Constitution and By-Laws

of

The Australian Institute of Energy

Adopted 23rd November 2004

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CONSTITUTION
OF
THE AUSTRALIAN INSTITUTE OF ENERGY

NAME

1. The name of the Company (hereinafter called "the Institute") is "The Australian Institute of Energy".

INTERPRETATION

2. This Constitution shall be construed with reference to the provisions of the *Corporations Act* 2001 (C'th) as amended or substituted from time to time and the terms used in this Constitution shall be taken as having the same meaning as when they were used in the Act and reference to any provision of the Act shall be construed as a reference to such provision as modified by any statute for the time being in force.

3. Throughout this Constitution, unless there is something in the subject or context inconsistent therewith, the following words shall have the following meanings, namely:

   "The Act" means the *Corporations Act* 2001 (C'th) (and it's Regulations) as amended or substituted from time to time.
   "The Board" means the members for the time being of the Board hereby constituted.
   "Secretary" includes any person appointed to perform the duties of Honorary Secretary.
   Unless otherwise stated "year" means the period from 1st January to 31st December inclusive.
   Words importing persons include corporations and words importing the masculine gender include the feminine.
   "Director" means a member for the time being of the Board.
   "Officials" means the salaried or paid secretaries, clerks and servants of the Institute.
   "The Office" means the registered office of the Institute.
   "In writing" means written or produced by any substitute for writing or partly written and partly so produced, whether distributed in handwritten, printed or electronic form.
   "The Commonwealth" means the Commonwealth of Australia and its territories.
   "State" means a State or Territory of the Commonwealth.
   Words importing the singular number include the plural and vice versa.
   "This Constitution" means this Constitution for the time being in force.
   "By-Laws" means the By-Laws of the Institute for the time being in force.

OBJECTS

4. The objects for which the Institute is established are:

(1) To advance the scientific, technological and social studies and professional practice of energy disciplines and enhance the contribution of energy disciplines to the promotion of the public welfare by:-
(a) encouraging the development of all branches of energy disciplines;
(b) promoting and improving research in energy disciplines;
(c) promoting high standards of professional ethics, competence, conduct, education, qualifications and achievement amongst energy practitioners;
(d) promoting the dissemination of knowledge and thought through meetings, lectures, professional contacts, reports, papers, discussions and publications;
(e) advancing scientific interest and inquiry in energy disciplines and all related areas of knowledge and practice.

(2) To acquire and take over part or all of the funds and other assets and liabilities of the professional institutes and/or societies desirous of having their purposes in Australia conducted by the Institute.

(3) To arrange, provide for, or join in arranging and providing for the holding of conferences, national or international exhibitions, business and social meetings, lectures, classes and discussions on subjects of general and special interest to persons interested in energy disciplines and also for the exhibition of any apparatus for appropriate research and the conduct and publication of experiments relevant to research into energy problems.

(4) To make grants of money and to lend moneys at or without interest out of the funds of the Institute for the furtherance of any of the purposes of the Institute.

(5) To print, publish and circulate, free of charge or otherwise, and to sell, lend, issue and distribute, free of charge or otherwise, any papers, treatises, books, pamphlets, leaflets or communications made to the Institute, or documents relating to energy disciplines, and any reports of the proceedings and accounts of the Institute, and for this purpose to cause translations to be made of any such papers, treatises or communications as shall be in a foreign language, and to illustrate any of the publications as the Institute may think expedient in connection with the objects of the Institute or any of them.

(6) To keep a Register of Members, their qualifications and appointments and particulars of their professional experience generally.

(7) To institute and conduct examinations and to issue Certificates and Diplomas to persons qualified to practise and teach energy disciplines. Provided that every such certificate or diploma shall contain on its face a statement to the effect that it is not issued under or by virtue of any statutory or government sanction or authority but by the authority of the Institute only.

(8) To subscribe to, become a member of and co-operate or amalgamate with any society, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Institute, provided that the Institute shall not subscribe to or support with its funds or amalgamate with any society, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Institute under or by virtue of Clause 5 of this Constitution.

(9) To impose and collect subscriptions and to invite donations to the funds of the Institute by any lawful means.

(10) To act as trustee of any trusts established solely or principally for purposes similar or related to the objects of the Institute.

(11) To expend such sums of money as the Institute may think fit in furtherance of the purposes of the Institute.

(12) To promote honourable practice and use our best endeavours to suppress malpractice by and among energy practitioners, to settle all questions and decide disputes, questions of practice and questions of professional usage, etiquette and courtesy referred to the Institute.

(13) To consider, initiate and promote improvements in and alterations to the law relating to energy disciplines and related subjects and to oppose or support any law relating to energy disciplines in the Commonwealth of Australia and to do all things that may be expedient for such purpose.

(14) To consider and advise on any question of policy referred to it for consideration by any Branch or Division of the Institute or any other body.

(15) To purchase, take on lease or in exchange, hire or otherwise acquire any lands, buildings, easements, or property real or personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Institute. Provided that in case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with the same in such manner as is allowed by law having regard to such trusts.

(16) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Institute's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Institute may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(17) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary for the purposes of the Institute.

(18) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Institute or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.

(19) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may directly or indirectly advance the Institute's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

(20) To invest and deal with the money of the Institute not immediately required in such manner as may be permitted by law for the investment of trust funds.

(21) To borrow or raise or secure the payment of money in such manner as the Institute may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Institute in any way and in particular by the issue of debentures perpetual or otherwise charged upon all of any of the Institute's property (both present and future), and to purchase, redeem or pay off any such securities.

(22) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

(23) In furtherance of the objects of the Institute to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Institute.

(24) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Institute's property of whatsoever kind sold by the Institute, or any money due to the Institute from purchasers and others.

(25) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Institute.

(26) To print and publish any newspapers, periodicals, books or leaflets that the Institute may think desirable for the promotion of its objects.

(27) In furtherance of the objects of the Institute to purchase or otherwise lawfully acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Institute is authorised to amalgamate.

(28) In furtherance of the objects of the Institute, to hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith. Provided that no member of the Institute shall receive any prize, award or distinction of monetary value, except as a successful competitor, at any competition held or promoted by the Institute or to the cost of the holding or promotion of which the Institute may have subscribed out of its income or property and which, under the regulations affecting the said competition, may be awarded to him.

Provided always that the Institute shall not support with its funds any political party, trade or employer association, or trade union, or endeavour to impose on or procure to be observed, by its members or others, any regulation or restriction which, if an object of the Institute, would make it a trade union or a trade or employer association.

APPLICATION OF INCOME AND ASSETS

5. The income and property of the Institute, however derived, shall be applied solely towards the promotion of the objects of the Institute, as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise by way of profit to the members of the Institute.

6. Nothing contained in this Constitution shall prevent:

(1) The free of charge distribution among, or sale at less than cost, to subscribing members of any books, pamphlets or other publications, whether published by the Institute or otherwise, relating to all or any of its objects or prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Institute or to any member of the Institute in return for any services actually rendered to the Institute; nor

(2) The payment of reasonable and commercial interest on money lent or reasonable and proper rent for premises let by any member of the Institute, but so that no member of the Board shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any member of the Board, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute.

Provided that this provision shall not apply to any payment to any company in which such a Director shall hold not more than one-hundredth part of the capital and such Director shall not be bound to account for any share of profits they may receive in respect of any such payment.

LIMITED LIABILITY

7. The liability of the members is limited.

GUARANTEE

8. Every member of the Institute undertakes to contribute to the assets of the Institute in the event of the Institute being wound up during the time that they are a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the Institute contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding fifty dollars.

9. If, upon the winding up or dissolution of the Institute, there remains after the satisfaction of all debts and liabilities any property, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 5, such institution or institutions to be determined by the members of the Institute at or before the time of dissolution and, in default thereof, by the Chief Judge of the Supreme Court in New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the foregoing provision, then to some charitable object.

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

ALTERATIONS TO THE CONSTITUTION

11. Alterations or additions to this Constitution shall only be made by Special Resolution passed at an Annual General Meeting or Extraordinary General Meeting of the Institute.

MEMBERSHIP

12. The qualifications, mode of election, rights, privileges and obligations (excluding liability to expulsion) of members shall, save as provided in this Constitution, be as prescribed by the By-Laws from time to time.

13. The Institute shall consist of members of the grade of either Fellow or Member and of such other grades of membership as may be determined from time to time by the Institute in General Meeting. All persons who subscribed to the Institute up to the 31st December 1977 are deemed Foundation Members.

14. The rights and privileges of every member shall be personal and shall not be transferable.

15. The election or transfer of a member or other person admitted shall not become effective until the appropriate fees and subscriptions payable on such election or transfer have been paid, and if such fees or subscriptions shall remain unpaid at the end of six months after the date when they respectively become payable, the election or transfer shall be revoked.

FEES AND SUBSCRIPTIONS

16. The subscriptions payable by members and by other persons who may from time to time be permitted to subscribe to the Institute shall be prescribed by the By-Laws from time to time in force.

RESIGNATION AND EXPULSION

17. Any member or other person admitted may resign from the Institute by depositing at the registered office of the Institute a notice in writing signed by them, stating that they wish to resign. They shall cease to be a member or other person admitted at the termination of the period covered by their current subscription, unless they shall withdraw their resignation before it has taken effect.

18. Any member whose subscription remains unpaid for two years after the due date printed on the subscription invoice may, after due notice has been sent to their address as shown in the Register of Members, be removed from membership of the Institute by the resolution of the Board passed by a simple majority of those Directors present. The Board may resolve under the By-Laws to restrict the services to and privileges of non-financial members, before resolving to remove them from the Register of Members under this Clause.

19. In case any member shall be adjudicated bankrupt or convicted by an indictable offence or any other criminal offence or becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, the Board may decide that their membership shall be terminated and they shall cease to be a member of the Institute and the Secretary shall serve notice of that decision upon the member.

20. Any breach of this Constitution or the By-Laws or any alleged misconduct by any member, which is brought before the Board, properly vouched for and supported by evidence, shall be investigated, and if proved, may be dealt with by the Board by expulsion or suspension under the procedure of Clauses 21, 22 and 23 so far as it applies.

21.

(1) The Board may by resolution:
   (a) expel a member from the Institute; or
   (b) suspend a member from membership of the Institute for a specified period;

   if the Board is of the opinion that the member:-

(i) has refused or neglected to comply with the Constitution or the By-Laws; or

(ii) has been guilty of conduct unbecoming a member or conduct which has brought the Institute into disrepute.

(2) A resolution of the Board under Sub-clause (1):-

(a) does not take effect unless the Board, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under Sub-clause 22(1), confirms the resolution in accordance with this Clause; and

(b) does not take effect where the member exercises a right of appeal under Clause 22, unless the members confirm the resolution in accordance with Clause 23.

22.

(1) Where the Board passes a resolution under Sub-clause 21(1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:-

(a) setting out the resolution of the Board and the grounds on which it is based;

(b) stating that the member may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after the service of the notice;

(c) stating the date, time and place of that meeting; and

(d) informing the member that he may do one or more of the following:-

(i) attend the meeting;

(ii) provide to the Board before the date of that meeting a written statement seeking the revocation of the resolution;

(iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he or she wishes to appeal against the resolution.

(2) At a meeting of the Board held in accordance with Sub-clause 21(2) the Board:-

(a) shall give to the member an opportunity to be heard;

(b) shall give due consideration to any written statement submitted by the member; and

(c) shall by resolution determine whether to confirm or to revoke the resolution of the Board.

(3) When the Secretary receives a notice under Sub-clause 22(1)(d)(iii), he or she shall notify the Board and the Board shall convene a General Meeting of the Institute to be held within 21 days after the date on which the Secretary received the notice.

23.

(1) At a General Meeting of the Institute convened under Sub-clause 22(3):-

(a) no business other than the question of appeal shall be transacted;

(b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;

(c) the member shall be given an opportunity to be heard; and
(d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(2) If at the general meeting:-
(a) two thirds of the members voting at that meeting, vote in favour of the confirmation of the resolution, the resolution is confirmed, and
(b) in any other case, the resolution is revoked.

24. No decision of the Board to terminate the membership of any member in accordance with Clause 22 shall be valid unless at least a simple majority of the total membership of the Board votes in favour of such termination.

25. All members shall be notified of any resignation or expulsion of a member and of the clause of this Constitution or By-Law under which such resignation or expulsion has taken place.

BY-LAWS & ORGANISATIONS WITHIN THE INSTITUTE

26. The Institute in General Meeting may make, alter and repeal By-Laws to regulate:-

(1) all matters which by this Constitution are to be prescribed by the By-Laws;

(2) all matters which, consistent with this Constitution, may be made the subject of By-Laws; and

(3) such rights and obligations of members or other persons admitted, or of any class of members or other persons as are not defined or secured by this Constitution.

Such matters, rights and obligations shall be subject to the By-Laws and may be varied or abrogated by cancellation or alteration or addition to the By-Laws by an ordinary resolution of a General Meeting of members, provided that no By-Law shall have any validity or effect if it amounts to or involves such an alteration of or addition to this Constitution as could only be legally made by a Special Resolution.

27. A copy of the By-Laws as amended from time to time shall be made available to members on request to the Secretary.

28. The By-Laws may provide for the establishment and conduct of:-

(1) Branches based on geographic regions;

(2) Divisions or Special Interest Groups of the Institute, each being concerned with a special aspect of energy disciplines and practices.

29. Except as otherwise provided in this Constitution, all provisions relating to Branches Divisions and Special Interest Groups of the Institute shall be prescribed by the By-Laws from time to time in force.

AFFILIATED BODIES

30. Subject to this Constitution, the Institute may become a member of or subscribe to or affiliate with any other organisation whether incorporated or not having objects altogether or in part similar to those of the Institute and in particular, to affiliate with related foreign institutions or societies. The Institute and all affiliated bodies shall be separate bodies, each acting under its own Constitution, Regulations or Rules, and neither the Institute nor any of the affiliated bodies shall, by the fact of affiliation, become responsible for or acquire control over the acts of any of the other bodies.

GENERAL MEETINGS

31. Subject to the provisions of this Constitution, all General Meetings of the Institute held in accordance with and for the purposes of this Constitution shall be held at such time and place and conducted as the Board may determine.

32. The Institute shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. The Annual General Meeting shall be held at such time and place as the Board shall determine, consistent with the requirements of the Act, but so that not more than fifteen months shall elapse between the date of the Annual General Meeting and that of the next.

33. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

34. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisition, as provided by the Act.

NOTICE OF MEETINGS

35. An Annual General Meeting and a General Meeting called for the passing of a Special Resolution shall be called by at least twenty-one days' notice in writing, and a General Meeting of the Institute other than an Annual General Meeting or a General Meeting for the passing of a Special Resolution shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting, and in the case of Special Business, the general nature of that business and shall be given by the Secretary in manner mentioned or in such other manner, if any, as may be prescribed by the Institute in General Meeting, to all members of the Institute as are under this Constitution of the Institute, entitled to receive such notices.

36. Any notice of meeting required by law or by or under this Constitution to be given to members of the Institute entitled to attend shall be given by prepaid post, personal delivery, or if specifically requested by the member, facsimile transmission or electronic transmission, under the provisions of Clause 101 of this Constitution. Where a notice is sent by prepaid post, service of the notice shall be deemed to be effected in the case of a Notice of a Meeting on the day after the date of its posting. The omission unless wilfully made, to give notice of the meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

37. On every notice convening a General Meeting there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy.

PROCEEDINGS AT GENERAL MEETINGS

38. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets, and reports of the Board and Auditors, the election of the Directors in place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors.

39. The quorum at any General Meeting shall be fifteen members present and entitled to be present and vote and no business shall be transacted at any such Meeting unless the quorum is present at the commencement of business.

40. If within half an hour from the time appointed for a General Meeting a quorum is not present, the Meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present, not being fewer than ten, shall be a quorum but no business shall be transacted other than that notified in the notice convening the Meeting.

41. The President, or failing him the Vice President (being in each case a member of the Institute), shall act as Chairperson of General Meetings of the Institute. If neither of these officers is present within 15 minutes after the time appointed for the holding of the meeting, and willing to act, the Directors present shall elect one of their number to be Chairperson of the Meeting, or failing them, the members of the Institute present shall elect one of their number to act as Chairperson of the Meeting.

42. The Chairperson may, with the consent of any General Meeting at which a quorum is present (and shall, if so directed by the Meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a General Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Except as set out in this Clause, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

43. At any General Meeting a motion put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(1) by the Chairperson; or

(2) by at least three members present in person or by proxy.

Unless a poll be so demanded, a declaration by the Chairperson that a resolution has on show of hands been carried unanimously, or by a particular majority, or lost, an entry to that effect in the Minute Book of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such a resolution. The demand for a poll may be withdrawn.

44. If a poll is duly demanded it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

45. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

46. A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the Meeting directs, and any business other than that upon which a poll has been demanded may be conducted pending the taking of the poll.

VOTES OF MEMBERS

47. Every member of the Institute personally present shall have one vote.

48. On a poll, votes may be given either personally or by proxy.

49. The instrument appointing a proxy shall be in writing under the hand of the appointer or of their attorney duly authorised in writing.

50. The instrument appointing a proxy and the power of attorney or other authority if any, under which it is signed or a certified copy of that power or authority, shall be deposited at the Office of the Institute or at such other place within the Commonwealth of Australia as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the Meeting or the Adjourned Meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

51. An instrument appointing a proxy shall be in the following form or any other form which the Board may approve:-

THE AUSTRALIAN INSTITUTE OF ENERGY

I, …… of ……..…… in the State of ……. being a member of the Australian Institute of Energy, hereby appoint …… of …….. or failing him, ……..……. of …….. as my proxy to vote for me and on my behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Institute, to be held on the ……. day of …..… 20_ _ and at any adjournment thereof.

Signed this ……. day of …….. 20_ _

The proxy may vote as he or she thinks fit, unless specifically directed how to vote by the member.

52. The instrument appointing a proxy shall be deemed to confer authority to join in demanding a poll.

53. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Institute at the Office before the commencement of the Meeting or Adjourned Meeting at which the proxy is used.

THE BOARD AND EXECUTIVE OFFICERS

54. The business of the Institute shall be conducted by the Board, which shall be constituted as follows:-

(1) Not more than nine Directors who are elected by the membership, one third of whom shall retire at or before the Annual General Meeting each year. The retiring Directors may stand for re-election. The replacement Directors shall be elected by the membership at the Annual General Meeting or, in accordance with this Constitution, by a postal ballot prior to that Annual General Meeting.

(2) One Director appointed for a one year term by each Branch or Division of the Institute not having one of its members elected as a Director under Clause 54 (1).

(3) In addition to the Directors elected and appointed under Clauses 54(1) and (2), the Board shall have power to co-opt not more than two members of the Institute as additional Directors.

(4) Executive Office Bearers such as the President, Vice President, Honorary Secretary and Honorary Treasurer shall be elected by the Board from the Directors in office at the time, at the first Board Meeting after an Annual General Meeting.

55. No person shall be so elected or appointed as a Director unless they are a member over the age of eighteen years and their written consent to act as a Director has been provided to the Secretary.

56. All service on the Board shall be without remuneration for Directors other than recoupment of reasonable expenses incurred in performance of their duties.

57. Unless otherwise expressly provided, only members of the Institute shall be eligible for service on the Board, and no employee of the Institute shall be eligible for service on the Board in any capacity.

58. The same person shall not hold the office of President for more than two consecutive years.

59. No Director shall be elected to more than one Executive position on the Board.

60. Should any Executive position of the Institute become vacant for any reason, a replacement shall be appointed by the Board from among its number until the Board Meeting following the next Annual General Meeting.

61. Nominations of members for vacancies on the Board created by the scheduled retirement of three Directors elected under Clause 54(1) and for any casual vacancies which have occurred since the previous Annual General Meeting, must be in writing (which may include personal delivery, mail, facsimile, email or other electronic transmission) and must be received by the Secretary at least thirty days before the date appointed for the Annual General Meeting. The nomination must have a proposer and a seconder, both of whom are members of the Institute, and should be signed by the nominee.

62. Not less than twenty one days before the date appointed for the holding of the Annual General Meeting, if a ballot for election of Directors is required, the Secretary shall post to every member entitled to vote a Ballot paper which shall contain a list of those candidates nominated, and of the office for which they seek election, with a square opposite each name wherein each member may record their votes.

63. Such Ballot papers must be sent by prepaid post to the postal address in the Register of Members for every member entitled to vote and cannot be sent by facsimile or electronic transmission.

64. Each Ballot paper shall be accompanied by an envelope marked "Ballot paper", a blank card and an envelope addressed to the Secretary of the Institute.

65. To record their votes members shall mark the Ballot paper in the manner prescribed by the By-Laws, place the Ballot paper in the envelope marked "Ballot paper" without any other matter and seal it, sign their name on the card provided, place the envelope marked "Ballot paper" and the card in the envelope addressed to the Secretary and forward the same by post or hand it to the Secretary.

66. The Secretary shall provide for the safe custody of all Ballot papers received pending the closing of the Ballot and thereupon hand them unopened to the scrutineers. The Ballot shall close seven days before the Annual General Meeting.

67. Two scrutineers shall be appointed by the Board and they shall take charge of the Ballot immediately after it is closed and shall count all votes properly recorded and, keeping the results secret, hand the same to the Chairperson at the Annual General Meeting, who shall declare the result of the Ballot after the adoption of the Report and Balance Sheet. All members of the Board shall continue in office until the first scheduled Board Meeting after the declaration of the Ballot.

68. In the case of equality of votes for two or more candidates, the President shall exercise a casting vote in addition to a deliberative vote.

SECRETARIES

69. The Board shall in accordance with the Act appoint one or more secretaries for such term, at such remuneration and upon such conditions as it thinks fit. Any secretary so appointed by the Board may be removed by it.

POWERS AND DUTIES OF THE BOARD

70. The property and affairs of the Institute shall be directed and managed by the Board, which may exercise all such powers of the Institute as are not, by the Act, or by this Constitution, required to be exercised by the Institute in General Meeting, subject nevertheless to the provisions of the Act or the Constitution of the Institute and to such regulations, being not inconsistent with the provisions, as may be prescribed by the Institute in General Meeting; but no regulation made by the Institute in General Meeting shall invalidate any prior Act of the Board which would have been valid if that regulation had not been made.

71. The Board may exercise all the powers of the Institute to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Institute.

72. Except as is otherwise provided in this Constitution, the business of the Board shall be conducted in such manner as the Board may from time to time prescribe. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Institute shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

73. The Board shall cause Minutes to be kept in accordance with the Act.

74. The Board shall have exclusive power to appoint, remove and suspend Officials, and to determine their powers and duties, and to make such arrangements and enter into such agreements with them, or any of them, as the Board shall think fit and (subject to the provisions of this Constitution) to pay them such salaries and wages and such remuneration by way of pensions, gratuities or otherwise howsoever, and to make such provisions for and grant such pensions and gratuities to them after their retirement from the service of the Institute as the Board may think proper.

75. Subject to such regulations and on payment of such fees (if any) as the Board may from time to time prescribe the Board may issue to any member a certificate showing the class of membership to which they belong. Every such certificate shall remain the property of, and shall on demand be returned to, the Institute. Every such certificate, if purporting to confer any status or qualification beyond the mere status of membership, either with or without a statement of the class of membership of the member to whom it relates, shall contain on its face a statement to the effect that it is not issued under or by virtue of any statutory or Government sanction or authority, but by the authority of the Institute only.

PROCEEDINGS OF THE BOARD

76. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its Meetings as it may think fit. Except as provided in this Constitution questions arising at any Meeting shall be decided by a majority of votes. In the case of any equality of votes the Chairperson shall have a second or casting vote. Any three Directors may, and the Secretary on the requisition of any three such Directors, shall, at any time, summon a Meeting of the Board by giving at least seven days' notice to all the Directors.

77. Without prejudice to other provisions of this Constitution:-

(1) No member of the Board shall directly or indirectly supply goods or services to the Institute, where such goods or services can be satisfactorily obtained elsewhere, without prior disclosure to the Board.

(2) Any member of the Board who has a financial interest in any contract or arrangement made or proposed to be made with the Institute shall disclose their interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration if their interest then exists, or in any other case at the first meeting of the Board after the acquisition of their interest. If they become interested in a contract or arrangement after it is made or entered into they shall disclose this interest at the first meeting of the Board after they become so interested.

(3) No member of the Board shall remain present at any meeting of the Board during consideration or discussion of, or the taking of any vote on any question with respect to any contract or arrangement in which they have a personal interest, and they shall disclose that interest at the first meeting of the Board after they become so interested.

78. A quorum necessary for the transaction of business at a Board Meeting shall be not less than half of the total number of Directors in office at the time.

79. The Directors for the time being may act notwithstanding any vacancy in their body, provided always that, if the number of Directors shall be reduced below eight, the continuing Directors may act for the purpose of filling vacancies in their body or of convening a General Meeting of the Institute, but for no other purpose.

80. The President of the Institute shall be the Chairperson of the Board. If at any Meeting the President of the Institute is not present within five minutes after the time appointed for holding the same or absents himself from the Meeting, the Vice President or, failing him, a Director chosen by the Board shall act as Chairperson of the Meeting.

81. For the purpose of this Constitution the contemporaneous linking together by telephones, radio or other form of instantaneous communication of a number of Directors constituting not less than the quorum required for the purpose of this Constitution whether or not one or more of the Directors is outside the Commonwealth of Australia shall be deemed to constitute a meeting of the Board and all the provisions of this Constitution as to the meetings of the Board shall apply to such meeting so long as the conditions set out in Clause 82 are met.

82. The conditions referred to in Clause 81 are that:-

(1) all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be entitled to notice of the meeting to be conducted by telephone, radio or other form instantaneous audio or audio and visual communication;

(2) notice of any such meeting shall be given in accordance with this Constitution;

(3) each of the Directors taking part in the meeting shall be linked by telephone, radio or other form of instantaneous audio or visual communication and must throughout the meeting be able to hear each of the other Directors so taking part;

(4) at the commencement of the meeting each Director must acknowledge their presence to all the other Directors taking part; and

(5) if the Secretary is not present at the meeting, one of the Directors present shall take minutes of the meeting.

83. A Director may not leave a meeting conducted pursuant to Clause 81 by disconnecting their telephone, radio or other form of communication unless they have previously obtained the express consent of the Chairperson of the meeting.

84. A Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone, radio or other form of instantaneous audio or audio and visual communication unless they have previously obtained the express consent of the Chairperson of the meeting to leave the meeting or have taken immediate steps to notify the Chairperson in the event of their disconnection.

85. Minutes of the proceedings at a meeting held by telephone, radio or instantaneous audio or audio and visual communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct record by the Chairperson of the meeting or by the Secretary if present at the meeting and accepted at the following meeting of the Board.

COMMITTEES OF THE BOARD

86. The Board may delegate any of its powers to Committees and any such Committee shall be appointed exclusively by the Board. Such Committees shall be chosen from the Directors or from Directors and members of the Institute, with such terms of reference and such powers as the Board may prescribe, and the Board shall fix the quorum for each Committee. Any Committee appointed by the Board shall, in the exercise of the powers delegated to it, conform to any regulations that may be imposed on it by the Board. All Committees shall report to the Board and their decisions shall be subject to confirmation by the Board, unless the Board shall otherwise expressly determine.

87. Committees may invite persons who are not members of the Institute to attend their Meetings in an advisory capacity.

88. By virtue of their several offices and without prejudice to the power of the Board to appoint any of its members to its Committees:-

    (1) the President or the Vice President; and

    (2) the Secretary or the Treasurer;

    shall be members of all such Committees as the Board shall determine or, failing determination by the Board, as they shall among themselves determine.

89. A Committee shall continue in being until the conclusion of the Annual General Meeting next following its appointment, in the absence of any resolution by the Board for its prior or subsequent termination.

90. A Committee may elect a Chairperson of its Meetings, if no such Chairperson is elected, or if at any Meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the Meeting.

91. Subject to any restriction that may be imposed on it by the Board, a Committee may meet and adjourn as it thinks proper. Questions arising at any Meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairperson shall have a second or casting vote.

92. All acts done by any Meeting of the Board or of a Committee appointed by the Board or by any person acting as an Director or a member of such Committee shall, notwithstanding that it was afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified and had continued to be an Director or a member of the said Committee as the case may be.

DISQUALIFICATION OF MEMBERS OF THE BOARD

93. The office of a Director shall become vacant if they:-

(1) cease to be a member of the Board by virtue of the Act;
(2) become bankrupt or make any arrangement or composition with creditors generally;
(3) become prohibited from being a director of a Company by reason of any order made under the Act;
(4) become of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
(5) resign their office by notice in writing to the Institute;
(6) for more than six months are absent without permission of the Board from Meetings of the Board held during that period;
(7) become an employee of the Institute;
(8) cease to be a member of the Institute, or
(9) are directly or indirectly interested in any contract or proposed contract with the Institute provided, however, that a member shall not vacate their office by reason of being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Institute if such corporation, society or association is among the class of companies referred to in the proviso to Clause 6 of this Constitution and if the Director shall have declared the nature of their interest in the manner required by the Act.

Provided always that nothing in this Clause shall affect the operation of Clause 5 of this Constitution.

THE SEAL

94. The Board shall provide for the safe custody of the Common Seal of the Institute. The Seal shall only be used by the authority of the Board previously given, and in the presence of at least two Directors. Every document to which the Seal is affixed shall be signed by two such Directors and be countersigned by the Secretary or by some other person appointed by the Board. The Board acting on behalf of the Institute may exercise all of the powers hereby or by the Act conferred upon the Institute.

INDEMNITY

95. Every member of the Board, its Committees (including Branch and Division Committees), Auditor, Secretary and other officer bearers and officials for the time being of the Institute shall be indemnified out of the assets of the Institute against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by a Court in respect of any negligence, default, breach of duty or breach of trust.

ACCOUNTS

96. The Board shall keep or cause to be kept in accordance with the Act proper books of account of the receipts and expenditure and the matters in respect of which the receipt and expenditure takes place and of the assets, credits and liabilities of the Institute, and of all sales and purchases of goods by the Institute. The books and accounts shall be kept at the registered office or such other place as agreed by the Board and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Institute in General Meeting, the same shall be open to the inspection of the members at all times during the usual business hours.

97. The Board shall from time to time, in accordance with the Act, cause to be prepared to be laid before the Institute in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in the Act.

98. A copy of the annual accounts for the preceding financial year (including every document required by law to be annexed) which is to be laid before the Institute at its Annual General Meeting, together with a copy of the Auditor's Report, shall, not less than twenty-one days before the date of the Annual General Meeting, be sent to all persons entitled to receive notice of General Meetings of the Institute.

AUDIT

99. The appointment, remuneration, powers and duties of the Auditor or Auditors shall be regulated in accordance with the Act.

NOTICES

100. Any By-Law, Document or Notice to any person entitled under this Constitution or the By-Laws to receive the same may be served by the Institute upon such person either personally or by sending it pre-paid through the post addressed to the member at their address as registered in the Register of Members and in the case of a person not being a member at their last known address.

101. Any notice required under the Act or under this Constitution or the By-Laws or any other correspondence (notice, report, publication or other communication) from the Institute to be given to members shall be considered as meeting the provisions of this Constitution if it is given by:-

(1) Sending it pre-paid through the post addressed to the member at their address as registered in the Register of Members or to the address, if any, supplied by the member to the Institute for the service of notices. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected on the day after the date of its posting; or

(2) Delivering it to the member personally; or

(3) Facsimile transmission if the member has specifically requested that notices be given to them in this manner; or

(4) Electronic transmission if the member has specifically requested that notices be given to them in this manner.

However, if under sections (3) or (4) of this Clause the notice or correspondence cannot be delivered to the facsimile or electronic address provided by the member within 24 hours, a copy shall be posted to the mail address for the member in the Register of Members.

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BY-LAWS
OF
THE AUSTRALIAN INSTITUTE OF ENERGY

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SPECIAL PROVISIONS

1. These By-Laws are subject to the Constitution The Australian Institute of Energy and shall for the purpose of construing these By-Laws be read with the Constitution.

2. Subject to the provisions of the Constitution and the By-Laws and to such additional regulations and conditions as the Board may from time to time prescribe, the Institute shall consist of Fellows, Members, Graduates, Associates, Students and Corporate Members; all of whom shall be members.

GRADES OF MEMBERSHIP

3. The grades of membership of the Institute shall be:-

(i) FELLOW - Persons who satisfy the Board that:-
(a) they possess all the requirements for the Grade of Member; and
(b) that they have been engaged in professional practice directly associated with energy disciplines and their application for a minimum period of five years subsequent to obtaining an appropriate qualification; and
(c) have either attained a position of superior responsibility, or are recognised as having a considerably enhanced status within an energy discipline, sufficient to justify election to this grade.

(ii) MEMBER - Persons who satisfy the Board that:-
(a) they either hold an appropriate tertiary qualification, or, although not qualified by formal examination, have satisfied Board that they have had appropriate training, and
(b) that they have been engaged in professional practice directly associated with energy disciplines and their application for a minimum period of two years subsequent to obtaining an appropriate qualification or training.

(iii) GRADUATE - Persons who satisfy the Board that:-
(a) they hold an appropriate tertiary qualification; and
(b) that they are engaged in professional practice directly associated with energy disciplines and their application.

(iv) ASSOCIATE - Persons who satisfy the Board that they are engaged in, or have an interest in, energy disciplines and their application.

(v) STUDENT - Persons who satisfy the Board that they are students at a tertiary institution recognised by the Board as carrying out studies which will equip them to undertake professional practice directly associated with energy disciplines and their application.

(vi) CORPORATE MEMBER - Partnerships or other unincorporated associations, limited companies, associations, public authorities and institutions or other corporate bodies who shall satisfy the Board that they are directly associated with energy disciplines and their application. Corporate Members shall have the right to nominate up to two representatives to participate in all activities of the Institute, to vote and otherwise act on their behalf in all matters in relation to the Institute, providing that they are located in different parts of the organisation. Furthermore, Corporate Members may also nominate up to three additional representatives at a fee equivalent to the subscription for Member grade for each of these representatives.

ELECTION OF MEMBERS

4. All applications for membership of the Institute or applications by members applying to transfer from one grade of membership to another shall be submitted to the Secretary on the prescribed application form.

5. The election of members of all grades shall be by the Board. The proportion of votes necessary for the election of any candidate shall be the majority of the votes cast by members of Board present at the Board Meeting where the application is considered.

6. The Board may by special resolution elect to the grade of Fellow or Member a person who holds a responsible professional position in an energy related activity but who does not meet all the requirements for election under By-Law 3.

SUBSCRIPTIONS

7. The subscription fee for all grades of membership shall be payable annually, and may be varied annually by the Board, providing any increases are within the Consumer Price Index (all capital cities) variation since the last adjustment. If subscription increases above the Consumer Price Index are proposed by the Board they must be justified to and sanctioned by the members at an Annual General Meeting or Extraordinary General Meeting for that purpose.

8. Subscriptions shall be payable on election and subsequently in advance on or before 1st July each year or otherwise as shall be determined from time to time by Board.

9. Retired Fellows, Members and Associates, 60 years of age or more, who have been full financial members of the Institute, or of a kindred association which has merged with the Institute, for at least 10 years shall be entitled to a reduced subscription of 50% of the full members' rate.

10. Members who are not retired but are unable to pay the annual subscription or arrears of annual subscriptions due to financial hardship may request that the Board provide for relief from their full subscription fees. The member would need to request Board's consideration annually when the subscription invoices are received.

11. The Board may at its sole discretion reduce or remit annual subscriptions of any member if special circumstances exist which it deems to warrant such action.

BRANCHES, DIVISIONS AND SPECIAL INTEREST GROUPS

12. The Board may at its discretion, upon receipt of a request from a sufficient number of members of the grade of Fellow or Member resident in any district, create a Branch of the Institute in such district.

13. A member will normally be deemed to be a member of the Branch closest to that member's place of employment, residence or, in the case of a Corporate Member, registered office. However, the member shall have the right to be a member of some other Branch should he or she so desire; provided that a member may not be on the roll of more than one Branch at the same time.

14. A member enrolled with one Branch, while visiting the district in which another Branch is located, may participate in all the proceedings of the other Branch except that they shall not be entitled to move nor to vote on any motion pertaining to the domestic affairs of that other Branch.

15. The Board may at its discretion, upon receipt of a request from a sufficient number of members of the grade of Fellow or Member having an interest in a particular energy discipline and its application, establish a Division appropriate to the particular interests of such members.

16. Irrespective of their place of residence or employment, a member shall have the right to become a member of any Division appropriate to their particular qualifications and/or interests.

17. The Board may at its discretion, or at the request of a sufficient number of interested members, create a Special Interest Group, being an internet based register of members with a common interest in a particular energy discipline and its application.

18. Only members of the Institute shall be eligible for membership of a Branch, Division or Special Interest Group.

19. The affairs of each Branch or Division shall be administered by a committee ("the Committee") which shall be elected annually by the members of the Branch or Division.

20. Each Branch or Division shall have rules which shall be prepared by the Committee and which have been considered and approved by the Board ("the Branch Rules"). The Branch Rules shall be subject to the Constitution and By-Laws of the Institute, shall provide for the election of the Committee by all members of the Branch or Division by ballot, shall contain appropriate provisions to protect the assets of the Branch or Division and, to have effect, shall have been approved at a meeting of the members of Branch or Division called for the purpose and shall subsequently have been approved by Board.

21. A Special Interest Group shall be administered by a convenor appointed by and reporting to the Board. The convenor may at his or her discretion select a committee to assist the operation of the Group and shall have a budget allocation from the Board to fund the Group's activities.

22. Each Branch, Division and Special Interest Group shall present a report of its activities to the Board for inclusion in the Annual Report of the Institute.

23. The Board may at its discretion dissolve any Branch, or Division or Special Interest Group and resume control of its assets.

SUB-COMMITTEES OF THE BOARD

24. The Board in accordance with the Constitution may at its sole discretion establish and dissolve Sub-Committees of the Board to facilitate the business of the Board.

25. The Chairman of each Sub-Committee so established shall be a member of the Board but the individual members of the Sub-Committee may be drawn from the total membership of the Institute.

26. The duties, responsibilities and mode of operation of Sub-Committees of the Board shall be as laid down by the Board from time to time in accordance with the Constitution.

FINANCE

27. All funds paid to the Institute shall be under the control of the Board. Excepting as provided for in these By-Laws, accounts for normal running expenses shall be paid by the Treasurer, whose actions subsequently are subject to ratification by the Board, except that expenses for capital equipment in excess of $500 (or such other sum as may be determined by the Board from time to time) shall not be paid by the Treasurer until prior approval has been obtained from the Board.

28. Cheques shall be signed or payments by bank transfer authorised by a member of Board appointed for that purpose by Board, or in the case of funds under the control of a Branch or Division Committee, by a member of that Committee appointed for that purpose by the Committee. All payments, by cheque, credit card or electronic bank transfers, shall be ratified by the next meeting of Board, or the Committee of the responsible Branch or Division.

29. The Treasurer shall keep proper accounts which will be made up to 30th June of each year.

30. The accounts when duly certified by the Auditors shall be laid before the Annual General Meeting with the Annual Report and Financial Statement of the Board.

31. Funds shall be allotted to Branches and Divisions to such amount as shall be determined periodically by the Board, after consideration of a budget estimate of expenses for the period or specific project concerned submitted by the particular Branch or Division.

32. The application of funds generated as a result of activities of Branches and Divisions shall be under the control of the Committee of the particular Branch or Division which shall submit to the Board no later than 31st August each year a duly audited statement of the financial affairs of the Branch or Division for the year ended 30th June for incorporation in the Annual Report of the Board.

33. In the event that a Branch or Division is dissolved all assets of that Branch or Division shall be returned to the Board.

BALLOTS

34. Where a ballot is required, it shall be conducted as follows:-

(1) Any ballot for the election of the Board, or Branch or Division Committee members or any other reasons from time to time nominated by the Board shall be conducted by posting to each eligible member a ballot paper in accordance with the Constitution and the Branch or Division Rules.

(2) The members shall mark the ballot paper with a number of crosses equal to or less than the total number of people to be elected. Returning Officers shall count all such crosses against each name with each cross holding equal value. In the event of a deadlock in any ballot, the President, in a national election, or the Chairman of the Branch or Division concerned in any other election will have sufficient casting votes in favour of the deadlocked candidates to effectively resolve the ballot.

(3) Each ballot paper shall clearly state "The Method of marking ballot papers and counting of votes will be in accordance with By-Law No. 34 of the Institute".

TITLES

35. The only authorised titles of persons belonging to the various grades of members shall be Fellow of the Australian Institute of Energy and Member of the Australian Institute of Energy. The authorised abbreviations indicating the grade of membership in the Institute to which members belong shall be as follows:-

Fellow:	FAIE
Member:	MAIE

Graduates, Associates, Students and Corporate Members shall not be entitled to use any form of title or initials to indicate an association with the Institute.

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HISTORICAL NOTE

The original Memorandum, Articles of Association and By Laws of the Australian Institute of Energy were adopted by the Institute on its formation under the Companies Act (NSW) 1961. The documents included the names and signatures of the founding subscribers, dated 22nd December 1977, as follows:

Name	*Address*	*Occupation*
Thomas George Callcott	*42 Kerr Street Mayfield, NSW 2304*	*Fuel Research Manager*
Edward Keith Campbell	*91 Grimsell Street Kotara, NSW 2288*	*Fuel Research Officer*
Bruce Boyd Bennett	*7 Grandview Grove Moorabbin, Vic. 3189*	*Manager*
Ernest Morgen	*1009 Malvern Road Toorak, Vic. 3142*	*Company Director*
Geoffrey David Sergeant	*5 Lilli Pilli Road Lilli Pilli, NSW 2229*	*Senior Lecturer*
Colin Alfred Joseph Paulson	*22 Monteith Street Turramurra, NSW 2074*	*Fuel Technologist*
Robert Arthur Durie	*3 Denman Street Turramurra, NSW 2074*	*Fuel and Chemistry Research Manager*

The Constitution and By Laws of the Institute as printed herein were adopted at the Annual General Meeting of the Institute on 23rd November 2004 and replace the earlier documents referred to above and as amended from time to time.