

The Institution of Engineers Australia (Engineers Australia)

2023 ROYAL CHARTER AND BY-LAWS

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Contents

	page
Royal Charter	1
PREAMBLE	1
OPERATIVE PROVISIONS	2
1. Revocation of previous charters	2
2. Name	2
3. Purpose	2
4. Legal capacity and powers	2
5. Not for profit	2
6. Membership	3
7. National Congress	3
8. Board	3
9. By-laws	3
10. Alteration of Charter	4
11. Winding up	4
12. Definitions	4
13. Interpretation	4
By-laws	5
PART 1 – MEMBERSHIP	5
1. Members	5
2. Occupational categories	5
3. Grades	5
4. Qualifications	5
5. Titles	6
6. Chartered titles	6
7. Additional titles	6
8. Abbreviations	6
9. Admission	6
10. Certificate of membership	7
11. Subscription and fees	7
12. Rights, obligations and liability	7
13. Professional conduct	7
14. Continuing professional development and competency assessment	8
15. Resignation	8
16. Cessation	8
17. Register of members	8

PART 1 – MEMBERSHIP *contd*

18. Membership information 8

19. Voting members..... 9

20. Annual general meeting 9

21. Membership ballots and membership resolutions..... 10

22. Elections 10

23. Professional standards scheme members 11

PART 2 – ORGANISATION 11

24. Organisation..... 11

Part 2.1 – The National Congress 11

25. Membership 11

26. Delegates..... 12

27. Responsibilities and powers..... 12

28. Meetings 12

Part 2.2 – The Board 12

29. Membership 12

30. Directors 12

31. Responsibilities and powers..... 13

32. Regulations 13

33. Public statements 13

34. Meetings 13

Part 2.3 – National President 14

35. National President..... 14

Part 2.4 – Term of Office 14

36. Term of office 14

Part 2.5 – The Divisions 15

37. Constitution..... 15

38. Division Committees 15

Part 2.6 – The Colleges 15

39. Constitution..... 15

40. College Boards..... 15

Part 2.7 – Associated bodies 15

41. Associated bodies 15

42. Constituent bodies..... 16

43. Subsidiaries..... 16

44. Technical societies..... 16

45. Affiliated bodies 16

	page
PART 3 – MANAGEMENT, FINANCIAL AND LEGAL	
	16
46. Chief Executive Officer	16
47. Financial year.....	16
48. Receipts and payments.....	16
49. Accounts	16
50. Financial statements.....	17
51. Audit	17
52. Indemnity	17
53. Common seal	17
54. Minutes	17
55. Records	17
56. Vacancies in committees	17
57. Validation	18
58. Notices	18
59. Interpretation.....	18
60. Transitional	19
INDEX	21

The Institution of Engineers Australia (Engineers Australia)

2023 ROYAL CHARTER

Charles the Third, by the Grace of God King of Australia and His other Realms and Territories, Head of the Commonwealth:

Greeting:

PREAMBLE

- A.** The association now called The Institution of Engineers Australia (“the Institution”) was formed on 1 August 1919.
- B.** On 1 May 1926 the Institution was incorporated as a company limited by guarantee.
- C.** On 10 March 1938 His Majesty King George the Sixth granted a charter of incorporation (“the Original Charter”) to the Institution reconstituting it as a body corporate and politic by royal charter.
- D.** On 8 December 1987 We assigned to Our Governor-General of the Commonwealth of Australia (“the Governor-General”) all Our powers and functions in respect of the issuing of letters patent:
- (a) granting a supplemental charter to anyone in the Commonwealth of Australia to whom a charter of incorporation has been granted by Us or Our predecessors; or
 - (b) revoking, amending, or adding to, any charter of incorporation or supplemental charter granted to anyone in the Commonwealth of Australia by Us or Our predecessors,
- and authorised the Governor-General to exercise any of those powers and functions in Our name and on Our behalf.
- E.** The Governor-General has in Our name and on Our behalf granted to the Institution the following supplemental charters varying the Original Charter:
- (a) on 1 June 1988 – the first supplemental charter,
 - (b) on 4 April 1991 – the second supplemental charter,
 - (c) on 27 January 1993 – the third supplemental charter,
 - (d) on 23 April 1998 – the fourth supplemental charter,
 - (e) on 8 February 2006 – the fifth supplemental charter,
 - (f) on 26 September 2011 – the sixth supplemental charter, and
 - (g) on 21 September 2015 – the seventh supplemental charter,
- (together “the Previous Supplemental Charters”).

- F.** The Institution has petitioned the Governor-General to grant it a further supplemental charter so that the Institution may more effectively carry out its purpose.

OPERATIVE PROVISIONS

By these letters patent issued in Our name and on Our behalf by the Governor-General We grant and declare with effect from *16 January 2023* as follows:

1. Revocation of previous charters

- 1.1 Except that the Institution continues to be one body corporate and politic, the Original Charter is revoked.
- 1.2 The Previous Supplemental Charters are also revoked.
- 1.3 The revocation of the previous charters does not affect the validity of anything done under those charters.

2. Name

The name of the association is “The Institution of Engineers Australia” (in the following clauses “Engineers Australia”).

3. Purpose

- 3.1 The purpose of Engineers Australia is to advance the science and practice of engineering for the benefit of the community.
- 3.2 Engineers Australia will achieve its purpose by:
- (a) educating its members and the community;
 - (b) facilitating the exchange of ideas and information;
 - (c) encouraging the development of knowledge and competency;
 - (d) setting and maintaining high professional standards for its members; and
 - (e) informing community leaders and decision-makers.

4. Legal capacity and powers

- 4.1 Engineers Australia has:
- (a) the legal capacity and powers of a body corporate, and
 - (b) the same legal capacity and powers as an individual.
- 4.2 Engineers Australia may only:
- (a) exercise its powers; and
 - (b) use its income and assets (including any surplus);
- for its purpose.

5. Not for profit

- 5.1 Engineers Australia must not distribute any surplus, income or assets directly or indirectly to its members.
- 5.2 Clause 5.1 does not prevent Engineers Australia from paying its members:
- (a) reimbursement for expenses properly incurred by them, and

- (b) for goods supplied and services provided by them,
if this is done in good faith on terms no more favourable than if the member were not a member.

6. Membership

The by-laws must provide for:

- (a) the categories, grades and titles of membership;
- (b) the qualifications and admission; subscriptions and fees; rights, obligations and liability; and eligibility to vote of members;
- (c) the use of “Chartered” in membership titles;
- (d) the professional regulation of members, including a code of ethics and discipline regulations;
- (e) the register of members; and
- (f) the conduct of membership ballots.

7. National Congress

7.1 The responsibilities and powers of the National Congress are:

- (a) to elect or appoint members of the Board;
- (b) to develop and propose to the members of Engineers Australia membership resolutions to petition for the alteration of this charter and to alter the by-laws;
- (c) to review and approve before coming into effect any changes to the code of ethics, discipline regulations and regulations relating to additional titles or abbreviations of titles of membership;
- (d) to give advice and counsel to the Board about the manner in which the Board carries out its responsibilities; and
- (e) any other responsibilities and powers given by the by-laws.

7.2 The by-laws must provide for the constitution of the National Congress, subject to clause 7.3.

7.3 Employees of Engineers Australia are not eligible to be members of the National Congress.

7.4 Engineers Australia must not remunerate members of the National Congress in that capacity. This clause does not prevent Engineers Australia from reimbursing members of the National Congress for expenses properly incurred by them.

8. Board

8.1 The Board is the governing body of Engineers Australia.

8.2 Except as provided by clause 7.1, the Board:

- (a) is responsible for the governance and management of Engineers Australia; and
- (b) may exercise all powers of Engineers Australia on its behalf.

8.3 The by-laws must provide for the constitution of the Board, subject to clause 8.4.

8.4 Employees of Engineers Australia are not eligible to be members of the Board.

9. By-laws

9.1 Engineers Australia may by membership resolution:

- (a) make by-laws for the regulation of Engineers Australia; and

- (b) revoke, amend and add to those by-laws;
subject to clause 9.2.
- 9.2 Alterations to the by-laws do not take effect until approved by the Governor-General.
- 9.3 Engineers Australia must publish all alterations to the by-laws approved by the Governor-General in the *Commonwealth of Australia Gazette*.
- 9.4 The by-laws appended to this charter are the by-laws of Engineers Australia, subject to clause 9.1.

10. Alteration of Charter

Engineers Australia may by membership resolution petition the Governor-General:

- (a) to revoke, amend or add to this charter; and
- (b) to grant it a further supplemental charter.

11. Winding up

- 11.1 If Engineers Australia is wound up, its remaining assets must not be distributed to any member.
- 11.2 The remaining assets must be given to an organisation that:
 - (a) has a similar purpose to Engineers Australia; and
 - (b) also prohibits the distribution of any surplus, income and assets to its members to at least as great an extent as Engineers Australia.

12. Definitions

In this charter:

- (a) “membership ballot” means a ballot of those members of Engineers Australia who are entitled under the by-laws to vote in membership ballots; and
- (b) “membership resolution” means a resolution passed by a majority of the votes cast in a membership ballot.

13. Interpretation

This charter is to be interpreted for the benefit of Engineers Australia.

Witness under my hand on 16 January 2023

[signature]

DAVID HURLEY
Governor-General

The Institution of Engineers Australia (Engineers Australia)

2023 BY-LAWS

Made by the members of Engineers Australia on 30 September 2022 and approved by His Excellency the Governor-General of the Commonwealth of Australia on 16 January 2023:

PART 1 – MEMBERSHIP

1. Members

The members of Engineers Australia are those persons whose names are entered in the register of members.

2. Occupational categories

Engineers Australia has 3 categories of individual members:

- (a) professional engineers,
 - (b) engineering technologists, and
 - (c) engineering associates,
- (together “occupational categories”).

3. Grades

3.1 Each occupational category has 4 grades of membership:

- (a) fellow,
- (b) member,
- (c) graduate, and
- (d) student.

3.2 There are 3 additional grades of individual membership outside the occupational categories:

- (a) honorary fellow,
- (b) companion, and
- (c) affiliate.

4. Qualifications

4.1 In this by-law “qualifications” means all matters relevant to suitability for membership, including educational qualifications, training and work experience.

4.2 The Board must prescribe the qualifications for each category and grade of membership.

4.3 The qualifications for the occupational categories must be consistent with the international accords to which Engineers Australia is a party.

- 4.4 The qualifications for the grades of fellow, member and graduate must at a minimum include:
- (a) for professional engineers – a 4 year degree in engineering, or equivalent;
 - (b) for engineering technologists – a 3 year degree in engineering, or equivalent; and
 - (c) for engineering associates – a 2 year advanced diploma in engineering, or equivalent.
- 4.5 The qualifications for the grades of companion and affiliate must include that the companion or affiliate is not eligible for membership in an occupational category.

5. Titles

The titles corresponding to the grades of individual membership in by-law 3 are:

- (a) professional engineers: Fellow, Member, Graduate and Student;
- (b) engineering technologists: Technologist Fellow, Technologist Member, Graduate Technologist and Student;
- (c) engineering associates: Associate Fellow, Associate Member, Graduate Associate and Student; and
- (d) Honorary Fellow, Companion and Affiliate.

6. Chartered titles

Members in the grades of honorary fellow, fellow and member who satisfy the requirements for continuing professional development and competency assessment prescribed under by-law 14 are entitled to use the following chartered titles:

- (a) professional engineers – Chartered Professional Engineer,
- (b) engineering technologists – Chartered Engineering Technologist, and
- (c) engineering associates – Chartered Engineering Associate.

7. Additional titles

The Board may by regulation create additional titles of membership (including chartered titles) within the existing categories and grades of membership, subject to clause 7.1(c) of the Charter.

8. Abbreviations

The Board must prescribe abbreviations of the titles of membership (including chartered titles) for use by members after their names, subject to clause 7.1(c) of the Charter.

9. Admission

- 9.1 In this by-law “membership” includes membership in a particular category or grade, and “member” has a corresponding meaning.
- 9.2 The Board must prescribe the procedures for the admission of members.
- 9.3 The admission of members is in the absolute discretion of Engineers Australia, which is not required to give any reason for not admitting a person to membership.
- 9.4 When a member is admitted:
- (a) the name and address of the member, and
 - (b) the category (if any) and grade of membership,
- must be entered in the register of members, together with the date on which the entry is made.

9.5 The member becomes a member in that category (if any) and grade of membership from the date on which the entry is made.

9.6 Engineers Australia may cancel the membership of any member who has:

- (a) misrepresented their qualifications; or
- (b) been admitted to membership by mistake.

10. Certificate of membership

10.1 Engineers Australia may issue certificates of membership to members, including for membership of Colleges.

10.2 Certificates of membership remain the property of Engineers Australia, and must be returned on request.

11. Subscription and fees

11.1 The Board must prescribe the subscription and any other fees to be paid by members.

11.2 The amount of the subscription and fees, and the date for payment may vary according to criteria set by the Board, including the category and grade of membership.

11.3 The rights (including voting rights) of members who have not paid all subscriptions and fees by the date for payment are suspended until those amounts are paid.

11.4 Members in the grade of honorary fellow are not required to pay any subscription or other fee in respect of membership.

12. Rights, obligations and liability

12.1 The rights of members are not transferable, and end when the member ceases to be a member in accordance with by-law 16.

12.2 Members must at all times comply with the Charter, these by-laws and the regulations.

12.3 Members are not liable to contribute to the debts and liabilities of Engineers Australia by reason only of their membership.

13. Professional conduct

13.1 The Board must prescribe:

- (a) a code of ethics setting high standards of professional conduct for members; and
- (b) discipline regulations that provide for:
 - (i) the investigation of alleged breaches of the code of ethics, the Charter, these by-laws and the other regulations;
 - (ii) the hearing of disciplinary charges against members, including procedural fairness; and
 - (iii) the penalties and other sanctions that may be imposed for disciplinary breaches, including expulsion and suspension from membership;

subject to clause 7.1(c) of the Charter.

13.2 Without limiting by-law 12.2, members must at all times comply with the code of ethics and the discipline regulations.

14. Continuing professional development and competency assessment

The Board must make regulations for the continuing professional development and competency assessment of:

- (a) members in occupational categories, and
- (b) members who wish to use:
 - (i) a chartered title, or
 - (ii) any additional titles created under by-law 7.

15. Resignation

- 15.1 Members may resign by writing to the Chief Executive Officer.
- 15.2 Members whose subscriptions are more than 1 year in arrears are taken to have resigned.
- 15.3 The resignation of a member does not affect any liability the member may have to Engineers Australia at the time.

16. Cessation

- 16.1 Members cease to be members on resignation, expulsion, ceasing to have legal capacity or dissolution.
- 16.2 If a member ceases to be a member, the name and other details of the member must be removed from the register of members.

17. Register of members

- 17.1 The Board must ensure that Engineers Australia maintains a register of members in which are entered:
 - (a) the name of each member,
 - (b) the address for notices last given by the member,
 - (c) the category (if any), grade and titles of membership, and
 - (d) the date on which each entry is made.
- 17.2 Engineers Australia may reinstate the membership of a member whose name has been removed from the register by mistake.

18. Membership information

- 18.1 By joining and remaining members of Engineers Australia, members consent to Engineers Australia disclosing in accordance with the regulations:
 - (a) that the member is a member of Engineers Australia, and
 - (b) the category (if any), grade and title of membership of the member.
- 18.2 All other information relating to membership:
 - (a) is confidential between the member and Engineers Australia; and
 - (b) may only be used and disclosed in accordance with these by-laws, the regulations and applicable legislation.

19. Voting members

The voting members of Engineers Australia are those members in the grades of honorary fellow, fellow, member and graduate whose voting rights have not been suspended under by-law 11.3 or the discipline regulations.

20. Annual general meeting

20.1 The Board must convene an annual general meeting of the members of Engineers Australia to be held:

- (a) at least once in each calendar year, and
- (b) within 6 months after the end of the financial year of Engineers Australia.

20.2 The business of the annual general meeting is:

- (a) to verify the minutes of the last annual general meeting;
- (b) to consider the annual report of Engineers Australia presented by the Board, including:
 - (i) the annual financial report,
 - (ii) the auditor's report, and
 - (iii) questions and comments from members on the management of Engineers Australia;
- (c) to fill any vacancy in auditor, as required by by-law 51.3;
- (d) to note the results of the elections of delegates, directors and the National President since the last annual general meeting;
- (e) to welcome the incoming National President; and
- (f) to discuss but not decide any matters referred by the National Congress or the Board, or raised by members present.

20.3 The Chief Executive Officer must give at least 28 days notice of the annual general meeting to each member and the auditor, including:

- (a) the date, time and place, and
- (b) the business,

of the meeting.

20.4 The quorum for the annual general meeting is the presence in person of at least 40 voting members.

20.5 Only voting members are entitled to vote at the annual general meeting.

20.6 All members and the auditor are entitled to attend and speak at the annual general meeting.

20.7 Voting members may appoint proxies for the annual general meeting. Proxies must be voting members.

20.8 The National President is the chair of the annual general meeting.

20.9 The Board must otherwise prescribe the procedure for the convening and conduct of the annual general meeting.

21. Membership ballots and membership resolutions

- 21.1 The Chief Executive Officer must conduct a membership ballot if requested by:
- (a) the National Congress or the Board,
 - (b) 2 or more Division Committees or College Boards, or
 - (c) at least 2½% of voting members.
- 21.2 The request must state the proposed resolution to be put to membership ballot.
- 21.3 A request by voting members:
- (a) must be signed by each member; and
 - (b) may consist of separate documents so long as the proposed resolution is identical.
- 21.4 A request may be withdrawn by:
- (a) the body or a majority of the bodies making the request, or
 - (b) a withdrawal signed by a majority of the voting members making the request.
- 21.5 The Board must decide when the membership ballot is to open and close.
- 21.6 Notice of the membership ballot must be given to all voting members.
- 21.7 The membership ballot must be:
- (a) open for at least 28 days from when notice is given; and
 - (b) completed within 4 months of the request being received.
- 21.8 Only voting members are entitled to vote in membership ballots.
- 21.9 The votes must not be inspected or counted before the ballot closes.
- 21.10 A membership resolution is only passed if:
- (a) at least 5% of voting members vote in the membership ballot; and
 - (b) a majority of those votes are cast in favour of the proposed resolution.
- 21.11 The Board must otherwise prescribe the procedure for the conduct of membership ballots, including:
- (a) publication of cases in support of and opposition to the proposed resolution; and
 - (b) the appointment of scrutineers to observe the counting of votes.

22. Elections

- 22.1 All elections for:
- (a) the National Congress and the Board, and
 - (b) Division Committees and College Boards,
- must be conducted:
- (c) by secret ballot, and
 - (d) using a preferential system of voting prescribed by the Board.
- 22.2 The National Congress must decide (and may change) in consultation with the Board the procedure for the nomination of directors to be elected under by-law 30.1.

22.3 The Board must otherwise prescribe the procedure for the conduct of elections, including:

- (a) the appointment, duties and powers of returning officers,
- (b) eligibility to nominate and vote,
- (c) calling for nominations by notice to all members entitled to nominate,
- (d) the period for which nominations must remain open,
- (e) notice of the election to all members entitled to vote,
- (f) publication of candidate statements,
- (g) the appointment of scrutineers to observe the counting of votes, and
- (h) notification of the results to candidates and members.

23. Professional standards scheme members

- 23.1 The Board may by regulation provide for a separate category of membership for those engineering firms that are required to become members of Engineers Australia for the purposes of State and Territory legislation limiting the liability of members of professional standards schemes.
- 23.2 Professional standards scheme members are not eligible to vote in that capacity in any ballot or election of Engineers Australia.

PART 2 – ORGANISATION

24. Organisation

The organisation of Engineers Australia consists of:

- (a) the National Congress – refer Part 2.1,
- (b) the Board – refer Part 2.2,
- (c) the Divisions – refer Part 2.5,
- (d) the Colleges – refer Part 2.6, and
- (e) associated bodies – refer Part 2.7.

Part 2.1 – The National Congress

25. Membership

25.1 The voting members of the National Congress are:

- (a) the directors elected under by-law 30.1,
- (b) 1 delegate elected by each Division Committee,
- (c) the delegates (if any) elected by the voting members of the Divisions,
- (d) 1 delegate selected from the voting members resident outside Australia in accordance with the regulations,
- (e) 1 delegate elected by each College Board, and
- (f) the delegates (if any) elected by the associated bodies.

25.2 The non-voting members of the National Congress are the directors (if any) co-opted under by-law 30.5.

25.3 The National Congress must decide (and may change):

- (a) the number of delegates (if any) to be elected under each of by-laws 25.1(c) and 25.1(f), up to a total of 10;
- (b) the number of delegates (if any) to be elected by each Division for the purposes of by-law 25.1(c); and
- (c) the equitable grouping of associated bodies for the purposes of by-law 25.1(f), and the number of delegates (if any) to be elected by each grouping.

25.4 The Board must make regulations for the conduct of the elections required by by-law 25.1.

26. Delegates

26.1 Only voting members are eligible to be elected as delegates.

26.2 A delegate who has held office for 3 full consecutive terms is not eligible to be a delegate again.

27. Responsibilities and powers

The National Congress has the responsibilities and powers given in clause 7.1 of the Charter.

28. Meetings

28.1 The National Congress must meet at least once each year.

28.2 The quorum for meetings of the National Congress is a majority of the members at the time.

28.3 The National President is the chair of the National Congress.

28.4 Meetings of the National Congress may be held at more than 1 place, provided that the technology used enables each member present at all places the meeting is held to clearly and simultaneously communicate with every other such member.

28.5 A resolution without a meeting agreed to in writing by at least three-quarters of the members of the National Congress at the time has the same effect as a resolution passed at a meeting of the National Congress.

28.6 The Board must otherwise prescribe the procedure for the convening and conduct of meetings of the National Congress.

Part 2.2 – The Board

29. Membership

The Board is comprised of:

- (a) 6 directors elected under by-law 30.1 or by-law 36.6(b) or appointed under by-law 30.3, and
- (b) up to 2 directors co-opted under by-law 30.5.

30. Directors

30.1 Before the annual general meeting each year the National Congress must elect a sufficient number of directors (if any) such that from 1 January in the year after they are elected, the composition of the Board will comply with by-law 29(a).

30.2 Any voting member is eligible to be elected as a director, subject to the procedure for nominations decided by the National Congress under by-law 22.2.

- 30.3 A director elected under by-law 30.1 and whose first full term is due to expire, is eligible to be appointed by the National Congress as a director for a second consecutive full term prior to an election taking place under by-law 30.1, subject to the Board recommending to the National Congress that such appointment be made.
- 30.4 A director whose term is due to expire and who will on expiry of that term, have held office under by-law 29(a) for 2 consecutive full terms, is eligible to be elected as a director under by-law 30.1 for a third consecutive full term, subject to the National Congress approving the nomination of that director before the election.
- 30.5 The Board may co-opt up to 2 additional directors.
- 30.6 Any individual is eligible to be co-opted as a director.
- 30.7 A delegate who becomes a director ceases to be a delegate.
- 30.8 Engineers Australia may remunerate directors in accordance with criteria set by the National Congress.

31. Responsibilities and powers

- 31.1 The Board has the responsibilities and powers given in clause 8.2 of the Charter.
- 31.2 The Board may by regulation or resolution:
- (a) establish committees with such membership and terms of reference as it considers appropriate; and
 - (b) delegate its powers as it considers appropriate.
- 31.3 The Board must by regulation delegate the management of Engineers Australia to the Chief Executive Officer.

32. Regulations

The Board may by resolution passed by a majority of the directors at the time make regulations to give effect to these by-laws.

33. Public statements

- 33.1 The Board may by regulation or resolution authorise the making of public statements on behalf of Engineers Australia.
- 33.2 No person may make any public statement on behalf of Engineers Australia unless authorised by the Board.

34. Meetings

- 34.1 The Board must meet at least 5 times each year.
- 34.2 The quorum for meetings of the Board is a majority of the directors at the time.
- 34.3 Directors are not entitled to appoint proxies for meetings of the Board.
- 34.4 The National President is the chair of the Board.
- 34.5 Meetings of the Board may be held at more than 1 place, provided that the technology used enables each director present at all places the meeting is held to clearly and simultaneously communicate with every other such director.
- 34.6 A resolution without a meeting agreed to in writing by at least three-quarters of the directors at the time has the same effect as a resolution passed at a meeting of the Board.

- 34.7 The Board must otherwise prescribe the procedure for the convening and conduct of meetings of the Board.

Part 2.3 – National President

35. National President

- 35.1 The directors must:
- (a) after the election of directors under by-law 30.1, and
 - (b) before the annual general meeting each year,
- elect the National President for a 1 year term.
- 35.2 Only a director who is a chartered professional engineer is eligible to be elected as National President.
- 35.3 A director who has held office as National President for 4 full terms is not eligible to be elected as National President again.

Part 2.4 – Term of Office

36. Term of office

- 36.1 A delegate holds office for 2 years from 1 January in the year after they are elected, subject to by-law 36.5.
- 36.2 A director elected under by-law 30.1 or appointed under by-law 30.3 holds office for 4 years from 1 January in the year after they are elected or appointed, subject to by-law 36.5.
- 36.3 Directors co-opted under by-law 30.5 hold office for the term specified by the Board, subject to by-law 36.5.
- 36.4 The National President holds office for 1 year from 1 January in the year after he or she is elected, subject to by-law 36.5.
- 36.5 A delegate, a director, or the National President ceases to hold office and a casual vacancy arises, if they:
- (a) resign by writing to the Chief Executive Officer;
 - (b) cease to be eligible to be elected or appointed to the position;
 - (c) become an employee of Engineers Australia; or
 - (d) are removed by the body that elected or appointed them in accordance with the regulations.
- 36.6 Where a casual vacancy arises under by-law 36.5, that casual vacancy must be filled for the remainder of the term of office of the delegate, director or the National President, who ceased to hold office:
- (a) in the case of delegates elected by Division Committees or College Boards – by election by that Committee or Board in accordance with the regulations;
 - (b) in the case of directors elected under by-law 30.1 or appointed under by-law 30.3 – by election by the members of the National Congress;
 - (c) in the case of the National President – by election by the directors; and
 - (d) otherwise – in accordance with the regulations.

Part 2.5 – The Divisions

37. Constitution

The Board must by regulation constitute the Divisions of Engineers Australia, based primarily on the geographic regions in Australia in which members are located.

38. Division Committees

- 38.1 Each Division must be led by a Division Committee in accordance with the regulations.
- 38.2 The members of the Division Committee must be elected or appointed in accordance with the regulations.
- 38.3 The Division Committee:
- (a) is responsible to, and
 - (b) may be directed by,
- the Board.
- 38.4 The Division Committee must report to the Board in accordance with the regulations.

Part 2.6 – The Colleges

39. Constitution

For the purpose of implementing the learned society functions of Engineers Australia at the national level, the Board must by regulation constitute the Colleges of Engineers Australia, including the qualifications for membership of each College.

40. College Boards

- 40.1 Each College must be led by a College Board in accordance with the regulations.
- 40.2 The members of the College Board must be elected or appointed in accordance with the regulations.
- 40.3 The College Board:
- (a) is responsible to, and
 - (b) may be directed by,
- the Board.
- 40.4 The College Board must report to the Board in accordance with the regulations.

Part 2.7 – Associated bodies

41. Associated bodies

- 41.1 The associated bodies of Engineers Australia are:
- (a) constituent bodies – refer by-law 42,
 - (b) subsidiaries – refer by-law 43, and
 - (c) technical societies – refer by-law 44.
- 41.2 All associated bodies must have a similar purpose to Engineers Australia at least in part.

42. Constituent bodies

42.1 In addition to the Divisions and the Colleges, the Board may by regulation constitute other constituent bodies of Engineers Australia, including special interest groups, centres, national committees and panels, and overseas chapters.

42.2 Constituent bodies are part of Engineers Australia, and may be directed by the Board.

43. Subsidiaries

The Board may by regulation constitute subsidiaries of Engineers Australia.

44. Technical societies

The Board may by regulation recognise technical societies of Engineers Australia on such terms as it considers appropriate.

45. Affiliated bodies

The Board may by regulation affiliate bodies that:

- (a) are not eligible or do not wish to be associated bodies; but
 - (b) have a similar purpose to Engineers Australia at least in part;
- on such terms as it considers appropriate.

PART 3 – MANAGEMENT, FINANCIAL AND LEGAL

46. Chief Executive Officer

46.1 The Board must appoint (and may remove) a Chief Executive Officer of Engineers Australia.

46.2 The Chief Executive Officer must be a voting member.

46.3 The Chief Executive Officer is responsible to the Board for the management of Engineers Australia.

46.4 The Chief Executive Officer must attend all meetings of the Board, unless excused or requested not to by the Board.

47. Financial year

The financial year of Engineers Australia is from 1 July to 30 June, unless the Board otherwise prescribes.

48. Receipts and payments

48.1 The Board must ensure that all money received by Engineers Australia is deposited promptly into an account in the name of Engineers Australia.

48.2 The Board must ensure that all payments by Engineers Australia are:

- (a) specifically authorised in writing, and
- (b) in the case of cheques – signed,

by at least 2 persons nominated by the Chief Executive Officer in accordance with the regulations.

49. Accounts

The Board must ensure that Engineers Australia keeps written financial records that:

- (a) correctly record and explain its transactions, and financial position and performance; and
- (b) will enable true and fair financial statements to be prepared and audited.

50. Financial statements

The Board must ensure that Engineers Australia prepares monthly financial statements of its income and expenditure, and assets and liabilities.

51. Audit

- 51.1 The Board must ensure that the annual financial report of Engineers Australia is audited by a registered company auditor before being presented to the annual general meeting in accordance with by-law 20.2(b).
- 51.2 The Board must within 1 month fill a vacancy in auditor until the next annual general meeting.
- 51.3 The annual general meeting must fill any vacancy in auditor.

52. Indemnity

Engineers Australia indemnifies its office bearers against any liability incurred in good faith in that capacity.

53. Common seal

- 53.1 The Board must by regulation provide for the safe keeping of the common seal of Engineers Australia.
- 53.2 A document may only be sealed with the common seal if authorised in accordance with the regulations.

54. Minutes

The Board must ensure that minutes are taken and kept of all:

- (a) annual general meetings,
- (b) meetings of the National Congress, and resolutions of the National Congress without a meeting under by-law 28.5, and
- (c) meetings of the Board, and resolutions of the Board without a meeting under by-law 34.6.

55. Records

The Board must by regulation:

- (a) provide for the safe keeping of the records of Engineers Australia; and
- (b) determine:
 - (i) whether members are entitled to inspect some or all of the records of Engineers Australia (including the register of members); and
 - (ii) if so, on what conditions.

56. Vacancies in committees

Committees of Engineers Australia (including the National Congress and the Board) may continue to act despite any vacancy in their membership.

57. Validation

Even if it is subsequently found that a person who has acted as an office bearer was not properly elected or appointed, the validity of:

- (a) the acts of that person as an office bearer, and
- (b) decisions of meetings of bodies in which that person has participated;

is not affected.

58. Notices

58.1 Members must give Engineers Australia their address for notices, and any change in that address.

58.2 The address for notices may include an email address, or other electronic address in accordance with the regulations.

58.3 Engineers Australia must enter any change in the address of a member in the register of members.

58.4 Notice may be given to a member by sending it to the address last given by the member.

58.5 Notices sent by prepaid post are taken to have been given on the third day after posting that is not a Saturday, Sunday or public holiday at that address.

58.6 Notices sent electronically are taken to have been given on the first day after sending that is not a Saturday, Sunday or public holiday at that address.

58.7 Notices may be given to members in any publication of Engineers Australia.

58.8 The accidental omission to give notice to a member, or the non-receipt of notice by a member does not invalidate the matter of which notice was given.

58.9 In this by-law “member” includes an office bearer.

59. Interpretation

59.1 In these by-laws, unless the contrary intention appears:

- (a) “associated bodies” has the meaning given in by-law 41.1;
- (b) “the Charter” means the eighth supplemental charter of Engineers Australia granted by the Governor-General in the name of the King on [Insert date];
- (c) “the code of ethics” means the code of ethics prescribed under by-law 13.1(a) (by whatever name);
- (d) “delegate” means a member of the National Congress under by-laws 25.1(b)–25.1(f);
- (e) “director” means a director elected, appointed or co-opted under by-law 30;
- (f) “the discipline regulations” means the discipline regulations prescribed under by-law 13.1(b) (by whatever name);
- (g) “Engineers Australia” has the meaning given in clause 2 of the Charter;
- (h) “full term”:
 - (i) in respect of the term of a director, means 4 years from 1 January in the year after they are elected under by-law 30.1 or appointed under by-law 30.3; and
 - (ii) in respect of the term of the National President, means 1 year;
- (i) “occupational categories” has the meaning given in by-law 2;

- (j) “office bearer” means any person holding honorary office in Engineers Australia, and includes delegates, directors and members of committees of Engineers Australia (whether members of Engineers Australia or not);
- (k) “prescribe” means prescribe by regulation, and “prescribed” has a corresponding meaning;
- (l) “the regulations” means regulations made by the Board under by-law 32, and “regulation” has a corresponding meaning;
- (m) “voting member” has the meaning given in by-law 19;
- (n) “written”, “writing” and “in writing” include documents kept or sent electronically; and
- (o) the singular includes the plural, and vice versa.

59.2 In these by-laws a period of time expressed in days:

- (a) does not include the day on which notice is given or the ballot opens; but
- (b) includes the day on which the meeting is held or the ballot closes.

59.3 The headings form part of these by-laws.

59.4 The Board is responsible for the interpretation of the Charter, these by-laws and the regulations.

60. Transitional

60.1 In this by-law:

- (a) “commencement date” means the date on which this by-law comes into effect;
- (b) “the new by-laws” means the by-laws in force immediately after the commencement date; and
- (c) “the previous by-laws” means the by-laws in force immediately before the commencement date.

60.2 This by-law applies despite anything to the contrary in the new by-laws.

60.3 From the commencement date:

- (a) a director elected under the previous by-laws whose first terms commenced on the 1 January 2022 will hold office until the 31 December 2024.
- (b) a director elected under the previous by-laws whose second term pursuant to the previous by-laws commenced on the 1 January 2022 will hold office until the 31 December 2022 and will be eligible for a further term until the 31 December 2026.
- (c) a director elected under the previous by-laws whose first term commenced on the 1 January 2020 will hold office until the 31 December 2022.
- (d) a director elected under the previous by-laws whose second term commenced on the 1 January 2020 will hold office until the 31 December 2022.
- (e) a director elected under the previous by-laws whose first term commenced on the 1 January 2021 will hold office until the 31 December 2024.
- (f) a director elected under the previous by-laws whose second term commenced on the 1 January 2021 will hold office until the 31 December 2024.

60.4 In considering the effect of by-laws 60.3(a) to 60.3(f) so that the election of directors occurs every 2 years in the 4 year cycle National Congress may apply by-law 30.4 at its sole discretion in relation to the directors elected or appointed pursuant to by-law 60.3.

60.5 This by-law 60 ceases to have any affect from 1 January 2027.

Witness under my hand on 16 January 2023

[signature]

DAVID HURLEY
Governor-General

Index

References to clauses of the Charter are prefixed with “C”, references to by-laws with “B”.

Abbreviations of membership titles.....B8..... p 6

Accounts.....B49..... p 16

Additional membership titlesB7..... p 6

Admission of members.....B9..... p 6

Affiliated bodies.....B45..... p 16

Alteration

 of CharterC10..... p 4

 of by-laws.....C9..... p 3

Annual general meeting.....B20..... p 9

“associated bodies”.....B59.1(a) p 18

Associated bodies.....B Part 2.7 p 15

 Affiliated bodies.....B45..... p 16

 Associated bodies.....B41..... p 15

 Constituent bodiesB42..... p 16

 SubsidiariesB43..... p 16

 Technical societiesB44..... p 16

AuditB51..... p 17

Board.....C8..... p 3

Board.....B Part 2.2 p 12

 Directors.....B30..... p 12

 Meetings.....B34..... p 13

 Membership.....B29..... p 12

 Public statements.....B33..... p 13

 Regulations.....B32..... p 13

 Responsibilities and powersB31..... p 13

 TransitionalB60..... p 19

By-laws.....C9..... p 3

By-laws.....By-laws..... p 5

Casual vacanciesB36.6..... p 14

Categories of members.....B2..... p 5

Centres.....B42.1..... p 16

Certificate of membership.....B10..... p 7

Cessation of membershipB16..... p 8

Chairing of meetings

 of Board.....B34.4..... p 13

 of National Congress.....B28.3..... p 12

Chapters, overseas.....B42.1..... p 16

“the Charter”B59.1(b) p 18

Charter.....Charter p 1

 Alteration.....C10..... p 4

 Operative provisionsOperative Provisions p 2

 Preamble.....Preamble p 1

 Revocation of previous charters.....C1..... p 2

Chartered titlesB6..... p 6

Chequessee Payments

Chief Executive Officer.....B46..... p 16

 ".....B31.3..... p 13

 ".....B15.1..... p 8

 ".....B20.3..... p 9

Chief Executive Officer *contd*

"	B21.1	p 10
"	B36.5(a)	p 14
"	B48.2	p 16
“the code of ethics”	B59.1(c)	p 18
College Boards	B40	p 15
Colleges	B Part 2.6	p 15
College Boards	B40	p 15
Constitution	B39	p 15
Common seal	B53	p 17
Competency assessment of members	B14	p 8
Constituent bodies	B42	p 16
Constitution		
of Colleges	B39	p 15
of constituent bodies	B42.1	p 16
of Divisions	B37	p 15
of subsidiaries	B43	p 16
Continuing professional development	B14	p 8
Definitions		
in Charter	C12	p 4
in by-laws	B59	p 18
“associated bodies”	B59.1(a)	p 18
“the Charter”	B59.1(b)	p 18
“the code of ethics”	B59.1(c)	p 18
“delegate”	B59.1(d)	p 18
“director”	B59.1(e)	p 18
“the discipline regulations”	B59.1(f)	p 18
“Engineers Australia”	B59.1(g)	p 18
“full term”	B59.1(h)	p 18
“membership ballot”	C12(a)	p 4
“membership resolution”	C12(b)	p 4
“occupational categories”	B59.1(i)	p 18
“office bearer”	B59.1(j)	p 19
“prescribe” and “prescribed”	B59.1(k)	p 19
“the regulations” and “regulation”	B59.1(l)	p 19
“voting member”	B59.1(m)	p 19
“written”, “writing” and “in writing”	B59.1(n)	p 19
“delegate”	B59.1(d)	p 18
Delegates to National Congress	B26	p 12
Casual vacancies	B36.6	p 14
Indemnity	B52	p 17
Removal	B36.5(d)	p 14
Resignation	B36.5(a)	p 14
Term of office	B36	p 14
Transitional	B60	p 19
“director”	B59.1(e)	p 18
Directors	B30	p 12
Casual vacancies	B36.6	p 14
Indemnity	B52	p 17
Removal	B36.5(d)	p 14
Resignation	B36.5(a)	p 14
Term of office	B36	p 14
Transitional	B60	p 19
“the discipline regulations”	B59.1(f)	p 18

Division Committees	B38.....	p 15
Divisions.....	B Part 2.5	p 15
Constitution.....	B37.....	p 15
Division Committees.....	B38.....	p 15
Elections	B22.....	p 10
“Engineers Australia”.....	B59.1(g).....	p 18
Fees, membership.....	B11.....	p 7
Financial.....	B Part 3	p 16
Accounts.....	B49.....	p 16
Audit.....	B51.....	p 17
Financial statements.....	B50.....	p 17
Financial year.....	B47.....	p 16
Receipts and payments.....	B48.....	p 16
Records.....	B55.....	p 17
Financial statements	B50.....	p 17
Financial year.....	B47.....	p 16
Governing body.....	C8.1.....	p 3
Grades of membership.....	B3.....	p 5
History.....	<i>see</i> Preamble to Charter	
Indemnity	B52.....	p 17
Interpretation		
in Charter.....	C13.....	p 4
in by-laws	B59.....	p 18
Legal	B Part 3	p 16
Alteration		
of Charter	C10.....	p 4
of by-laws.....	C9.....	p 3
Common seal.....	B53.....	p 17
Definitions		
in Charter.....	C12.....	p 4
in by-laws.....	B59.....	p 18
Indemnity	B52.....	p 17
Interpretation		
in Charter.....	C13.....	p 4
in by-laws.....	B59.....	p 18
Legal capacity and powers	C4.....	p 2
Minutes.....	B54.....	p 17
Not for profit	C5.....	p 2
Notices.....	B58.....	p 18
Records.....	B55.....	p 17
Transitional	B60.....	p 19
Vacancies in committees.....	B56.....	p 17
Validation.....	B57.....	p 18
Winding up.....	C11.....	p 4
<i>see also</i> Charter		
Legal capacity and powers	C4.....	p 2
Liability of members	B12.3.....	p 7
Management.....	B Part 3	p 16
Chief Executive Officer	B46.....	p 16
<i>see also</i> Financial, Legal		
Meetings		
of Board.....	B34.....	p 13
of National Congress.....	B28.....	p 12

Members..... B1..... p 5

Membership..... C6..... p 3

Membership..... B Part 1..... p 5

 Abbreviations B8..... p 6

 Additional titles B7..... p 6

 Admission B9..... p 6

 Annual general meeting B20..... p 9

 Categories..... B2..... p 5

 Certificate of membership..... B10..... p 7

 Cessation B16..... p 8

 Chartered titles B6..... p 6

 Competency assessment..... B14..... p 8

 Continuing professional development..... B14..... p 8

 of Board..... B29..... p 12

 Elections..... B22..... p 10

 Fees B11..... p 7

 Grades B3..... p 5

 Liability B12.3..... p 7

 Members..... B1..... p 5

 Membership ballots and membership resolutions B21..... p 10

 Membership information..... B18..... p 8

 of National Congress..... B25..... p 11

 Obligations B12.2..... p 7

 Occupational categories B2..... p 5

 Professional conduct B13..... p 7

 Professional standards scheme members B23..... p 11

 Qualifications B4..... p 5

 Register of members B17..... p 8

 Resignation..... B15..... p 8

 Rights, obligations and liability B12..... p 7

 Subscription and fees B11..... p 7

 Titles..... B5..... p 6

 Voting members B19..... p 9

“membership ballot”..... C12(a)..... p 4

Membership ballots and membership resolutions B21..... p 10

Membership information..... B18..... p 8

“membership resolution”..... C12(b)..... p 4

Minutes..... B54..... p 17

Name C2..... p 2

National Committees & Panels B42.1..... p 16

National Congress C7..... p 3

National Congress B Part 2.1..... p11

 Delegates B26..... p 12

 Meetings..... B28..... p 12

 Membership..... B25..... p 11

 Responsibilities and powers B27..... p 12

 Transitional B60..... p 19

National President B35..... p 14

 " B20.2(e)..... p 9

 " B20.8..... p 9

 " B28.3..... p 12

 " B34.4..... p 13

Casual vacancies B36.6(c)..... p 14

Indemnity B52..... p 17

Removal B36.5(d)..... p 14

National President *contd*

Resignation.....	B36.5(a)	p 14
Term of office	B36.4.....	p 14
Transitional	B60.....	p 19
Not for profit	C5.....	p 2
Notices.....	B58.....	p 18
Obligations of members	B12.2.....	p 7
“occupational categories”	B59.1(i).....	p 18
Occupational categories	B2.....	p 5
“office bearer”	B59.1(j).....	p 19
Operative provisions of Charter	Operative Provisions	p 2
Organisation	B Part 2	p 11
Organisation	B24.....	p 11
<i>see also</i> National Congress, Board, Divisions, Colleges & Associated bodies		
Overseas chapters	B42.1.....	p 16
Payments	B48.....	p 16
Powers		
of Board.....	B31.....	p 13
of Engineers Australia.....	C4.....	p 2
of National Congress.....	B27.....	p 12
Preamble to Charter.....	Preamble	p 1
“prescribe” and “prescribed”	B59.1(k).....	p 19
Professional conduct.....	B13.....	p 7
Professional standards scheme members.....	B23.....	p 11
Public statements.....	B33.....	p 13
Purpose	C3.....	p 2
Qualifications of members	B4.....	p 5
Receipts and payments	B48.....	p 16
Records.....	B55.....	p 17
Register of members.....	B17.....	p 8
“the regulations” and “regulation”	B59.1(l).....	p 19
Regulations.....	B32.....	p 13
Admission of members	B9.2.....	p 6
Affiliated bodies.....	B45.....	p 16
Annual general meeting, procedure	B20.9.....	p 9
Casual vacancies, filling.....	B36.6.....	p 14
Code of ethics.....	C6(d).....	p 3
"	C7.1(c)	p 3
"	B13.1(a)	p 7
College Boards.....	B40.....	p 15
Colleges, constitution.....	B39.....	p 15
Common seal.....	B53.....	p 17
Constituent bodies	B42.1.....	p 16
Continuing professional development and competency assessment	B14.....	p 8
Board, delegation to CEO	B31.3.....	p 13
Board, meeting procedure	B34.7.....	p 14
Board, power to establish committees & delegate	B31.2.....	p 13
Discipline regulations.....	C6(d).....	p 3
"	C7.1(c)	p 3
"	B13.1(b)	p 7
Division Committees.....	B38.....	p 15
Divisions, constitution.....	B37.....	p 15
Elections, conduct	B22.1(d).....	p 10
"	B22.3.....	p 11
Financial year	B47.....	p 16

Regulations contd

- Membership ballots B21.11 p 10
- Membership information B18 p 8
- Membership qualifications B4.2 p 5
- Membership titles, abbreviations B8 p 6
- Membership titles, additional B7 p 6
- National Congress, meeting procedure B28.6 p 12
- National Congress delegates, election of B25.1(d) p 11
- " B25.4 p 12
- Notices B58.2 p 18
- Payments, authorisation B48.2 p 16
- Professional conduct B13.1 p 7
- Professional standards scheme members B23.1 p 11
- Public statements B33.1 p 13
- Records B55 p 17
- Removal of delegates, directors & National President B36.5(d) p 14
- Subscription B11.1 p 7
- Subsidiaries B43 p 16
- Technical societies B44 p 16
- Voting system B22.1(d) p 10
- Removal of delegates, directors & National President B36.5(d) p 14
- Resignation
 - of delegates, directors & National President B36.5(a) p 14
 - of members B15 p 8
- Responsibilities and powers
 - of Board B31 p 13
 - of National Congress B27 p 12
- Revocation of previous charters C1 p 2
- Rights, obligations and liability of members B12 p 7
- Royal Charter *see* Charter
- Special interest groups B42.1 p 16
- Subscription and fees B11 p 7
- Subsidiaries B43 p 16
- Technical societies B44 p 16
- Term of office B36 p 14
- Titles of membership B5 p 6
- Transitional B60 p 19
- Vacancies in committees B56 p 17
 - Filling B36.6 p 14
- Validation B57 p 18
- “voting member” B59.1(m) p 19
- Voting members B19 p 9
- Winding up C11 p 4
- “written”, “writing” and “in writing” B59.1(n) p 19