties for such term and on such terms as the Council thinks fit.

#### **46. FINANCE**

46.1 Fees and subscriptions payable to the Institute according to Sections 20.1 and 20.2 shall be paid to the Federal Office.

46.2 All income derived directly by Divisions from Divisional activities such as meetings, seminars, conferences, examinations and any other activity to promote and carry out the objects of the Institute shall be paid to the Federal Office.

46.3 All income derived from the sale of Institute publications, resale of literature and other income producing activities carried out by the Council shall be paid to the Federal Office or a duly authorised officer of the Institute. Special financial arrangements and incentives may be made from time to time between the Council and Divisions to cover activities co-sponsored by the Council and one or more of the Divisions.

46.4 Each Division shall be allocated a proportion of all membership fees and subscriptions paid by Members within their Division. The proportion and the times of payment, as applicable, shall be as determined by the Council, to an agreed divisional budget.

46.5 The Council may remit at any time to a Division such sums of money as the Council may consider is necessary and reasonable for the efficient, effective administration and operation of that Division.

46.6 The Council shall ensure that separate accounting records and a separate bank account are maintained for all Research activity of the Institute and for any activity specifically funded by grant or donation and for any activity which attracts or may attract, grants or financial assistance in any form to support that activity, from the Commonwealth or any other source and the Council shall ensure that the activity is carried out and the funds dealt with in accordance with the terms and conditions (if any) of any grant or of any trust responsible for a grant or in the case of grants from the Commonwealth, comply with any reasonable request of the Commonwealth in relation thereto.

46.7 The Council may, at its discretion, appoint a Committee to administer under its direction and control, each or any funds made available to the Institute for specific purposes. The Committee so appointed by the Council shall ensure that separate accounting records and a separate bank account are maintained in respect of those funds. No Division shall undertake any activities or obligations coming within the scope of any such funds or fund committee without the approval of the Council.

46.8 At least two persons who are duly authorised by the Council, shall be required to sign cheques or any other documents, committing the Institute to the payment of Institute funds either directly or indirectly, or the payment of Division funds. Such persons who are duly authorised shall be from the Divisional Administrator, Divisional Secretary, the Honorary Treasurer, the Chairman and any other member of the Divisional Committee who is approved by such Committee for the purpose.

46.9 All funds and assets of the incorporated organisation shall be retained used or disbursed by the Institute for the same or similar purposes as those intended by the incorporated organisations but only as such purposes are consistent with the Constitution and these Sections.

**47. NOTICES**

- 47.1 A notice may be served by the Institute upon any Member personally or by sending it through the post in a prepaid letter, envelope or wrapper to such member at his registered place of address or may be served by electronic means.
- 47.2 Each Member whose registered place of address is not within a Division and is not in the Commonwealth of Australia shall notify in writing to the Institute an address which shall be deemed to be his registered place of address within the meaning of Section 47.1.
- 47.3 Any notice sent by post shall be deemed to have been serviced seven days following the day on which the letter is posted and in proving such service it shall be sufficient to prove that the letter was properly addressed and put into the post office. A certificate in writing signed by a delegated officer of the Institute that the letter, envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.
- 47.4 The accidental omission to give notice of a meeting of members, Council, a board, a committee or sub-committee or the non-receipt of notice of a meeting by any Member shall not invalidate the proceedings at any meeting.
- 47.5 Any notice or document sent by post to the registered address of any Member as aforesaid and notwithstanding that he be then deceased and whether or not the Institute has notice of his decease shall be deemed to have been duly serviced and such service for all purposes of these presents shall be deemed a sufficient service of such notice or document.
- 47.6 The signature to any notice to be given by the Institute may be written or printed.
- 47.7 Where a given number of days' notice or notice extending over any other period is required to be given the day of service shall unless it is otherwise provided be counted in such number of days or other period.
- 47.8 Notice of every General Meeting shall be given to all Members in any manner authorised by these Sections.

**48. INDEMNITY**

- (a) Subject to this Section, every member of the Council, the Auditor, the Executive Director, and every officer or servant of the Institute shall be indemnified by the Institute against, and it shall be the duty of the Council to pay, all costs, losses and expenses, including travelling expenses, which he incurs or becomes liable to by reason of any contract entered into or act or thing done by him as such member of the Council, Executive Director, Auditor, officer or servant or in any way in the discharge of his duties.
- (b) Nothing in the preceding sub-clause shall extend to exempt any such person from, or to indemnify him against, any liability which by law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Institute.
- (c) Notwithstanding anything in this Section every such person shall be indemnified out of the assets of the Institute against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted, or in connection with any application under the Law in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

**49. WINDING UP**

The provisions of Clause 10 of the Constitution relating to the winding-up or dissolution of the Institute shall have effect and be observed as if the same were repeated in the sections of the constitution.

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Signed by the President of the Institute in the presence of the respective witnesses whose signatures and addresses are set opposite to the signatures of the respective subscribers hereunder.

_____ Signed	<b>Witness 1</b>	_____ Signed
Pat Kenna <b>WTIA President</b>		_____ Name (print)
<b>Dated this 27<sup>th</sup> day of July 2004</b>	<b>Witness 2</b>	_____ Signed
		_____ Name (print)