



(Incorporated in New South Wales, Australia Australian Business Number: 83 608 131 901)

Incorporated under the terms of the New South Wales Associations Incorporation Act, 1984.
Registration Number is Y13782-19, dated 22 November 1991.

CONSTITUTION

This constitution was approved at the Society's Annual General Meeting, 27 August, 1991 and approved under the NSW Associations Incorporation Act 1984 and registered on the 22 November 1991. The constitution has been amended on several occasions since then and these amendments are summarised on page 20.

PART 1. PRELIMINARY

Arrangement

1.1 This Constitution contains the following parts:

PART 1	Preliminary
PART 2	Objects
PART 3	Membership
PART 4	Organisation
PART 5	Council
PART 6	Branches
PART 7	Divisions
PART 8	Special Purpose Committees
PART 8A	Special Interest Groups
PART 9	General Meetings of the Society
PART 10	Voting at Meetings
PART 11	Financial
PART 12	Property
PART 13	Alteration of Constitution
PART 14	General

Name

1.2 The name of the organisation shall be the Clean Air Society of Australia and New Zealand, Incorporated, hereinafter referred to as "The Society".

Succession

1.3 The Society is the successor to an unincorporated body known as the Clean Air Society of Australia and New Zealand, of which the following Members, elected at the Foundation Meeting on 3rd March, 1966 and the General Meeting on 23rd August, 1966, comprised the first Council:

Mr. J. Sullivan	Mr. T. Douglas	Mr. W. Armstrong	Dr. W. Strauss
Dr. G. Cleary	Mr. E. Finsten	Dr. K. Basden	Mr. K. Sullivan
Mr. K. Berrie	Professor N. Kirov	Mr. F. Binns	Mr. H. Voss
Mr. A. Gilpin	Mr. N. Lamb	Dr. I. Doig	Mr. K. Whybrow
Mr. L. Layton	Mr. A. Lawson	Mr. R. Williams	

1.4 Upon Incorporation and subject to this Constitution, Members of the unincorporated Society shall be deemed to become Members of the incorporated Society in the same grades of membership and with the same standing.

1.5 Upon incorporation, all members of the Council, the Executive Committee, Branch Committees, Special Purpose Committees, Sub-Committees, all Office Bearers and holders of appointments in the unincorporated Society shall be deemed to have been appointed to those bodies or those offices or appointments under these Rules of the Incorporated Society. Such membership or tenure of office or appointment shall continue, subject to these Rules, until such time as these Rules require re-election or appointment of the bodies or persons concerned.

Incorporation

1.6 The Society shall be incorporated under the terms of the New South Wales Associations Incorporation Act 1984.

Jurisdiction

1.7 The Society shall operate within Australia and New Zealand and such other places as the Council may determine from time to time.

Headquarters

1.8 The headquarters of the Society shall be located in a city or centre within the jurisdiction of the Society as decided by a resolution of the Council.

Definitions

1.9 Definitions

1.9.1 Air Quality includes indoor and outdoor air quality as it is affected by any activity in the community including but not restricted to industrial, commercial, domestic, transport and waste management activities.

1.9.2 Branch. A group of Members within a geographic area, usually limited by State or National boundaries, established by Council.

1.9.3 Council. Subject to this Constitution, the committee governing the affairs of the Society.

1.9.4 Division. A group or groups within the membership of the Society established by Council and having special interests in common.

1.9.5 Executive Committee. Subject to this Constitution, those members of the Council empowered to conduct the day to day affairs of the Society between consecutive meetings of Council.

1.9.6 Financial Members. Those Members who have paid subscriptions for the current Membership Year. Honorary Members and Life Members shall be deemed always to be Financial Members.

1.9.7 Financial Years. The Society's Financial Years shall be years ending on 30th June, save that at the time of incorporation the length of one or more Financial Year may be varied in accordance with the special provisions of Section 26 of the NSW Associations Incorporation Act.

1.9.8 Gender. Terms expressed in terms of one gender shall be construed as including the alternative gender.

1.9.9 Immediate Past President or Immediate Past Branch President shall mean the last holder of that office, being a different person from the current holder irrespective of the number of terms of office of the current holder.

1.9.10 Member. One of the grades of Members as defined in PART 3 of this Constitution.

1.9.11 Membership Year. A calendar year for Members joining the Society in January-June and a Fiscal Year for Members joining in July-December.

1.9.12 Public Officer. A member of the NSW Branch of the Society who acts on behalf of the Society as Public Officer under the terms of the NSW Associations Incorporation Act, 1984.

1.9.13 Accredited Professional. A grade of membership for Members who have applied for and been granted professional accreditation in accord with Rule 3.23

1.9.14 Fellow of the Society. A grade of membership for Members who have applied for and been granted a higher level of professional accreditation than Accredited Professional in accord with Rule 3.23

PART 2. OBJECTS

2.1 The Objects of the Society shall be to promote the protection of the environment by the following means:

2.1.1 advancement of knowledge and practical experience of environmental and air quality management.

2.1.2 provision of an organisation which may gather, collate and distribute the experience and knowledge of its members and the general community;

- 2.1.3 the delivery and holding of lectures, exhibitions, public meetings, classes and conferences to disseminate knowledge of environmental matters, especially air quality, including causes, effects, measurement, legislative aspects and control of pollution.
- 2.1.4 contact and liaison with organisations with similar interests in other countries;
- 2.1.5 collaboration with other professional, trade, industrial and community organisations in the promotion of the interests of the Society;
- 2.1.6 printing and publication of any paper, periodical, book or leaflet that the Society may think desirable,
- 2.1.7 representations to the Government of the day concerning the Objects of the Society;
- 2.1.8 provision of scholarships, bursaries, monetary grants, awards and prizes for the purpose of encouraging the study of subjects or disciplines which, in the opinion of Council, are relevant to the Objects of the Society.
- 2.1.9 all such lawful acts, matters and things as are incidental to the attainment of any of the above mentioned Objects of the Society.

PART 3. MEMBERSHIP

Grades of Membership

- 3.1 There shall be eight grades of membership termed respectively:

- Members
- Organisation Members
- Sustaining Members
- Honorary Members
- Life Members
- Student Members
- Accredited Professional
- Fellow of the Society

Qualifications for Membership

- 3.2 Qualifications for Membership shall be as follows:

3.2.1 Member

Persons having an active interest in the Objects of the Society.

3.2.2 Organisation Member

Any company or organisation that is closely associated with the Objects of the Society. Each Organisation Member may nominate one representative with all membership rights including the right to vote and to hold office.

3.2.3 Sustaining Member

Any company or organisation that contributes to the development of the Society. Each Sustaining Member may nominate two representatives with all membership rights including the right to vote and to hold office.

3.2.4 Honorary Member

Any person whether a Member of the Society or otherwise who, in the opinion of Council, has rendered outstanding service to the Society or to the Objects of the Society. The maximum number of Honorary Members shall be eight, and each shall be elected by a majority of at least seven-eighths (to the nearest integer) of the members of Council voting at any duly constituted Council meeting. Upon election any annual subscription of such a member shall cease. Each Honorary Member shall have all membership rights including the right to vote and to hold office.

3.2.5 Life Member

Any member or nominated representative of any Organisation Member or Sustaining Member of not less than ten years standing in aggregate in any of those capacities who has rendered outstanding service to the Society and who has been elected by a majority of at least seven-eighths (to the nearest integer) of the members of Council voting at a duly constituted Council meeting. Upon election, the annual subscription of such a member shall cease. Each Life Member shall have all membership rights including the right to vote and to hold office.

3.2.6 Student Member

Any person currently enrolled at a tertiary institution in a course approved by Council. The course in which the person is enrolled shall have some content which, in the opinion of Council, would prepare the candidate for active participation in the field of air quality management in their working careers. A person shall be able to maintain this level of membership up to a period of five years or until they obtain their tertiary qualifications, whichever is the sooner. Student Members shall not have the right to vote or to hold office.

3.2.7 Accredited Professional

Any person who is a Member or representative of an Organisation Member or of a Sustaining Member and who has applied for and been granted Accredited Professional status in accord with Rule 3.23. An Accredited Professional shall have the right to use prescribed initials after their name designating their grade of membership. Each Accredited Professional shall have all membership rights including the right to vote and to hold office.

3.2.8 Fellow of the Society

Any person who is a Member or representative of an Organisation Member or of a Sustaining Member and who has applied for and been granted Fellow of the Society status in accord with Rule 3.23. The requirements for Fellow of the Society shall be distinctly greater than accreditation as an Accredited Professional. A Fellow of the Society shall have the right to use prescribed initials after their name designating their grade of membership. Each Fellow of the Society shall have all membership rights including the right to vote and to hold office.

Admission of Members

- 3.3. No application shall be made for admission as an Honorary Member or a Life Member.
- 3.4. There shall be no residential qualifications for membership of the Society.
- 3.5. An application for membership in all grades other than Honorary Member or Life Member shall be made in writing on the appropriate form together with the appropriate fee and submitted to the Branch Secretary of the Branch to which the applicant wishes to belong. The Branch Secretary may refer the application to the Branch Committee or seek the views of other Members of the Society on the suitability of the applicant. The application forms of acceptable applicants shall be endorsed by the Branch Secretary and the applicant shall be admitted to the appropriate grade of membership. If the applicant is considered unsuitable for membership or in cases of doubt, the application shall be submitted to the Membership Committee.
- 3.6. If the applicant is from a State or Territory where a Branch does not exist, the application shall be sent to the Secretary of the Society who may seek the views of other Members of the Society before endorsing the application or referring it to the Membership Committee.
- 3.7. A Membership Committee shall be established by Council for the purpose of making a recommendation to Council upon applications referred to it. The Council shall, after due consideration, accept or reject the application, and this information will be transmitted by the Branch Secretary or Secretary to the applicant. The Council shall not be required to give any reason for the rejection of any application.

Payment of Subscriptions

- 3.8. Annual subscriptions for current Members and for new Members joining the Society in the period 1st January to 30th June in any year shall become due on 1st January in each year and payable on receipt of a Subscription Renewal Invoice, which shall be issued in January or February of each year. Annual subscriptions for future Members joining the Society in the period 1st July to 31st December in any year shall become due on 1st July in each year and payable on receipt of a Subscription Renewal Invoice, which shall be issued in July or August of each year.

Subscriptions

- 3.9 The fees and subscriptions payable by the various grades of Members shall be as from time to time determined by Council.
- 3.10 Any applicant for membership shall pay the subscription appropriate to the grade of membership prior to admission.

Arrears in Subscriptions

- 3.11 Any Member who is not a Financial Member shall not be entitled to vote in the affairs of the Society nor to receive any of the Society's publications.
- 3.12 Any Member whose subscription is more than one year in arrears may be excluded from membership.

Retired Members

- 3.13 When an Individual Member of at least ten years standing or a nominated Representative of at least ten years standing as a nominated Representative of an Organisation Member or Sustaining Member retires from his or her full-time occupation, he or she, on advising the Secretary of his or her retirement, shall continue to be eligible for all rights of Individual Membership for an annual Membership Subscription equal to the Student Membership Subscription. This provision shall have effect retrospectively, except that no Membership Subscription shall be required to be paid by Members already enjoying limited privileges of Membership free of charge.

Resignations, Suspension or Removal from the Register

- 3.14 Any person resigning shall do so in writing to the Secretary and pay whatever fees are necessary to make that person a Financial Member up to the date of resignation.
- 3.15 The name of a deceased member shall be removed from the register of members immediately upon receipt of notice of death.
- 3.16 A Branch Committee may inquire into the conduct of any Member of the Branch after giving that Member an opportunity to be heard. A Branch Committee shall have the right, by a three-fourths majority (to the nearest integer) of a duly constituted quorum of the Committee members present, to recommend to the Council or Executive Committee the suspension of any Member of the Branch for any conduct which, in the opinion of the Branch Committee, renders that Member undesirable as a Member.
- 3.17 Following any recommendation of a Branch Committee to suspend a Member, the Council or Executive Committee shall give that Member an opportunity to make a written submission. After giving due consideration to the recommendation and to any submission, the Council or Executive Committee may suspend the Member.
- 3.18 Any Member who has been suspended may, if that Member chooses, resign forthwith from the Society, but if the Member does not choose to do so within seven days after being notified of the suspension, the Member shall thereafter be deemed to be expelled. If the recommendation for suspension is rejected, the Member shall be entitled to maintain his membership status.

Register of Members

- 3.19 A register of Members of each Branch shall be maintained by the Branch Secretary, specifying the name and address of each Member, the name of the nominated representative of Organisation and Sustaining Members and the class of membership.
- 3.20 A register of Members admitted under Rule 3.6 shall be maintained by the Society's Secretary, specifying the name and address of each Member, the name of the nominated representative of Organisation and Sustaining Members and the class of membership.

Branch Roll

- 3.21 A Member, irrespective of grade of membership or place of residence, shall be free to select the Branch with which he wishes to be associated or enrolled, but he may not be on the roll of more than one Branch at the same time.
- 3.22 A Member enrolled with one Branch, while visiting the city or centre in which another Branch is located, may participate in all of the proceedings of the other Branch except that he or she shall not be entitled either to sponsor or to vote upon any motion pertaining to the domestic affairs of that other Branch.

- 3.23 A Member or representative of an Organisation Member or of a Sustaining Member may apply for Accredited Professional and/or Fellow of the Society by application in writing on the appropriate form together with the required supporting information and the appropriate fee and submitted to the Society's Professional Accreditation Officer. The requirements for accreditation as a Fellow of the Society shall be distinctly greater than accreditation as an Accredited Professional. The Professional Accreditation Review Panel shall consider each application against the entrance criteria and determine the acceptability of the applicant. The application forms of successful applicants shall be endorsed by the Professional Accreditation Officer and the applicant shall be admitted to the grade of Accredited Professional or Fellow of the Society. An applicant for the grade of Fellow of the Society, who is deemed to be unsuccessful, may be offered the grade of Accredited Professional by the Professional Accreditation Review Panel.

Professional Accreditation Review Panel

- 3.24 A Professional Accreditation Review Panel shall be appointed consisting of three members, including a member of the Executive Committee who shall be the Professional Accreditation Officer. Each member of the Panel shall meet the entrance criteria for Accredited Professional, have served a minimum of 10 years as a Society office bearer and have worked in a responsible environmental position. A member may be appointed to the Professional Accreditation Review Panel at any time by the Council for an indefinite period of service. This appointment may be terminated by the Council at any time.
- 3.25 The duties of the Professional Accreditation Review Panel shall relate to the admission of Accredited Professionals and Fellows of the Society and shall include making recommendations relating to their duties to the Council and the Executive Committee.
- 3.26 The Council may approve additional persons to assist the Professional Accreditation Review Panel from time to time. These additional persons shall not act as members of the Professional Accreditation Review Panel.

PART 4. ORGANISATION

- 4.1 The Society shall be formed of eligible Members in accordance with Part 3 of this Constitution.

The Council

- 4.2 The affairs of the Society shall be managed by a body called the Council, which shall be the governing body of the Society, exercising the management and control of its property and affairs. In addition to the authority expressly conferred on Council by this Constitution, Council may carry into effect any or all of the Objects of the Society.

Branches

- 4.3 The Council shall have power to establish Branches in accordance with PART 6.
- 4.4 The Council shall have power to establish or to approve the establishment of separate Divisions in accordance with PART 7.

Special Purpose Committees

- 4.5 The Council shall have power to establish Special Purpose Committees to conduct specific activities relevant to the Objects of the Society in accordance with PART 8.

Special Interest Groups

- 4.6 The Council shall have power to establish Special Interest Groups to conduct specific activities relevant to the Objects of the Society in accordance with Part 8A.

PART 5. COUNCIL

Council Membership

5.1 The Council of the Society shall consist of Councillors as follows:

The President
The Deputy President
The Immediate Past President
(Unless he or she is unable to participate, or advises verbally or in writing that he or she does not wish to be a member of Council.)
The Secretary
The Treasurer
The Journal Editor
The Chairman of each Special Purpose Committee
Branch Representatives

Branch Representatives

- 5.2 Branch Representatives shall be elected in accordance with the provisions of PART 6. Branches shall elect one Branch Representative and Branches with 100 or more Members of all grades as defined in Rule 3.2.1 to 3.2.5 inclusive, Rule 3.2.7 and Rule 3.2.8 may elect a second Branch Representative.
- 5.3 Branch Representatives shall be elected in even-numbered years for a term of two years. Following their first term all retiring Branch Representatives shall be eligible for re-election, providing that they remain members of their Branch Committee. Branch Representatives shall not be elected for more than two consecutive two-year terms unless by a unanimous decision of their Branch Committee.
- 5.4 The Journal Editor and the Chairman of each Special Purpose Committee shall be eligible to be a Branch Representative, but in that event they shall have only one vote in Council, being a vote as a Branch Representative.
- 5.5 The Journal Editor if not also a Branch Representative, shall be eligible to vote in Council only on matters pertaining to the Journal.
- 5.6 The Chairman of any Special Purpose Committee, if not also a Branch Representative, shall be eligible to vote in Council only on matters pertaining to that Committee.
- 5.7 Branch Representatives shall assume office as Councillors when the results of Council elections and appointments are announced at the Annual General Meeting of the Society in each even-numbered year.
- 5.8 If a vacancy occurs among Branch Representatives, the Committee of the Branch represented by that person shall elect one of its members to fill the vacancy for the remainder of the current term of office of Council.
- 5.9 In the event of a Branch Representative being unable to attend a meeting of Council, the Committee of the Branch represented by that person, may appoint one of their number to attend and vote at that meeting of Council.

Other Members of Council

- 5.10 The Journal Editor may be appointed by a resolution of Council at any time for an indefinite period of service. His or her appointment may be terminated at any time by resolution of Council.
- 5.11 The Journal Editor and the Chairman of each Special Purpose Committee shall, by virtue of these positions, be members of Council ex- officio and shall not be required to be elected or re-elected to membership of Council in even-numbered years.

Election of Office Bearers of Council

- 5.12 The Council or Executive Committee shall appoint a Returning Officer at or prior to their last meeting before 1 July in each even-numbered year.
- 5.13 The Returning Officer shall conduct any election required under Rule 5.15 subject to this Constitution and shall be empowered to decide all other matters relating to the conduct of such an election except those on which Council or Executive Committee issues specific directions at the time of the appointment of the Returning Officer.

- 5.14 The Secretary shall, by notice to all Members who are eligible to vote not later than 10th July in each even-numbered year, call for nominations to be received by the Returning Officer not later than the end of July of that year for the Offices of President, Deputy President, Secretary and Treasurer. The persons nominated shall be Financial Members of the Society who are entitled to hold office in accordance with the provisions of PART 3. Nominations shall not be valid unless signed by the person nominated to indicate acceptance of nomination.
- 5.15.
- A. In the event of two or more nominations for any Office of Council the Returning Officer shall conduct a secret ballot of all Members who are eligible to vote to be held before 20th August of the even-numbered year.
 - B. If no nominations are received to fill a position, further nominations shall be received at the Annual General Meeting. If insufficient further nominations are received, any vacant positions remaining shall be deemed to be casual vacancies. In this event the Council may appoint a Member to fill the vacancy and the Member so appointed shall hold office subject to the rules until the conclusion of the Annual General Meeting of the Society next following the date of appointment.
- 5.16 The President, Deputy President, Secretary and Treasurer shall assume office when the results of nominations or any election are announced at the next Annual General Meeting of the Society. They shall, by virtue of these positions, be members of Council ex-officio, but shall be required to be elected or re-elected in even numbered years.
- 5.17 The Office Bearers elected in accordance with Rule 5.15 shall hold office for two years and shall be eligible for re-election. The President and Deputy President shall not be elected to those positions for more than three consecutive two-year terms.

Casual Vacancies

- 5.18 A member of Council shall be deemed to have vacated his or her office and a casual vacancy occurs in Council if the member:
- 5.18.1 ceases to be a Member of the Society,
 - 5.18.2 becomes an insolvent under administration within the meaning of the Companies (NSW) Code,
 - 5.18.3 resigns office by notice in writing given to the Secretary,
 - 5.18.4 is removed from office under Rule 5.20.
- 5.19 A casual vacancy among the Office Bearers shall be filled by resolution of Council from among the Financial Members of the Society, until the next election of Council.

Removal of Council Member from Office

- 5.20 A member of Council may be removed from office by a resolution of Council or of an Extraordinary General Meeting called for this purpose by a three-fourths majority (to the nearest whole number) of a duly constituted quorum for any conduct, which, in the opinion of the Council or an Extraordinary General Meeting, renders that Member unsuitable as a member of the Council.

Council Meetings

- 5.21 Council shall meet at least once in the year between Annual General Meetings but may meet more frequently as determined by Council.

Notice of Council Meetings

- 5.22 The Secretary shall give notice of Council Meetings not less than 30 days prior to the date of the meeting specifying the date, time and venue of the Meeting and the business to be transacted.

Chairing of Council Meetings

- 5.23 Meetings of the Council shall be chaired by the President or, in his absence, by the Deputy President, or, in the absence of both these Office Bearers, a Chairman shall be elected from among the members of Council present. If the President or Deputy President subsequently arrive, they shall be entitled to take the Chair.

Council Quorum and Voting

- 5.24 A quorum of Council shall consist of six members attending in person provided further that at least three from amongst the President, Deputy President, Secretary and Treasurer are present in person or have tendered a written proxy.

5.25 Unless otherwise required by this Constitution, resolutions of Council shall require a simple majority.

Duties of Council Office Bearers

5.26 The duties of the Secretary shall include:

5.26.1 keeping the minutes of -

5.26.1.1 all appointments of Office Bearers and members of Council

5.26.1.2 proceedings at Council meetings, Executive Committee meetings, and Extraordinary General meetings.

5.26.2 dealing with correspondence received by the Society.

5.27 The duties of the Treasurer shall include:

Keeping books and accounts showing the financial affairs of the Society including full details of all receipts and expenditure connected with the activities of the Society.

Keeping a current register of Investments and property held by the Society, its value and location. This register shall be tabled at the Annual General Meeting of the Society.

Executive Committee

5.28 The President, Deputy President, Secretary and Treasurer shall constitute an Executive Committee of the Council to attend to the day to day affairs of the Society between consecutive meetings of the Council but shall not make decisions on policy matters. Any decision or action made in good faith by the Executive Committee shall be deemed to be a decision of the Council.

5.29 At a meeting of the Executive Committee, up to two members of the Executive Committee may nominate a member of Council to represent them with full voting rights.

Executive Committee Quorum and Voting

5.30 A quorum of the Executive Committee shall consist of two members of the Executive Committee present in person together with a third member of the Executive Committee present in person or represented by a member of Council in accordance with Rule 5.29.

5.31 Resolutions of the Executive Committee shall require a simple majority.

5.32 In addition to any member of Council nominated in accordance with Rule 5.29, any other member of Council or Officer of the Society for whom it is convenient to attend may attend a meeting of the Executive Committee, participate in discussion and express an opinion. Such members of Council or Officer of the Society shall not be entitled to vote save that the Journal Editor may vote on matters pertaining to the Journal, the Membership Manager may vote on matters pertaining to membership and journal subscriptions and the chairman of a Special Purpose Committee may vote on matters pertaining to that Committee.

Officers of the Society

5.33 A Membership Manager may be appointed at any time by resolution of Council for an indefinite period of service. This appointment may be terminated by Council at any time.

5.34 The duties of the Membership Manager shall relate to membership and journal subscriptions and shall include seeking new membership, follow-up of subscriptions in arrears, recording subscription data and assisting the Secretary in membership and subscription matters.

5.35 A Public Officer, who shall be a resident of the State of New South Wales, shall be appointed at any time by resolution of Council for an indefinite period of service. This appointment may be terminated by Council at any time. In the event of the Public Officer ceasing to be a resident of the State of New South Wales or otherwise ceasing to hold that office, the Council shall elect a replacement Public Officer.

5.36 The duties of the Public Officer shall be those required to ensure the Society's compliance with the NSW Associations Incorporation Act 1984.

5.37 The Membership Manager shall not become a member of Council ex-officio but shall be eligible to be a Branch Representative or a member or Office Bearer of a Branch Committee.

5.38 The Public Officer shall not become a member of Council ex-officio but shall be eligible to hold any Office or appointment in the Society.

Sub-committees

- 5.39 The Council may constitute sub-committees from among the membership of the Society, to report on such subjects as are considered to require investigation and which fall within the Objects of the Society. Membership of such sub-committee shall be terminated when the work requested in the terms of reference has been completed.

Authentication

- 5.40 A document or proceeding requiring authentication by the Council may be authenticated by the signatures of any two of the President, Deputy President, Secretary or Treasurer.

Final Decisions Rest With Council

- 5.41 In all matters whatsoever affecting the Society, the final decision shall rest with Council.

PART 6. BRANCHES

Establishment of Branches

- 6.1 Branches of the Society shall be established in such places as the Council may decide from time to time.

Branch Committees

- 6.2 The affairs of each Branch shall be administered by a Branch Committee in conformity with this Constitution.

Composition of Branch Committees

- 6.3 Each Branch Committee shall comprise a Branch President, the Immediate Past Branch President (unless he or she is unable to participate, or advises verbally or in writing that he or she does not wish to be a member of the Branch Committee), a Branch Secretary, a Branch Treasurer and ordinary members. The offices of Branch Secretary and Branch Treasurer may be vested in one person as a Branch Secretary/Treasurer.
- 6.4 The Branch Committees in Australia shall comprise not less than seven or more than twelve members. These numbers shall include the Immediate Past Branch President unless he or she is not a member of the Committee by virtue of Rule 6.3. All members of a Branch Committee shall be Financial Members or nominated representatives of financial Organisation or Sustaining Members.
- 6.5 For such time as there is only one Branch of the Society in New Zealand, the New Zealand Branch Committee shall comprise not less than seven or more than fifteen members. In the event of a second or subsequent Branch being established in New Zealand, each Branch shall comprise not less than seven or more than twelve members. These numbers shall include a member ex- officio unless he or she is not a member of a Branch Committee by virtue of Rule 6.3. All members of a Branch Committee shall be Financial Members or nominated representatives of financial Organisation or Sustaining Members.
- 6.6 Branch Committees may form regional sub-committees to operate Sub-Branches or sub-committees to organise Conferences, with the prior approval of Council.

Election of Branch Committees

- 6.7 Each Branch Committee shall be elected in even-numbered years for a term of two years except that by a resolution of a Branch Annual General Meeting the Branch Committee of that Branch may be elected each year for a term of one year.
- 6.8 The Branch Committees shall appoint a Branch Returning Officer at or prior to their last meeting before 15th March in each even-numbered year, or in each year in Branches where a resolution provided for in Rule 6.7 has been adopted.
- 6.9 The Returning Officer shall conduct any election required under Rules 6.11 or 6.12 subject to this Constitution and shall be empowered to decide all other matters relating to the conduct of such an election except those on which the Branch Committee issues specific directions at the time of appointment of the Returning Officer.

- 6.10 The Branch Secretary of each Branch shall, by notice to all Members of that Branch not later than 31st March in each even-numbered year, or each year in Branches where a resolution provided for in Rule 6.7 has been adopted, call for nominations to be received by the Branch Returning Officer not later than 30th April of that year for:

A Branch President

A Branch Secretary

A Branch Treasurer (or a Branch Secretary/Treasurer)

Such number of members of that Branch Committee as are provided for in rule 6.4 or 6.5.

The persons nominated shall be Financial Members of the Society who are entitled to hold office in accordance with the provisions of PART 3. Nominations shall not be valid unless proposed and seconded over the signatures of Financial Members of the Society who are entitled to vote and signed by the person nominated to indicate acceptance of nomination.

- 6.11.

A. In the event of more than one nomination being received by the Branch Returning Officer for the position of any Branch Office Bearer, the Branch Returning Officer shall conduct a secret ballot of all members of that Branch who are entitled to vote. Candidates who are unsuccessful in such a ballot shall be deemed to have been nominated as members of the Branch Committee unless they decline to accept such nomination.

B. If no nominations are received to fill a position, further nominations shall be received at the Annual General Meeting. If insufficient further nominations are received, any vacant positions remaining shall be deemed to be casual vacancies. In this event the Branch Committee may appoint a Member to fill the vacancy and the Member so appointed shall hold office subject to the rules until the conclusion of the Annual General Meeting of the Branch next following the date of appointment.

- 6.12 In the event of more nominations being received by the Branch Returning Officer than the number of Branch Committee members provided for in Rule 6.4 or 6.5, including nominations deemed to have been received under rule 6.11, the Returning Officer shall conduct a secret ballot of all Members of that Branch who are entitled to vote.

- 6.13 Ballots required by Rule 6.11 or 6.12 shall be held before the end of May of the year specified in Rule 6.10 and may be held simultaneously or separately at the discretion of the Branch Returning Officer depending on the circumstances.

- 6.14 Branch Office Bearers-elect and Branch Committee members-elect shall appoint from amongst their own number that number of Branch Representatives-elect as are specified in Rule 5.2 not later than the end of June of the even-numbered year. A meeting held for the purposes of this rule shall be chaired by the Branch Returning Officer.

- 6.15 The Branch Office Bearers and members of the Branch Committee shall assume office when the results of nomination or any election are announced at the Branch Annual General Meeting. Branch Representatives shall assume office as members of Council in accordance with rule 5.7.

- 6.16 The Branch Office Bearers and members of the Branch Committee shall hold office for the period provided for by Rule 6.7 and the Branch Office Bearers shall not be elected for more than four consecutive years unless by a unanimous decision of their Branch Committee.

Casual Vacancies

- 6.17 A member of the Branch Committee shall be deemed to have vacated his or her office and a casual vacancy to have occurred in that Branch Committee if the member:

6.17.1 ceases to be a Member of the Society,

6.17.2 becomes an insolvent under administration within the meaning of the Companies (NSW) Code,

6.17.3 resigns office by notice in writing given to the Branch Secretary,

6.17.4 is removed from office under Rule 6.19,

6.17.5 is absent from three consecutive meetings of the Committee, of which reasonable notice has been given either personally or by post, fax or email, unless on leave granted by the Committee.

- 6.18 A casual vacancy among the Office Bearers shall be filled by resolution of the Branch Committee from among the Financial Members of the Society until the next election of the Branch Committee. A casual vacancy among other members of the Branch Committee may be filled in the same manner.

Removal of Branch Committee Member

- 6.19 A member of a Branch Committee may be removed from office by a resolution of the Branch Committee or of an Extraordinary General Meeting of the Branch called for that purpose, by a three-fourths majority (to the nearest whole number) of a duly constituted quorum for any conduct, which in the opinion of the Branch Committee or Extraordinary General Meeting of the Branch renders that member unsuitable as a member of the Branch Committee.

Branch Committee Meetings

- 6.20 Branch Committees shall meet at least once in each quarter, but may meet more frequently as decided by the Branch Committee.

Notice of Branch Committee Meetings

- 6.21 The Branch Secretary shall give notice of Branch Committee meetings to every member of the Branch Committee not less than 14 days prior to the date of the meeting specifying the date, time and venue of the meeting and the business to be transacted.

Chairing Branch Committee Meetings

- 6.22 The Branch President shall be Chairman of the Branch Committee. In the absence of the Chairman, the meeting shall elect a Chairman from among those present. If the Chairman subsequently arrives he or she shall be entitled to take the Chair.

Quorum - Branch Committee Meetings

- 6.23 A quorum of the Branch Committee shall consist of four members attending in person except where the total membership of the Branch Committee is eight or less in which case a quorum shall consist of three members attending in person, provided in each case that at least two from amongst the Branch President, Branch Secretary and Branch Treasurer are present in person or have tendered a written proxy or, in a Branch where the offices of Branch Secretary and Branch Treasurer are combined, provided that the Branch President and Branch Secretary/Treasurer are present in person or have tendered a written proxy.
- 6.24 Unless otherwise required by this Constitution, resolutions of the Branch Committee shall require a simple majority.

Branch Representatives

- 6.25 Branch Representatives-elect elected in accordance with the provisions of Rule 6.14 shall participate in any election for Council Office Bearers required under Rule 5.15.
- 6.26 In the event of a Branch Representative-elect being elected to an Office of Council under Rule 5.15, the Branch Committee of the Branch intended to be represented by that Branch Representative-elect shall appoint a replacement Branch Representative-elect from amongst their own number. In the event that other Branch Representatives have assumed office under Rule 5.8 by that time, the replacement Branch Representative-elect shall assume office immediately upon election.

Branch Annual General Meeting

- 6.27 An Annual General Meeting of a Branch shall be held in September or October of each year. At this meeting, there shall be presented the Branch Annual Report, the audited Branch Statement of Receipts and Payments and Branch Balance Sheet for the preceding financial year.

Notice of Branch Annual General Meeting

- 6.28 The Branch Secretary shall give notice of Branch Annual General Meetings to every member of the Branch not less than 14 days prior to the date of the meeting specifying the date, time and venue of the meeting and the business to be transacted. The lack of receipt of notice by any person shall not invalidate the proceedings of the meeting.

Branch General (Technical) Meetings

- 6.29 Branch General (Technical) Meetings may be held from time to time as decided by the Branch Committee.

Rules for Conduct of Branch General (Technical) Meetings

- 6.30 Except as provided for in Parts 6, 9 and 10 hereof, a Branch Committee may formulate rules for the conduct of General (Technical) Meetings held by that branch.

Branch Extraordinary General Meeting

- 6.31 A Branch Extraordinary General Meeting to discuss any particular aspect of the Branch's activities may be called either:
- 6.31.1 by the Branch Committee, or
 - 6.31.2 by the Branch Secretary on receipt of a Notice of Motion or Petition signed by the mover and seconded and supported by the signatures of at least ten Branch Members who are entitled to vote. Such a meeting shall be held not more than one month after receipt of the Notice of Motion or Petition by the Branch Secretary who shall give notice of the Branch Extraordinary General Meeting to every Member of the Branch not less than 14 days prior to the date of the meeting, specifying the date, time and venue of the meeting and the business to be transacted. No business other than that for which the Extraordinary General Meeting was called may be transacted. The lack of receipt of notice by any person shall not invalidate the proceedings of the meeting.

Chairing Branch General Meetings

- 6.32 The Branch President shall be Chairman of Branch Annual General Meetings, Branch General (Technical) Meetings and Branch Extraordinary General Meetings. In the absence of the President, the meeting shall elect a chairman from among those present. If the Branch President subsequently arrives he or she shall be entitled to take the Chair.

Quorum

- 6.33 A quorum at a Branch Annual General Meeting or any Branch Extraordinary General Meeting in Branches which have up to 99 members shall consist of ten members personally present and entitled to vote and in Branches which have more than 99 members shall consist of fifteen members personally present and entitled to vote provided that two members drawn from the Branch President, Branch Secretary and Branch Treasurer are present in person or have tendered a written proxy or, in Branches where the Branch Secretary and Branch Treasurer are combined, provided that the Branch President and Branch Secretary/Treasurer are both present in person or have tendered a written proxy.
- 6.34 If within thirty minutes from the time appointed for the Branch Annual General Meeting or any Branch Extraordinary Meeting, a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, that Annual General Meeting or Extraordinary General Meeting, as the case may be, shall be re-convened within a period of two months, when those present shall form a quorum.
- 6.35 Unless otherwise required by this Constitution, resolutions of a Branch Annual General Meeting or of a Branch Extraordinary General Meeting shall require a simple majority.

Sub-Committees of Branches

- 6.36 The Branch may constitute sub-committees from among the membership of the Society, to report on such subjects as are considered to require investigation and which fall within the Objects of the Society. Membership of such sub-committee shall be terminated when the work requested in the terms of reference has been completed, or at the discretion of Council.

PART 7. DIVISIONS

Establishment of Divisions

- 7.1 Divisions of the Society, comprised of Members interested in particular aspects of the Objects of the Society, may be established in such places and to cover such aspects of the Objects of the Society as the Council may from time to time decide or approve.

Management of Divisions

- 7.2 Unless decided otherwise by Council, Divisions shall be managed in accordance with the same rules as apply to Branches, which are laid down in PART 6.

PART 8. SPECIAL PURPOSE COMMITTEES

Establishment of Special Purpose Committees

- 8.1 Special Purpose Committees to conduct specific activities relevant to the Objects of the Society may be established in such places and to conduct such activities as the Council may from time to time decide.

Special Purpose Committees

- 8.2 Special Purpose Committees shall comprise a Chairman appointed by Council for a maximum of three consecutive two-year terms and other members appointed by or approved by Council. Where the activities of the Committee involve expenditure, one of the members shall be the Society's Treasurer ex- officio, or a Member of the Society nominated by the Treasurer.
- 8.3 Additional members may be co-opted by the Committee subject to subsequent approval by Council.
- 8.4 Special Purpose Committees may be appointed for an indefinite period or for a specific term at the discretion of Council. The activities and composition of each Committee shall be reviewed by Council every two years in an odd-numbered year and the Committee may be disbanded or any appointment terminated at any time by resolution of Council.

Office Bearers

- 8.5 A Committee Secretary, and where the activities of the Special Purpose Committee involve expenditure a Committee Treasurer shall be elected from members of the Committee. The offices of Committee Secretary and Committee Treasurer may be vested in one person as Committee Secretary/Treasurer.

Meetings

- 8.6 The Committee shall meet at least once in each quarter, but may meet more frequently as determined by the Committee.

Notice of Committee Meetings

- 8.7 The Committee Secretary (or Committee Secretary/Treasurer) shall give Notice of Special Purpose Committee Meetings to all committee members not less than 10 days prior to the date of the meeting specifying the date, time and venue of the meeting and the business to be transacted.
- 8.8 The Special Purpose Committee Chairman shall chair the meetings of the Committee. In the absence of the Chairman, the meeting shall elect a Chairman from among those present. If the Committee Chairman subsequently arrives, he or she shall be entitled to take the Chair.

Quorum

- 8.9 A quorum of a Special Purpose Committee shall consist of at least four members attending in person.
- 8.10 Unless otherwise required by this Constitution, resolutions of Special Purpose Committees shall require a simple majority.

Sub-Committees of Special Purpose Committees

- 8.11 The Special Purpose Committee may constitute sub-committees from among the membership of the Society, to report on such subjects as are considered to require investigation and which fall within the Objects of the Society. Membership of such sub-committee shall be terminated when the work requested in the terms of reference has been completed, or at the discretion of Council.

PART 8A. SPECIAL INTEREST GROUPS

Establishment of Special Interest Groups

- 8A.1 Special Interest Groups, comprised of Members interested in particular aspects of the Objects of the Society, may be established in such places and cover such aspects of the Objects of the Society as the Council may from time to time decide or approve.

Management of Special Interest Groups

- 8A.2 Unless otherwise decided by Council, Special Interest Groups shall be managed in accordance with the same rules as apply to Special Purpose Committees, which are laid down in PART 8, save that, although the Chairman of a Special Interest Group shall be eligible to be a Branch Representative, nothing in PART 5 of these Rules shall be construed as an appointment of the Chairman of a Special Interest Group as a member of the Council of the Society ex officio.

Sub-Committees of Special Interest Groups

- 8.A.3 The Special Interest Groups may constitute sub-committees from among the membership of the Society, to report on such subjects as are considered to require investigation and which fall within the Objects of the Society. Membership of such sub-committee shall be terminated when the work requested in the terms of reference has been completed, or at the discretion of Council.

PART 9. GENERAL MEETINGS OF THE SOCIETY

Annual General Meetings

- 9.1 An Annual General Meeting of the Society shall be held in September, October, or November in each year, save that the first Annual General Meeting of the Society after incorporation shall be held in accordance with the special provisions of Section 26 of the NSW Associations Incorporation Act 1984. At this meeting there shall be presented the Society's Annual Report and also the Society's Consolidated Statement of Income and Expenditure and the Society's Consolidated Balance Sheet for the preceding year, as specified in Rule 11.15.

Extraordinary General Meetings

- 9.2 An Extraordinary General Meeting of the Society to discuss any particular aspect of the Society's activities may be called either:
- 9.2.1 by the Council, or
- 9.2.2 by the Secretary on receipt of a Notice of Motion or Petition signed by the mover and seconder and supported by the signatures of at least ten Members who are entitled to vote. Such a meeting shall be held not more than two months after receipt of the Notice of Motion or Petition by the Federal Secretary, and in the city or centre occupied by the Branch to which the majority of the signatories belong, unless another venue is requested in the documents accompanying the Notice of Motion or Petition.

Notice of Meetings

- 9.3 The Secretary shall give 30 days Notice of any Annual General Meeting and any Extraordinary General Meeting of the Society stating the date, time and venue of the Meeting and the business to be transacted. No business other than that for which the Extraordinary General Meeting was called may be transacted at an Extraordinary General Meeting. The lack of receipt of notice by any person shall not invalidate the proceedings of the meeting.

Chairing of Meetings

- 9.4 The President of the Society, or if he is not present, the Deputy President of the Society, shall chair the Annual General Meeting and any Extraordinary General Meeting of the Society. If neither of these are present, the meeting shall elect a Chairman from among Members present and entitled to vote. If the President or Deputy President subsequently arrive, they shall be entitled to take the Chair.

Quorum

- 9.5 A quorum at an Annual General Meeting or any Extraordinary General Meeting of the Society shall consist of fifteen Members personally present and entitled to vote provided that three Members drawn from the President, Deputy President, Secretary and Treasurer are present in person or have tendered a written proxy.
- 9.6 If within thirty minutes from the time appointed for an Annual General Meeting or Extraordinary General Meeting of the Society, a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, that Annual General Meeting or Extraordinary General Meeting, as the case may be, shall be re-convened within a period of two months when those present shall form a quorum.
- 9.7 Unless otherwise required by this Constitution, resolutions of an Annual General Meeting of the Society or of an Extraordinary General Meeting shall require a simple majority.

PART 10. VOTING AT MEETINGS

- 10.1 This PART shall relate to voting at an Annual General Meeting, an Extraordinary General Meeting, a Branch Annual General Meeting and a Branch Extraordinary General Meeting.
- 10.2 When voting at any meeting at which he or she is entitled to vote or when voting by post, fax, email or website ballot, each Financial Member of the Society shall have one vote. Members who are not financial shall not be entitled to vote.

- 10.3 The Secretary, or Branch Secretary as the case may be, shall have a Register of Financial Members available at the Meeting.
- 10.4 The Chairman presiding at any meeting shall have the deliberative vote to which he or she is entitled, but in the event of an equality of votes, the Chairman may have a second or casting vote.
- 10.5 The method of signifying a vote shall be by one of the following methods, the selection of which shall be at the discretion of the Chairman, except as provided in Rule 10.6 and unless decided to the contrary by a resolution of the meeting:
- 10.5.1 by a show of hands,
- 10.5.2 by secret ballot, for which purpose two scrutineers shall be elected from Members present at the meeting and who shall communicate both the result and the polling papers to the Chairman on completion of the count,
- 10.5.3 by post, fax, email or website ballot of all eligible Members, if the Chairman certifies that the issue is of sufficient importance to warrant this course of action. If certification for the conduct of a ballot is made, the meeting shall appoint a Returning Officer who shall be empowered to decide all matters relating to the conduct of that ballot except those on which a resolution of the meeting gives specific directions at the time of appointment of the Returning Officer.

Ballots when Amending the Constitution

- 10.6 In the special case of voting on a resolution to amend the Constitution, the method of signifying a vote shall be by a ballot of all Members eligible to vote. A Returning Officer shall be appointed by resolution of the Meeting called in accordance with the provisions of PARTS 9 and 13. The Returning Officer shall be empowered to decide all matters relating to the conduct of the ballot except those on which a resolution of the meeting gives specific directions at the time of approving a ballot and electing a Returning Officer.

Proxies

- 10.7 A vote may be registered either by person or by proxy except where a post, fax, email or website ballot is required.
- 10.8 The instrument appointing a proxy shall be in writing over the hand of the appointer. A proxy must be a Financial Member of the Society but such proxy shall not occupy any office of the Society held by his principal. The proxy may be "The Chairman of the Meeting" and any proxy may be directed how to vote.
- 10.9 The instrument appointing a proxy shall be deposited with the Chairman at the commencement of the meeting concerned at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall be invalid.

PART 11. FINANCIAL

Funds - Source

- 11.1 The funds of the Society shall be derived from the annual subscriptions of Members, donations, fees for conferences and courses conducted by the Society, and, subject to any resolution passed by the Society at a Council meeting, such other sources as the Council determines.

Funds to be Banked

- 11.2 All money received by the Society shall be deposited as soon as practicable and without deduction to the credit of the Society's bank account.

Issue of Receipts

- 11.3 The Society shall, as soon as practicable after receiving any money, issue a receipt.

Management of Funds

- 11.4 The income and property of the Society shall be applied solely towards the promotion of its Objects. The Society shall not carry on any trade or business or engage in any transaction with a view to the pecuniary gain of its Members.

- 11.5 No Member shall have any personal claim on any property of the Society and no part of the income or property of the Society shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the members of the Society, provided that nothing herein contained shall prevent the payment in good faith of remuneration or honorarium to any Office Bearer or servant of the Society in return for any service rendered to the Society, or prevent the payment at the discretion of Council of the expenses incurred by any Member in attending meetings or otherwise undertaking business activities on behalf of the Society on instructions from the Council.

Liability of Members

- 11.6 The liability of a Member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the Member in respect to membership of the Society as required by Rule 3.9.

Bank Accounts

- 11.7 The Council shall operate an account on which cheques may be drawn at a Bank of its choice and may also operate one other interest-bearing account with that Bank. The Council may also make deposits or investments in accordance with the provisions of PART 12. Such accounts and investments shall be operative on the signatures of any two of the following Office Bearers: President, Deputy President, Secretary, Treasurer and a designated Councillor from the Branch to which the Treasurer also belongs.
- 11.8 Each Branch Committee shall operate an account on which cheques may be drawn at a Bank of its choice and may also operate one other interest-bearing account with that Bank. Such accounts shall be operative on the signatures of any two of the following Office Bearers: Branch President, Immediate Past Branch President if a member of Branch Committee, Branch Secretary, Branch Treasurer or Branch Secretary/Treasurer and one other member of the Branch Committee.
- 11.9 Each Special Purpose Committee or Special Interest Group where the activities of the Special Purpose Committee or Special Interest Group involve expenditure shall operate an account on which cheques may be drawn at a Bank of its choice and may also operate one other interest-bearing account with that Bank. Such accounts shall be operative on the signatures of any two of the Chairman, Secretary, Treasurer and one other member of that Special Purpose Committee or Special Interest Group.
- 11.10 A sub-committee formed in accordance with the provisions of rule 6.6 shall operate an account on which cheques may be drawn at a Bank specified by the Branch Committee and may also operate one other interest-bearing account at that Bank. Such accounts shall be operative, on the signatures of any two of such members of the sub-committee as are specified by the Branch Committee.

Contracts

- 11.11 Subject to this Constitution, a contract between the Society and another person or organisation may be entered into, varied or discharged by the President, the Secretary or the Treasurer acting under the express authority of the Council or Executive Committee.

Council to Control Funds

- 11.12 Funds paid to the Society shall be under the control of the Council and accounts for normal running expenses shall be paid by the Treasurer whose actions are subject to ratification by Council, except that accounts in excess of an amount determined by Council from time to time shall not be paid by the Treasurer until prior approval has been obtained from the Council or from the Executive Committee of Council.
- 11.13 The maximum amount of money which may be committed or expended by the Executive Committee of Council, without prior approval of Council shall be an amount determined by Council from time to time.
- 11.14 Branches of the Society and other Society committees shall be entitled to receive such allocation of the Society's funds and for such purposes as the Council may approve and shall be empowered to expend such funds. Details of actual expenditure shall be submitted to Council or to the Executive Committee for their endorsement. Funds retained on hand by Branches or Committees in cash, bank accounts or other forms shall not exceed an amount determined by Council from time to time. Any surplus over the amount so determined, acquired by Branches by grants from Council or from conferences, courses, donations or grants from bodies other than Council, shall be returned to Council for appropriate deposit or investment. An exclusion from the requirements of this paragraph shall apply to the New Zealand Branch, which may retain under its control funds originating from New Zealand sources, including membership fees, collected in New Zealand up to a limit decided by Council from time to time.

Accounts Kept by Treasurer

11.15 The Treasurer shall keep proper accounts of the financial transactions controlled, incurred or performed by the Council of the Society and sub-committees established under Rule 5.39, but shall not be required to monitor the financial transactions of the Branches or of other accounts under the control of particular Office Bearers other than to incorporate annually the financial transactions of the Branches and others above mentioned into the Annual Consolidated Financial Statements specified in Rule 11.16 after receipt of the statements specified in Rule 11.17.

Financial Statement of Operations and Balance Sheet

11.16 At the Annual General Meeting each year the Treasurer shall present an audited Financial Statement of Operations and a Balance Sheet of the Society's assets and liabilities for the year ended 30th June, preceding the date of the Annual General Meeting. These Financial Statements shall be consolidated in so far as they are to incorporate the financial transactions of the Society as a whole, including those of all Branches, Divisions Special Purpose Committees, sub-committees and other subsidiary operating accounts. A copy of the audited financial statements specified in this paragraph, together with any report made by the auditors, shall be sent to all Members of the Society at least fourteen days before the date of the Annual General Meeting at which they are to be presented.

Statement of Income and Expenditure of All Accounts

11.17 Each Branch Committee and other Office Bearer or Member of the Society, who operates a financial account on behalf of the Society, not later than 31st day of July in each year shall forward to the Treasurer an audited statement of income and expenditure incurred by the said Branch or person during the preceding year commencing 1st July and ending 30th June, together with such other audited information as will enable the Treasurer to compile the Consolidated financial documents referred to in Rule 11.16 above in time for distribution prior to the Annual General Meeting. The Council may contract with a Registered Accountant to assist in this compilation.

Auditors

11.18 An Auditor or Auditors who shall be Registered Company Auditors shall be appointed at the Annual General Meeting of the Society, or at the Branch Annual General Meeting, as the case may be.

PART 12. PROPERTY

Property Vests in Council

12.1 All property owned by the Society shall be vested in the Council, which shall be empowered:

12.1.1 to invest the monies of the Society in -

12.1.1.1 Deposits or first charge Debenture Stock with Banks and Bank-linked financial institutions as approved by Council or the Executive from time to time, but excluding unsecured deposits,

12.1.1.2 First charge Debenture Stock with companies or corporations listed on a Capital City Stock Exchange as approved by Council from time to time,

12.1.1.3 Investment Trusts, Mortgage Trusts operated by Banks as approved by Council from time to time, excluding Property Trusts and Trusts dealing significantly (more than 10%) in equities,

12.1.1.4 Mortgages arranged through Solicitors as approved by Council from time to time.

12.1.2 to accept any gift or property for the promotion of the Objects of the Society,

12.1.3 to borrow, raise or secure the payment or repayment of monies in such a manner as it may think fit,

to purchase, take or lease, construct, maintain or alter any building, works or equipment necessary or convenient for the purposes of the Society,

12.1.5 to sell, lease, mortgage, dispose of, or otherwise deal with any part of the property of the Society acquired in accordance with the provisions of Rule 12.1.4.

PART 13. ALTERATION OF CONSTITUTION

- 13.1 This Constitution shall be altered only by a resolution passed by an affirmative vote of not less than three quarters of the number of Members voting in a ballot approved at a duly constituted Annual General Meeting or Extraordinary General Meeting of the Society called for that purpose in accordance with the provisions of PART 9, provided that the number of Members voting in support is equal to or exceeds 15% of the total membership of the Society.
- 13.2 Voting at such a meeting shall be in accordance with the provisions of Rule 10.6.

PART 14. GENERAL

Insurance

- 14.1 The Society shall effect and maintain insurance pursuant to section 44 of the Associations Incorporation Act, 1984, and such other insurance as the Council may determine.
- 14.1.1 The Society may take out Directors and Officers Liability Insurance. To the extent permitted by law, the Society may, at the discretion of Council, indemnify any person who is, or has been, an Officer of the Society, for any liability to third parties, this liability being incurred either in carry out their duties on behalf of the Society or in the course of acting in connection with the affairs of the Society, and provided that the liability does not arise -
- 14.1.1.1 as a result of conduct involving a lack of good faith,
 - 14.1.1.2 as a result of conduct contrary to the provisions of the Associations Incorporation Act, 1984,
 - 14.1.1.3 as a result of conduct contrary to the provisions of this Constitution or a wilful breach of duty in their capacity as an Officer of the Society.
- 14.1.2 The Society may provide this indemnity out of the assets of the Society and/or by insurance cover specifically intended for this purpose.
- 14.1.3 For the purposes of this Rule, an Officer is defined as:
- 14.1.3.1 A Councillor as defined in PART 5 of this Constitution,
 - 14.1.3.2 The Branch President, Branch Secretary, Branch Treasurer or the Branch Secretary/Treasurer of any Branch,
 - 14.1.3.3 The Chairman, Secretary, Treasurer or Secretary/Treasurer of any Special Purpose Committee or Special Interest Group as defined in PART 8 or PART 8A of this Constitution,
 - 14.1.3.4 The Chairman, Secretary, Treasurer or Secretary/Treasurer of any regional Sub-Committee or Conference Organising Committee formed in accordance with Rule 6.6,
 - 14.1.3.5 Any person co-opted for the performance of an Office by the Council, a Branch, a Special Purpose Committee, a Special Interest Group, a regional Sub-Committee or a Conference Organising Committee.
- 14.1.4 An Officer shall be required to declare that there are no circumstances known to him or her about which the Insurer should be informed and/or which would preclude cover being extended to him or her.

Common Seal

- 14.2 The common seal of the Society shall be kept in the custody of the Public Officer.
- 14.3 The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures of the President, Secretary or Treasurer together with the signature of the Public Officer.

Custody of Books

- 14.4 Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Society. He or she shall maintain a register of books or documents and their location for all books and documents which are not in his or her own custody.

Inspection of Books

- 14.5 The records, books and other documents of the Society shall be open to inspection, free of charge, by a Member of the Society at any reasonable hour.

Service of Notices

- 14.6 For the purpose of these rules, a notice may be served by or on behalf of the Society upon any Member either personally or by sending it by post, fax or email to the Member at the Member's address shown in the register of members.
- 14.7 Where a document is sent to a person by properly addressing, prepaying and posting, or by faxing or emailing, to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purpose of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post, fax or email.

Local Rules or Bye-Laws

- 14.8 A Branch, Division or Special Purpose Committee shall be entitled to make Rules or Bye-Laws for such parts of its conduct or activities as are not covered by this Constitution. Such Rules or Bye-Laws may be made by resolution of the appropriate committee, but must be ratified by the Council.

Publishing

- 14.9 A Branch, Division or Special Purpose Committee shall not publish in the name of the Society any material without the approval of Council or Executive Committee as may be appropriate.

Surplus Property

- 14.10 If, on the winding up or dissolution of the Society, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Society but shall be given or transferred to some charitable, non-profit institution or institutions having Objects somewhat similar to the Objects of the Society and which shall prohibit the distribution of its or their income and property amongst its or their members and also is an institution which is exempt from Income Tax, as decided by General Meeting of the Members of the Society at or before the time of dissolution and in default thereof, by such Judge as may have or acquire jurisdiction in the matter.
- 14.11 The Council shall have power to establish Honours and Awards as it shall decide from time to time. The Council shall have the power to establish a sub-committee, to operate for such a period of time as it shall decide, to make recommendations for making such Honours and Awards and to recommend guidelines or rules governing such Honours and Awards.



SUMMARY OF AMENDMENTS TO THE CONSTITUTION

The constitution was approved at the Society's Annual General Meeting, 27 August, 1991 and registered under the NSW Associations Incorporation Act 1984 on the 22 November 1991. Registration Number is Y13782-19

AMENDED BY BALLOT OF MEMBERS	STATUS OF AMENDMENTS (Under the NSW Associations Incorporation Act 1984)	SUMMARY OF AMENDMENTS
Ballot of members in August 1996.	Approved in October 1998.	<ol style="list-style-type: none"> 1. Council granted power to establish honours and awards and to establish a sub-committee to make recommendations. 2. Additional requirement to change the constitution involving a need to obtain the support of 15% or greater of the membership of the Society. 3. Office bearers of the Society to be nominated and elected by eligible members of the Society instead of the Branch representatives-elect of the Council.
Ballot of members in July 1998.	Submitted for approval in October 1998.	<ol style="list-style-type: none"> 1. Additional grades of membership of Fellow of the Society and Associate of the Society introduced and defined. 2. Procedures for admission to the two new grades involving the establishment and operation of the Professional Accreditation Review Panel (PARP).
Ballot of members in October 2001.	Submitted for approval in January 2002.	<ol style="list-style-type: none"> 1. Change the name of the grade of membership from "Associate of the Society" to "Accredited Professional". 2. Procedures to follow if there is no nomination for a Society or Branch office bearer's position. 3. Procedures for the nomination of membership of and management of sub-committees to Branches, Divisions, Special Purpose Committees, and Special Interest Groups.
<p>Ballot of members in August 2003.</p> <p>Ballot of members in April 2006</p>	<p>Submitted for approval in September 2003.</p> <p>Submitted for approval in September 2006</p>	<ol style="list-style-type: none"> 1. Introduced the acceptance of the use of electronic communications, such as fax and email, as equivalent to postage. 2. Introduced the acceptance of ballots being conducted by post, fax, email or website. <ol style="list-style-type: none"> 1. Approved the alterations to the Constitution of the Clean Air Society to obtain tax deductibility status under the regulations of Environment Australia - Register of Environmental Organisations 2. Accepted that the Constitution to reflect the current practice of centralised accounting for Australian Branches.
Ballot of members in November 2009	Submitted for approval in September 2009	Approved the alterations to the Constitution of the Clean Air Society as outlined in Attachment 3.

INDEX

The following index lists the Parts and Rules of the constitution. A more advanced identification of phrases and words is obtainable by electronic means using an appropriate word processing program and an electronic copy of the constitution. An electronic copy of the constitution is available to members of the Society by contacting the Secretariat by phone or fax on (03) 9872 5111 or internationally on + 61 3 9872 5111 or by email to casanz@ozemail.com.au

SUBJECT	PAGE	SUBJECT	PAGE
PART 1. PRELIMINARY -Page 1			
Arrangement	1	Name	1
Succession	1	Incorporation	1
Jurisdiction	2	Headquarters	2
Definitions	2		
PART 2. OBJECTS - Page 2			
PART 3. MEMBERSHIP - Page 3			
Grades of Membership	3	Qualifications for Membership	3
Admission of Members	4	Payment of Subscriptions	4
Subscriptions	4	Arrears in Subscriptions	4
Retired Members	5	Resignations, Suspension or Removal from the Register	5
Register of Members	5	Branch Roll	5
Professional Accreditation Review Panel	5		
PART 4. ORGANISATION - Page 6			
The Council	6	Branches	6
Special Purpose Committees	6	Special Interest Groups	6
PART 5. COUNCIL – Page 6			
Council Membership	6	Branch Representatives	6
Other Members of Council	7	Election of Office Bearers of Council	7
Casual Vacancies	7	Removal of Council Member from Office	8
Council Meetings	8	Notice of Council Meetings	8
Chairing of Council Meetings	8	Council Quorum and Voting	8
Duties of Council Office Bearers	8	Executive Committee	8
Executive Committee Quorum and Voting	9	Officers of the Society	9
Sub-committees	9	Authentication	9
Final Decisions Rest With Council	9		
PART 6. BRANCHES – Page 9			
Establishment of Branches	9	Branch Committees	9
Composition of Branch Committees	10	Election of Branch Committees	10
Casual Vacancies	11	Removal of Branch Committee Member	11
Branch Committee Meetings	11	Notice of Branch Committee Meetings	11
Chairing Branch Committee Meetings	11	Quorum - Branch Committee Meetings	11
Branch Representatives	11	Branch Annual General Meeting	12
Notice of Branch Annual General Meeting	12	Branch General (Technical) Meetings	12
Rules for Conduct of Branch General (Technical) Meetings	12	Branch Extraordinary General Meeting	12
Chairing Branch General Meetings	12	Quorum	12
Sub-Committees of Branches	12		
PART 7. DIVISIONS - Page 12			
Establishment of Divisions	12	Management of Divisions	12
PART 8. SPECIAL PURPOSE COMMITTEES - Page 13			
Establishment of Special Purpose Committees	13	Special Purpose Committees	13
Office Bearers	13	Meetings	13
Notice of Committee Meetings	13	Quorum	13
Sub-Committees of Special Purpose Committees	13		

SUBJECT	PAGE	SUBJECT	PAGE
PART 8A. SPECIAL INTEREST GROUPS - Page 14			
Establishment of Special Interest Groups	14	Management of Special Interest Groups	14
Sub-Committees of Special Interest Groups	14		
PART 9. GENERAL MEETINGS OF THE SOCIETY - Page 14			
Annual General Meetings	14	Extraordinary General Meetings	14
Notice of Meetings	14	Chairing of Meetings	14
Quorum	14		
PART 10. VOTING AT MEETINGS - Page 15			
Ballots When Amending the Constitution	15	Proxies	15
PART 11. FINANCIAL - Page 15			
Funds – Source	15	Funds to be Banked	15
Issue of Receipts	16	Management of Funds	16
Liability of Members	16	Bank Accounts	16
Contracts	16	Council to Control Funds	16
Accounts Kept by Treasurer	17	Financial Statement of Operations and Balance Sheet	17
Statement of Income and Expenditure of All Accounts	17	Auditors	17
PART 12. PROPERTY - Page 17			
Property Vests in Council	17		
PART 13. ALTERATION OF CONSTITUTION - Page 18			
PART 14. GENERAL - Page 18			
Insurance	18	Common Seal	18
Custody of Books	19	Inspection of Books	19
Service of Notices	19	Local Rules or Bye-Laws	19
Publishing	19	Surplus Property	19
SUMMARY OF AMENDMENTS TO THE CONSTITUTION – Page 21			
INDEX - Page 22			

ATTACHMENT 1

Members of CASANZ at the 2005 EGM passed a motion:

“that the Society hold a Ballot of members, to approve the necessary minor alterations to the Constitution of the Clean Air Society to obtain tax deductibility status under the regulations of Environment Australia - Register of Environmental Organisations”

To meet the requirements, a number of alterations to the Constitution are listed below, namely, to Part 2 and a new Part 15, regarding a Public Fund has been added:

Deleting the heading to Part 2 and replacing it with the following:

“PART 2. OBJECTS AND REQUIREMENTS”

Deleting rule 2.1 and replacing it with the following:

“Objects

2.1 The objects of the Society are to:

- 2.1.1 promote the protection and enhancement of the natural environment, specifically Air Quality;
- 2.1.2 advance the knowledge and practical experience of environmental and Air Quality management, by, without limitation:
- 2.1.3 providing lectures, exhibitions, public meetings and conferences as a forum to expand knowledge of environmental matters, especially Air Quality, including causes, effects, measurement, legislative aspects and control of pollution;
- 2.1.4 liaising with organisations with similar interests;
- 2.1.5 printing and publishing papers, periodicals, books and leaflets on air quality and environmental issues;
- 2.1.6 providing scholarships, bursaries, monetary grants, awards and prizes to encourage the study of Air Quality issues.”

Inserting the following rule 2.2 immediately following rule 2.1:

“Requirements for environmental organisations

2.2 If the Society is on the register of environmental organisations maintained under section 30-255 of ITAA 97:

- 2.2.1 the Society must not act as a mere conduit for the donation of money or property to other organisations, bodies or persons;
- 2.2.2 the Society must not act as a collection agency for tax deductible donations intended by a donor to be passed onto another organisation or person;
- 2.2.3 all allocations of funds or property must be made by the Society in accordance with rule 2.1;
- 2.2.4 the Society must comply with any rules that the treasurer of the Commonwealth of Australia and the minister responsible for the environment make to ensure that gifts made to the Society be used only for the purposes set out in rule 2.1;
- 2.2.5 the Society must provide to the Department within four months of the end of the financial year, or any other time frame requested by the Department, audited financial statements for the Society and the Public Fund which provide information on payments from the Public Fund and management of Public Fund assets; and
- 2.2.6 the Society must provide to the Department within four months of the end of the financial year, or any other time frame requested by the Department, statistical information on donations to the Public Fund.”

4 5 6 7 8 9 10

Deleting rule 11.5 and replacing it with the following:

“11.5 No part of the income or property of the Society or the Public Fund may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, fee or otherwise, to any of the members. However, this rule does not prohibit making a payment in good faith for:

- 11.5.1 out-of-pocket expenses incurred by a member; or
- 11.5.2 a service rendered to the Society by a member in a professional or technical capacity where:
 - 11.5.2.1 the provision of the service has the prior approval of the Council; and
 - 11.5.2.2 the amount payable is not more than an amount which commercially would be reasonable payment for the service, or prohibit payment;
- 11.5.3 in good faith to any member for goods supplied in the ordinary and usual course of business;
- 11.5.4 of reasonable and proper interest on money borrowed from a member; or
- 11.5.5 of reasonable and proper rent for premises let by any member to the Society.”

Inserting the following rules 3.27 and 3.28 immediately following rule 32.6:

“Resolution of internal disputes

3.27 Disputes between members (in their capacity as members) of the Association, and disputes between members and the Society, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983 (NSW)*.

3.28 At least seven days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.”

Inserting the following rule 13.3 immediately following rule 13.2:

“13.3 The Society must notify the Commissioner of the passing of a special resolution making a material alteration to, or materially affecting, Rules 2.1, 2.2, 11.5, 13.3 and 14.10 and Part 15 except an alteration necessary to enable the Society to comply with the fundraising or collections legislation of any state or territory of Australia.”

Deleting rule 14.10 and the heading immediately preceding rule 14.10 and replacing it with the following:

“Winding up

14.10 If, on the winding up or dissolution of the Society, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to a fund, authority or institution:

- 14.10.1 which is charitable at law;

14.10.2 whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as it outlined in Rule 11.5;

14.10.3 gifts to which can be deducted under Division 30, due to it being characterised as an environmental organisation under Subdivision 30-E of ITAA 97.

14.11 The identity of the fund, authority or institution referred to in Rule 14.10 must be decided by the members by ordinary resolution at or before the time of winding up or dissolution of the Society and, if the members cannot decide, by the Supreme Court of the State."

Inserting the following heading immediately following the new rule 14.12:

"Honours and awards"

Re-numbering the existing rule 14.11 as rule 14.13.

Inserting the following new Part immediately following rule 14.13:

"PART 15. PUBLIC FUND

Maintaining public fund

15.1 The Society must maintain for its environmental purposes as set out in rule 2.1 a fund (**Public Fund**):

15.1.1 to which gifts of money or property for those purpose are to be made;

15.1.2 to which any money received by the Society because of those gifts is to be credited;

15.1.3 that does not receive any other money or property;

15.1.4 to which the public is invited to make gifts for the environmental objects of the Society.

15.2 The Public Fund is called the Clean Air Society Public Fund.

15.3 The Society must notify the Department as soon as practicable of any departure from or breach of the rules relating to the Public Fund or any rules made by the treasurer of the Commonwealth of Australia or minister responsible for the environment, including, without limitation:

15.3.1 any change to the name of the Society or Public Fund;

15.3.2 any change to the membership of the committee administering the Public Fund;

15.3.3 any departure from the model rules for public funds in the guidelines to the register of environmental organisations.

Limits on use of Public Fund

15.4 The Society must use the following only for its objects:

15.4.1 gifts made to the Public Fund; and

15.4.2 any money received because of those gifts.

Administration of Public Fund

15.5 The Executive Committee may administer the Public Fund if the majority of the Executive Committee are Responsible Persons. If there is not a majority of the Executive Committee who are Responsible Persons, the Executive Committee must delegate the power to administer the Public Fund to a sub-committee, a majority of which are Responsible Persons.

Winding up

15.6 At the first occurrence of:

15.6.1 the winding up of the Public Fund; or

15.6.2 the Society ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA of ITAA 97 or the Public Fund ceasing to be listed on the register of environmental organisations,

any surplus assets of the Public Fund must be transferred to a fund,

15.6.3 which is charitable at law;

15.6.4 whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in Rule 11.5; and

15.6.5 gifts to which can be deducted under Subdivision 30-B, due to it being characterised as a public fund on the register of environmental organisations under item 6.1.1 of the table in section 30-55 of ITAA 97.

15.7 The identity of the fund must be decided by the Council.

Bank account and receipts

15.8 The Society must maintain a separate bank account for the Public Fund.

15.9 Receipts for gifts to the Public Fund must be made in the name of the Public Fund."

Inserting the following rules immediately following rule 1.9.14:

"1.9.15 Commissioner. The Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of ITAA 97.

1.9.16 Department. The department whose secretary is responsible under section 30-255 of ITAA 97 for keeping the register of environmental organisations.

1.9.17 ITAA 97. The Income Tax Assessment Act 1997 (Commonwealth).

1.9.18 Responsible Person. An individual who has a degree of responsibility to the wider Australian community as set out in the guidelines to the register of environmental organisations, such as an individual who:

1.9.18.1 performs a significant public function;

1.9.18.2 is a member of a professional body having a code of ethics or rules of conduct;

1.9.18.3 is officially charged with spiritual functions by a religious institution;

1.9.18.4 is a director of a company whose shares are listed on the Australian Stock Exchange;

1.9.18.5 has received formal recognition from government for services to the community; or

1.9.18.6 is approved as a Responsible Person by the Department.

1.9.19 State. New South Wales."

Prepared by Freehills, Melbourne, for the Clean Air Society of Australia and New Zealand.

ATTACHMENT 2

Members of CASANZ at the Annual General Meeting 2006 passed the following motion:

“that a Ballot of members be held requesting approval to alter the Constitution to reflect the current practice of centralised accounting for Australian Branches”.

EXPLANATION

The Society's Constitution refers to individual Branch bank accounts. It has been CASANZ practice, approved by CASANZ Council, for several years to use a centralised system, managed by the Society Treasurer, to record and control Australian Branch receipts and expenditure. The centralised accounts are independently audited and reported to members annually. This practice has resulted in considerable savings in accounting and auditing costs, and increased the punctuality of annual audits.

This ballot seeks approval from members to remove references to Australian Branch banking wherever they appear in the CASANZ Constitution, and replace them with references to centralised accounting for Australian Branches. A full list of the Rules to be altered is shown below. The full text of the Society's Constitution may be viewed at the CASANZ website: www.casanz.org.au.

ATTACHMENT 3

CHANGES TO THE CONSTITUTION

Members of CASANZ at the 2009 AGM passed a motion:

“that the Society hold a Ballot of members on 7 November, 2009, to approve the following alterations to the Constitution of the Clean Air Society”

To meet the requirements, the alterations to the Constitution are listed below with:

The words in bold italics will become the new wording in the Constitution.

Recognition of the role and existence of the Executive Director

Section1: ADD <i>Section 1.9.5a: Executive Director. Subject to this Constitution, a member of the Society whose responsibility is to advise the Executive and Council, and conduct the activities of the Society as specified in the Executive Director’s position description.</i>	The Executive Director and the main purpose of the Executive Director is not mentioned or defined at all in the Constitution. The Executive Director replaces the defined role of Membership Manager and has a more extended range of duties.
Section 5: ADD <i>5.28a The Executive Committee shall be advised and assisted by the Executive Director.</i>	Recognises a major role of the Executive Director
Sections 5.33, 5.34, 5.37. REPLACE <i>“Executive Director”</i> for “Membership Manager”	The role of Executive Director now incorporates that of Membership Manager, with much expanded duties
Section 5.34, ADD to the last sentence <i>...and any other matters relating to the activities of the Society as specified in the Executive Director’s position description.</i>	Defines an expanded role of the Executive Director

Removal of Divisions, a group category, no longer used by the Society

Section 1: DELETE <i>Section 1.9.4 Division. A group or groups within the membership of the Society established by Council and having special interests in common.</i>	Divisions have been superseded by Special Interest Groups and are no longer used by the Society
Section 4: DELETE <i>Section 4.4. The Council shall have the power to establish or approve separate Divisions in accordance with PART 7.</i>	Divisions have been superseded by Special Interest Groups and are no longer used by the Society
Section 7: Divisions, DELETE This whole section	The purpose of Divisions is now incorporated into Special Interest Groups and Special Purpose Committees – unnecessary duplication (Only three brief clauses).

Updating Council Membership and Council and Executive Procedures

Section 1: ADD <i>Section 1.9.11a. Present in person. At meetings of Society Executive, Council, Branches and other committees, a member is designated physically present or attending in person if attending by</i>	Recognises the availability of current technology to allow meeting attendance from another location.
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teleconference or computer link.	
Section 5: ADD to the list of Council members Section 5.1. One Special Interest Group Representative.	Recognises the importance of Special Interest Groups to the Society, and the need for them to be represented on Council
Section 5: REPLACE Section 5.7. Branch Representatives shall be chosen and assume office as Councillors as soon as possible after the results of Council elections and appointments are announced at the Annual General Meeting of the Society in each even-numbered year.	Clarification of procedure. Branch Representatives would normally be chosen after the Council elections and appointments
Section 5: ADD 5.11a The Special Interest Group representative shall be appointed by Council for a one-year period. The SIG representative shall rotate from existing SIGs in an order to be determined by Council.	Recognises the importance of SIGs to the Society and states how a SIG representative is to be appointed
Section 5: ADD Section 5.31. In case of a tie, the Chair shall have the casting vote.	Creates a final say on a tied item; standard for many other constitutions

Clarifies the Payment of Honorariums or Remuneration

Section 11: REPLACE Section 11.5a. No Member shall have any personal claim on any property of the Society. No part of the income or property of the Society shall be paid or transferred directly or indirectly by way of dividend or bonus or equivalent by way of profit to the members of the Society.	Clarifies that Society funds may be used for either an <i>honorarium</i> (i.e. Journal Editor), or <i>remuneration</i> for services (i.e. Teaching a TAE Course), but not for dividend or bonus payments to any member.
REPLACE 11.5b. The Society may provide payment of remuneration or honorarium to any Office Bearer or servant of the Society in return for any service rendered to the Society. The Society shall authorise the payment in accordance with the directions of Council of the expenses incurred by any Member in attending meetings or otherwise undertaking business activities on behalf of the Society.	

Small Wording Changes

Section 3: REPLACE Section 3.2.4 and 3.2.5, "seven-eighths" by "three-quarters"	Votes on all other Council matters require three-quarters majority. It is unclear why seven-eighths is stated here.
Section 3: REPLACE Section 3.2.6, first line, "course" by "program"	By current University definition, "program" is defined as a field of study (i.e. engineering, environmental science), whereas a "course" refers to an individual subject
Section 8: ADD Section 8.11: "s" to the word "sub-committee". ADD after the words "completed, or" "...changed upon recommendation from the Executive..."	Grammar correction Specifically includes the Executive in the decision-making process