

Institute of Industrial Arts Technology Education constitution

Under the Associations Incorporation Act 2009

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Part 1 - Preliminary

1. Definitions

(1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration.

ordinary committee member means a member of the committee who is not an office-bearer of the Institute.

secretary means:

- (a) the person holding office under this constitution as secretary of the Institute, or
- (b) if no such person holds that office - the public officer of the Institute.

special general meeting means a general meeting of the Institute other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

the Institute of Technology Education, trading as the Institute of Industrial Arts Technology Education, hereafter referred to as 'the Institute'.

writing may include hand written documentation or electronic communication methods.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 – Objects and purposes

- (1) The objects and purposes for which the Institute is established are:
 - a. For the association of persons interested in the promotion and improvement of Technology education in all schools and Institutes of learning.
 - b. Through Technology education to interpret, aid and help design the industrial-technological aspects of our culture.
 - c. To form a bond between Technology educators and provide a medium through which their ideas may be ascertained and expressed.
 - d. To promote understanding of the value and place of Technology in education among the public generally and among leaders of education and industry in particular.
 - e. To collect and circulate and disseminate statistics, results of seminars and other information concerning Technology education.
 - f. To provide for the delivery and holding of lectures, exhibitions, public meetings, classes and conferences calculated to advance education in Technology whether general, professional or technical and to employ lecturers, teachers and other persons for these purposes and to pay all expenses, professional or otherwise, in connection therewith.
 - g. In furtherance of the objectives of the Institute to establish, form, furnish and maintain libraries, museums and laboratories or other service departments for the provision of facilities for members.
 - h. To communicate to members and others information on all matters affecting Technology and to print, publish, issue and circulate such papers, periodicals, films, books, circulars, leaflets and other literary undertakings as may seem conducive to any of the objects of the Institute and to join with any other Institute, Company, Association or person in doing any of the foregoing things.
 - i. In furtherance of the objects of the Institute to establish, promote or assist in establishing or promoting, and to subscribe to, amalgamate with, affiliate with or become a member of any other Institute, Company or Association, whose objects are similar to or in part similar to the objects of this Institute, or the establishment or promotion of which may be beneficial to this Institute and within the scope of Section 24 of the Companies Act, 1961. Provided that no subscription be paid to any such other Institute, Company or Associations out of the funds of this Institute, except bona-fide in furtherance of the objects of this Institute and provided further that every Institute, Company or Association established or promoted by the Institute, or with which the Institute shall amalgamate, shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 4 hereof.
 - j. To purchase, take on lease or in exchange, or otherwise acquire any lands, buildings, easements, rights or common or property –real or personal- which may be requisite for the purposes of or

conveniently used in connection with any of the objects of the Institute, and so far as the law may from time to time allow, to sell, demise, mortgage, give in exchange, or dispose of the same, provided that in case the Institute shall take or hold any property which may be subject to any trust the Institute shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- k. In furtherance of the objects of the Institute to provide offices, conference rooms, libraries, reading rooms, clubs, workshops, laboratories or other buildings and conveniences in connection therewith and to furnish, equip and maintain and conduct the same and to permit the same and other property of the Institute to be used by members and other persons either gratuitously or for payment.
- l. In furtherance of the objects of the Institute to purchase, hire, make or provide and maintain all kinds of aircraft, vehicles, horses, livestock, furniture, implements, tools, machinery, utensils, plate, glass, linen, books, papers, periodicals, stationery, and all other things required or which may conveniently be used in connection with the offices, conference, libraries, reading rooms, clubs, workshops or laboratories and other premises of the Institute by persons frequenting the same whether members of the Institute or not.
- m. To represent generally the views of persons engaged in Technology to preserve and maintain ethical standards and to consider and deal with all matters affecting the common interests of members of the Institute.
- n. To hire and employ registrars, secretaries, clerks, managers, servants and workmen, and subject to Clause 4 hereof to pay to them and to other persons in return for services rendered to the Institute, salaries, wages, bonuses, gratuities and pensions.
- o. To apply for any Royal Charter and to enter into any arrangements with any Government or Local Authority or any Institute, Company, Association or persons who may seem to be conducive to the objects of the Institute, and to acquire or obtain from any such Government Authority, Institute, Company, Association or person any charters, decrees, rights, privileges and concessions which may be conducive to any such objects and accept, make payments under, carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- p. To invest the moneys of the Institute, not immediately required, upon such securities as may from time to time be determined by the Council provided that any such moneys shall be invested only in such forms of investment as are permitted by the law for the investment of trust funds.
- q. To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

- r. To borrow or raise and secure payment of money in such manner as the Institute shall think fit, and in particular by the issue of or upon bonds, debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Institute's property (both present and future), bills of exchange, promissory notes, or other obligations or securities of the Institute, or by mortgage or charge upon all or any part of the property of the Institute, both present and future, and to purchase, redeem or pay off any such security or part thereof.
- s. To sell, improve, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Institute.
- t. 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. In case the Institute shall take or hold any property which may be subject to any trusts the Institute shall deal with the same only in such manner as is allowed by law having regard to such trusts.
- u. To take such steps by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Institute in the shape of donations, annual subscriptions or otherwise.
- v. In furtherance of the objects of the Institute to enter into any arrangement or agreement with any other Institute, Company or Association having objects similar to the Institute and to join any association or amalgamation of institutes or associations having such similar objects. Provided that the Institute shall not amalgamate with any institute or association unless such institute or association shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 4 hereof.
- w. To purchase or otherwise acquire and undertake all of the property, assets, liabilities or engagements of any one or more of the institutes, companies or associations with which the Institute is authorised to amalgamate.
- x. In furtherance to the objects of the Institute to transfer all of the property, assets, liabilities or engagements of this Institute to any one or more institutes, companies or associations with which the Institute is authorised to amalgamate.
- y. To undertake and execute any trusts or any agency business which may seem directly conducive to any of the objects of the Institute. In case the Institute shall take hold of any property which may be subject to any trust the Institute shall deal with same only in such manner as is allowed by law having regard to such trusts.
- z. From time to time to subscribe or contribute to any patriotic or charitable benevolent or useful object.
- aa. To do all such other things as are incidental or conducive to the attainment of the above objects provided that the Institute shall not support with its funds any object or endeavour to impose or procure to be observed by its members or others any regulation or restriction which if an object of the Institute would make it a trade union.

- bb. To take over the whole of the real and personal property belonging to, and to undertake all of the liabilities of, an unincorporated society known as the Industrial Arts Association of Australia whose principal office is now situated at Sydney in the State of New South Wales.
- (2) The liability of the members is limited.
 - (3) The place in New South Wales in which the registered office of the Institute is proposed to be situated in Sydney.
 - (4) 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 howsoever by way of profit, to the persons who at any time are, or have been, members of the Institute, or to any of them or to any person claiming through any of them. PROVIDED THAT nothing herein contained shall prevent payment in good faith of remuneration to any officers or servants of the Institute, or to any member thereof, or other person, in return for any services actually rendered to the Institute nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on the money lent or reasonable and proper rent for premises demised or let by any member to the Institute, but so that no member of the Council of Management or Governing body of the Institute shall be appointed to any salaried officer of the Institute or any officer of the Institute paid by fees, and that no remuneration or other benefit in money or moneys-worth shall be given by the Institute to any member of such Council of Governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute, provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Council of Management or Governing body may be a member and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share or profits he may receive in respect of such payment. Nor shall the preceding provisions of this Clause apply to prevent the gratuitous distribution among or sale at a discount to subscribers to the funds of the Institute of any books or others publications whether published by the Institute or otherwise relating to all or any of its objects as above set forth nor to prevent any member who may be a successful competitor or exhibitor at any competition or examination held or promoted by the Institute under the said objects or to the cost of establishing or holding of which the Institute may have subscribed out of its income or property from receiving as such competitor or exhibitor a prize or medal or other recognition which may under the regulations affecting the said competition, exhibition or examination be awarded to him.
 - (5) Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of the same being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Institute contracted before he ceased to be a member, and the costs,

charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such amounts as may be required not exceeding TWENTY DOLLARS.

- (6) If, upon winding up or dissolution of the Institute there remains after the satisfaction of all its debts and liabilities and 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 institute or institutes having objects similar to the objects of the Institute and which 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 Clause 4 hereof such institute or institutes to be determined by the members of the Institute at – or before – the time of dissolution, and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction on the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
- (7) The fourth and ninth paragraphs of Part 2 contain conditions on which the license is granted by the Minister in pursuance and under the provisions of Section 24 of the Companies Act 1961.
- (8) True accounts shall be kept of the sums of money received and expended by the Institute and the matter in respect of which such receipt and expenditure takes place and of the property credits 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 regulations of the Institute for the time being shall be open to the inspection of the Members. Once at least every year the accounts of the Institute shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditors.

Part 3 - Membership

2. Membership generally

- (1) A person is eligible to be a member of the Institute if:
 - (a) the person is a natural person, and
 - (b) a person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Institute on payment of the annual subscription prescribed in, or fixed under, these rules.
- (2) A person is taken to be a member of the Institute if:
 - (a) the person is a natural person, and
 - (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or

- (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (3) A person is taken to be a member of the Institute if the person was one of the individuals on whose behalf an application for registration of the Institute under section 6 (1) (a) of the Act was made.

3. *Nomination for membership*

- (1) A nomination of a person for membership of the Institute:
- (a) must be made by a member of the Institute in writing in the form set out in Appendix 1 to this constitution, and
 - (b) must be lodged with the secretary or treasurer of the Institute.
- (2) As soon as practicable after receiving a nomination for membership, the secretary or treasurer must determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the determination, the secretary or treasurer must:
- (a) notify the nominee, in writing, that the nomination has been approved or rejected (whichever is applicable), and
 - (b) if the nomination is approved, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary or treasurer must, on payment by the nominee of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Institute.
- (5) The committee shall have the power to elect members of the Institute upon such terms and subject to such regulations, qualifications or restrictions as to technical qualifications, numbers or otherwise as the committee may from time to time deem advisable the following classes of members: -
- (a) Fellows
 - (b) Members
 - (c) Associate Members
 - (d) Student Members
 - (e) Honorary Members
 - (f) Life Members

The members of such class shall be so entered on the register of members of the Institute. The Students, Honorary Members and Life Members shall be entitled to all privileges and subject to all the obligations of membership conferred under this constitution to members except they shall not be entitled

to vote at meetings or to hold office as members of the committee or of a Branch Executive.

(6) Subject to such alteration and additions as the committee may from time to time make the various classes of membership of the Institute shall comprise all those persons who have been elected into such various classes so long as their names are on the Register as such. The general qualifications for members within the respective classes shall be: -

Fellows

A Fellow shall be a person who has made an outstanding contribution to the Institute and is so elected by unanimous decision of the committee.

Members

A Member shall be a person elected to this class by the committee provided the applicant meets the requirements as described in Part 3 Membership, section 2 Membership Generally.

Associate Members

An Associate Member shall be a person elected to this class by the committee provided the person is concerned with the promotion and improvement of technology education to the satisfaction of the committee.

Student Members

A Student Member shall be a person elected to this class by the committee provided the applicant is a person receiving full-time training or practical experience to fit him or her to practise one or more of the functions covered by the Institute.

Honorary Members

An Honorary Member shall be a person elected to this class by the committee in recognition of outstanding service rendered to the Institute or profession.

Life Members

A Life Member shall be a person recommended by the committee to that status and such recommendation adopted by special resolution at a General Meeting of members.

A Fellow, Member or Associate Member having occasion to designate themselves as belonging to the Institute may use the following abbreviated form respectively:

F.IIATE

M.IIATE

AM.IIATE

4. Cessation of membership

A person ceases to be a member of the Institute if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Institute, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

5. Membership entitlements not transferable

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

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6. Resignation of membership

- (1) A member of the Institute may resign from membership of the Institute by first giving to the secretary or treasurer written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Institute ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary or treasurer must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of members

- (1) The public officer, secretary or treasurer of the Institute must establish and maintain a register of members of the Institute specifying the name and postal or residential address of each person who is a member of the Institute together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the Institute, or
 - (b) if the Institute has no premises, at the Institute's official address, or
 - (c) at a location determined by the committee.
- (3) The register of members must be open for inspection, free of charge, by any member of the Institute at any reasonable hour.
- (4) A member of the Institute may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Institute or other material relating to the Institute, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Fees and subscriptions

- (1) A member of the Institute must, on admission to membership, pay to the Institute a fee of \$65 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the Institute must pay to the Institute an annual membership fee of \$65 or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
 - (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.

9. Members' liabilities

The liability of a member of the Institute to contribute towards the payment of the debts and liabilities of the Institute or the costs, charges and expenses of the winding up of the Institute is limited to the amount, if any, unpaid by the member in respect of membership of the Institute as required by clause 8.

10. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Institute, or a dispute between a member or members and the Institute, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

11. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the Institute:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Institute.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and

- (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the Institute or suspend the member from membership of the Institute if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Institute confirms the resolution under clause 12, whichever is the later.

12. Right of appeal of disciplined member

- (1) A member may appeal to the Institute in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the Institute to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Institute convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Institute.

Part 3 - The committee

13. Powers of the committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Institute in general meeting, the committee:

- (a) is to control and manage the affairs of the Institute, and
- (b) may exercise all such functions as may be exercised by the Institute, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Institute, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Institute.

14. Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the Institute, and
 - (b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the Institute under clause 15.
- (2) The total number of committee members is to be 7.
- (3) The office-bearers of the Institute are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

15. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the Institute or as ordinary committee members:
 - (a) must be made in writing, signed by 2 members of the Institute and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the Institute at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Institute must be a member of the Institute.

16. Secretary

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

17. Treasurer

It is the duty of the treasurer of the Institute to ensure:

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

18. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Institute to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the Institute, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or

- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19. Removal of committee members

- (1) The Institute in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Institute, the secretary or the president may send a copy of the representations to each member of the Institute or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

21. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Institute as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

22. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid

and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 - General meetings

23. Annual general meetings - holding of

- (1) The Institute must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Institute must hold its annual general meetings:
 - (a) within 6 months after the close of the Institute's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

24. Annual general meetings - calling of and business at

- (1) The annual general meeting of the Institute is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the Institute during the last preceding financial year,
 - (c) to elect office-bearers of the Institute and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

25. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Institute.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Institute.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

26. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Institute, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Institute, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

28. Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Institute.

- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

29. Adjournment

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

30. Making of decisions

- (1) A question arising at a general meeting of the Institute is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Institute, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

31. Special resolutions

A special resolution may only be passed by the Institute in accordance with section 39 of the Act.

32. Voting

- (1) On any question arising at a general meeting of the Institute a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Institute unless all money due and payable by the member to the Institute has been paid.
- (4) A member is not entitled to vote at any general meeting of the Institute if the member is under 18 years of age.

33. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Note: Schedule 1 of the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

34. Postal ballots

- (1) The Institute may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 - Miscellaneous

35. Insurance

The Institute may effect and maintain insurance.

36. Funds - source

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

37. Funds - management

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

38. Change of name, objects and constitution

An application to the Director-General for registration of a change in the Institute's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

39. Custody of books etc

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Institute.

40. Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the Institute at any reasonable hour:
 - (a) records, books and other financial documents of the Institute,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the Institute.
- (2) A member of the Institute may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

41. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

42. Financial year

The financial year of the Institute is:

- (a) the period of time commencing on the date of incorporation of the Institute and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Institute, commencing on 1 July and ending on the following 30 June.

Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.

Appendix 1 Application for membership of association



**INSTITUTE OF INDUSTRIAL ARTS
TECHNOLOGY EDUCATION**

A.B.N: 37000 548210

POSTAL ADDRESS: Cherrybrook LPO
PO Box 855 Cherrybrook, NSW 2126

EFT by BSB: 812-170
Account Number: 17666
iiate is NOT registered for GST



It is possible to type onto this form and Print or email it.

APPLICATION FOR MEMBERSHIP

Please copy the completed form and treat as an invoice.

MEMBERSHIP	DETAILS (Please complete relevant section)
STUDENT NO CHARGE	First Name <input type="text"/> Surname <input type="text"/> Street <input type="text"/> Suburb <input type="text"/> Postcode <input type="text"/> Institution/Course <input type="text"/>
INDIVIDUAL \$65.00 RETIRED \$35.00	First Name <input type="text"/> Surname <input type="text"/> Street <input type="text"/> Suburb <input type="text"/> Postcode <input type="text"/> School <input type="text"/>
LIBRARY \$100.00	Institution <input type="text"/> Contact Person <input type="text"/> Street <input type="text"/> Suburb <input type="text"/> Postcode <input type="text"/> <i>NB. Library memberships have no voting rights in any Institute business.</i>
FACULTY/ CORPORATE \$100.00 Faculty/Corporate membership includes full membership for up to 3 people. Additional memberships are available for teachers and/or casual teachers at a cost of \$20.00 each. Maximum \$200.00 per school	School <input type="text"/> Street <input type="text"/> Suburb <input type="text"/> Postcode <input type="text"/> Contact email (one you check regularly) <input type="text"/> Head Teacher/Coordinator 1 <input type="text"/> 2 First Name <input type="text"/> Surname <input type="text"/> 3 First Name <input type="text"/> Surname <input type="text"/> 4 First Name <input type="text"/> Surname <input type="text"/> 5 First Name <input type="text"/> Surname <input type="text"/> 6 First Name <input type="text"/> Surname <input type="text"/> 7 First Name <input type="text"/> Surname <input type="text"/> 8 First Name <input type="text"/> Surname <input type="text"/>
TOTAL AMOUNT TENDERED <input type="text"/> Click to Print	<i>Please add any additional names neatly on the back of this form.</i>