



CONSTITUTION

OF

INSTITUTION OF FIRE ENGINEERS - AUSTRALIA, INC.

Incorporated in New South Wales 1998

Y2919939

ABN 95 673 466 155

November 2004

Constitution of the Institution of Fire Engineers - Australia, Inc.

1. NAME

The name of the Australian Branch shall be the Institution of Fire Engineers - Australia, Inc.
(Hereinafter referred to as "IFE Australia").

2. INTERPRETATION AND DEFINITIONS

- 2.1 In this Constitution, unless the contrary intention appears the following words shall have the meaning set out below:
 - 2.1.1 "The Institution" means the Institution of Fire Engineers (Registered in Scotland under the Companies Act 1908 - 1917 on the 25th Day of July 1924) being a company limited by guarantee and not having share capital.
 - 2.1.2 "Institution of Fire Engineers, Australia Inc." means IFE Australia, which is incorporated in New South Wales.
 - 2.1.3 "Corporate Member" means members of the Institution who are Life Fellows, Fellows, Members and Associates.
 - 2.1.4 "Non-Corporate Members" means those members, in relation to the Institution who are, Honorary Fellows, Graduates, Students, Licentiates and Technicians...
 - 2.1.5 "General Assembly" means the General Assembly of the Institution of Fire Engineers.
 - 2.1.6 "Members of IFE Australia" means and refers to all financial members of all grades of membership within IFE Australia.
 - 2.1.7 In relation to this Constitution a Local Co-ordinator means a person responsible to assist in the co-ordination of activities at regional level in the states and territories of the Commonwealth of Australia.
 - 2.1.8 "The Act" means the Associations Incorporation Act (NSW) 1984.
 - 2.1.9 "The Regulations" mean the Associations Incorporation Regulations (NSW) 1994.
 - 2.1.10 "Rules" mean Rules set by IFE Australia's Board for the good management of IFE Australia, and as amended by IFE Australia's Board from time to time.

- 2.1.11 “Board” means the Board of Directors of IFE Australia.
- 2.1.12 “Director” means a Board Member of IFE Australia.
- 2.1.13 “Executive Committee” means the sub-committee of IFE Australia’s Board of Directors comprising the National President, National Treasurer, National Secretary, National President Elect and the Vice President.
- 2.1.14 “Office Holder” means Directors holding the positions of National President, National President Elect, Vice President, National Treasurer.
- 2.1.15 There shall be one Local Co-ordinator for each State or Territory of the Commonwealth of Australia.
- 2.1.16 “National President” means the elected President of IFE Australia who is Chairman of the Board of Directors and Chief Executive Officer of IFE Australia.
- 2.1.17 The National President Elect’ of IFE Australia will be elected from the membership of the Board of IFE Australia and shall serve as National President Elect for at least one year prior to taking office as ‘National President’ of IFE Australia.
- 2.1.18 “National Vice President” is the position held by the Immediate Past President (IPP) of IFE Australia, or in the event that the IPP for any reason ceases to hold that position, is the person so elected to that position by the Board from amongst their number The Vice President is a member of the Executive Committee and acts as the Internal Auditor when requested to do so by the Executive Committee.
- 2.1.19 “National Secretary” means the chief administrator and secretary to IFE Australia responsible to the Board and Executive Committee for administrative, accounting, membership and secretarial services.
- 2.1.20 “Treasurer” means the finance officer of IFE Australia responsible for financial reporting and internal auditing of financial reports. Under the Direction of the Treasurer the financial reports are prepared for presentation to the Executive Committee, Board Meetings and Annual General Meeting of IFE Australia.
- 2.1.21 The Immediate Past President (IPP) is the immediate former President of IFE Australia who last held that position of ‘President’ prior to the current ‘President’.
- 2.1.22 “Public Officer” means the officer of IFE Australia responsible to the Board and Executive Committee for Legal and Statutory compliance.
- 2.1.23 “Registered Office” means the place registered as the office of IFE Australia.

- 2.1.24 “Chief Executive Officer” means the Chief Executive Officer of The Institution of Fire Engineers in the UK.
- 2.1.25 “Code of Conduct” means Conduct as defined by Rules made by the Board pursuant to this Constitution.
- 2.1.26 “Charter of Ethics” means a Charter of Ethics as defined by the Rules made by the Board pursuant to this Constitution.
- 2.1.27 “Special Interest Group” means a Group formed from time to time for a common purpose and interest.
- 2.1.28 “National Registrar” is the person currently responsible for the management of the National Register of Competent Persons.

3. OBJECTIVES

- 3.1 The objective of IFE Australia is to foster and support the Institution in its objectives, as far as possible within the structure of IFE Australia, and to subscribe to and carry out the Mission of the Institution, namely:

“To promote, encourage and improve the science and practice of fire extinction, fire prevention and fire engineering, and all operations and expedients connected therewith, and to give an impulse of ideas likely to be used in connection with or in relation to such science and practice to the members of the Institution and the community at large”.

- 3.2 In furtherance of the above mission, IFE Australia may do all things authorised under the Act and may:

3.2.1 Enable members to meet and correspond and to facilitate the interchange of ideas respecting improvements in the various branches of the said science and the publication and communication of information of such subjects and co-ordinate, encourage and assist members to gain Corporate Membership.

4. INTERNATIONAL STRUCTURE OF IFE

- 4.1 The International Structure of IFE is that structure so outlined in the Memorandum and Articles of Association, By-Laws and Standing Orders 2003.

5. MEMBERSHIP

- 5.1 Membership of IFE Australia will be the same criteria as that for Membership of the Institution of Fire Engineers.

6. AWARDS FOR DISTINGUISHED SERVICE

- 6.1 **LIFE FELLOW** – Life Fellow is the premier membership grade of the Institution. Access to this grade is by invitation of the Institution’s International Board of Directors, who may elect, as a Life Fellow, a Fellow who has given outstanding service to the Institution for many years. Life Fellows shall not normally be under the age of 60 years and at any one time the number of Life fellows shall not exceed six. The class of Life Fellow carries the same rights and privileges as that of the class of Fellow.
- 6.2 **COMPANION** – The Companion title is the Institution’s only premier title that can only be made by a nomination. It is a title that is awarded to members of any grade who have given outstanding service to the IFE and/or Branch and/or Fire Engineering. Members that have been awarded the Companion title will retain their original IFE Grade. For example: a Companion Graduate would become CGIFireE; a Fellow Companion would become CFIFireE.

7. SUBSCRIPTIONS

- 7.1 The Annual Subscriptions payable by members of IFE Australia to the Institution shall be as determined by the Institution. The Board of IFE Australia may, from time to time, vary subscriptions recognising the cost of administration, fluctuations in the international exchange rate and inflation, and changes in Annual Subscriptions advised by the Institution.
- 7.2 The rates of Annual Subscriptions for each level of membership will be determined by the Board of IFE Australia and promulgated to members.
- 7.3 Fifty percent (50%) of the value of the Institution’s subscriptions shall be remitted to the Institution. The remainder will be retained by IFE Australia.
- 7.4 Members of at least fifteen (15) years standing from the 1st April in the financial year, in which they reach the age 60, make a payment of twice the annual Fellowship subscription, which shall entitle them to remain members in the appropriate class during their lifetime without the payment of any further Annual Subscriptions.

8. ADMINISTRATIVE FEES

- 8.1 IFE Australia will charge reasonable fees for administrative services provided for the following activities:
- 8.1.1 Membership Entrance Fees.

- 8.1.2 Upgrade Fees.
 - 8.1.3 Re-Admission Fees.
 - 8.1.4 Examination Enrolment Fees.
 - 8.1.5 Continuous Professional Development (CPD) Administrative and Audit Fees.
 - 8.1.6 Professional Engineers Registration (ECD) - Application, Administration and Annual Subscription Fees as per the Institution's Engineering Council Division's Schedule.
 - 8.1.7 Registered Competent Persons Scheme – Application, Administration and Annual Subscriptions Fees as per those set by the Board of IFE Australia.
 - 8.1.8 Any other Administrative Fees that IFE Australia's Board see fit to include from time to time.
- 8.2 A Schedule of Administrative Fees will be reviewed annually by the Executive Committee and, approved and promulgated by IFE Australia's Board.

9. DISCIPLINING MEMBERS

- 9.1 A complaint may be made by any member of IFE Australia or any member of the public against a member of IFE Australia to the Executive Committee or the Board if the member has:
- persistently refused or neglected to comply with a provision or provisions of this Constitution;
 - persistently and wilfully acts in a manner prejudicial to the interests of IFE Australia;
 - abuses or threatens another member of IFE Australia; or
 - breaches IFE Australia's Code of Conduct.
- 9.2 On receiving a complaint, the Executive Committee or Board will:
- cause notice of the complaint to be served on the member concerned; and
 - give the member at least 14 days from the time the notice is served within which to make submissions to the Executive Committee or the Board in connection with the complaint; and
 - take into consideration any submissions made by the member in connection with the complaint.

- 9.3 The Executive Committee may recommend to IFE Australia's Board that a resolution be taken to expel the member from IFE Australia or suspend the member from membership of IFE Australia if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 9.4 Should IFE Australia's Board expel or suspend a member, the National Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Executive Committee or the Board for having taken that action and of the member's rights of appeal under this Section.
- 9.5 The expulsion or suspension does not take effect:
- until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - if within that period the member exercises the right of appeal, unless and until;
 - IFE Australia confirms the resolution under this Section, whichever is the later.

10. DISCIPLINING REGISTERED MEMBERS

- 10.1 A Disciplinary Committee shall be formed to review complaints against IFE Australia Members who are listed on the Register of Competent Persons.
- 10.2 The Disciplinary Committee shall consist of 3 IFE Australia Members. One member shall be a member of the Executive Committee; one member shall be a corporate member of IFE Australia who practices in the area of expertise of the Registered Person and the National Registrar.
- 10.3 A complaint made against a member whose name appears in the Register of Competent Persons must be directed to the Executive Committee for review.
- 10.4 The Executive Committee shall within fourteen (14) days of the receipt of a complaint, provide written notice to the complainant that the complaint has been received and has been forwarded to the Executive Committee for review.
- 10.5 The Executive shall decide, after due enquiry, if the complaint is frivolous or requires addressing.
- 10.6 Should the complaint need addressing, the Executive Committee must appoint a Disciplinary Committee within fourteen (14) days of the receipt of

the complaint. The Disciplinary Committee will be in accordance with Section 10.2.

10.7 The Disciplinary Committee shall, within seven (7) days of being appointed, correspond with the Registered Person and request information and a submission in defence of the complaint. The Registered Person shall provide this material within 21 days.

10.8 The Disciplinary Committee shall review each complaint impartially and if there are grounds to take action against the Registered person, then the procedures laid down in Clauses 9.3, 9.4 and 9.5 of this Constitution shall be followed notwithstanding the rights of appeal of the Registered person in Clause 11.

11. RIGHT OF APPEAL OF DISCIPLINED MEMBER

11.1 A member of IFE Australia may appeal against a resolution of the Executive Committee and/or the Board under Section 9 of this Constitution, within seven (7) days after notice of the resolution is served on the member, by lodging with the National Secretary a notice to that effect.

11.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

11.3 On receipt of a notice from a member under 11.1, the National Secretary must notify the Board which, shall convene a Special General Meeting of IFE Australia to be held within twenty (28) days after the date on which the National Secretary received the notice.

11.4 At the Special General Meeting of IFE Australia convened under Section 11.3:

- no business other than the question of the appeal is to be transacted: and
- the Board and the member must be given the opportunity to state their cases orally or in writing, or both; and
- the Board members present are to vote on the question of whether the resolution should be confirmed or revoked.

11.5 If at the Special General Meeting of IFE Australia the Board passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

11.6 If a member of IFE Australia is expelled from the Branch, the Board will notify the National Secretary of IFE Australia and the member's name will be struck off the membership list.

- 11.7 If a member has his/her name struck off the Branch membership list of IFE Australia the Institution will be advised and the member's name will then be removed from the international membership roll.

12. MEETINGS

- 12.1 An Annual General Meeting of IFE Australia shall be held on a date determined by the Board each year and Audited Accounts will be presented. The Audited Accounts for the previous financial year shall be submitted for approval, and IFE Australia's Board and Officers shall take office for the ensuing year upon appointment and election in accordance with this Constitution.
- 12.2 Special General Meetings shall be held as required at times and places to be determined by IFE Australia's Board as communicated in writing to all members of IFE Australia not less than nine (9) days prior to the date of the meeting. Such notices will specify the business to be conducted at the meeting.
- 12.3 Special Resolutions of IFE Australia may only be passed at duly convened General Meetings for which at least twenty one (21) days written notice specifying the intention to propose a resolution as a special resolution has been given to all members of IFE Australia.
- 12.4 Every member present at a general meeting of IFE Australia shall be entitled to one vote, irrespective of grade of membership, but in the cases of equality of voting IFE Australia's President shall have a second or casting vote.
- 12.5 Each member is entitled to one vote at a meeting of IFE Australia and may vote in person or by proxy. Every person present who is a member shall have one vote.
- 12.6 An instrument appointing a proxy shall be in writing under the hand of the appointer and shall be deemed to confer authority to demand or join in demanding a poll.
- 12.7 An instrument appointing a proxy shall not be treated as valid unless the instrument or a certified true copy of the instrument is deposited with the National Secretary of IFE Australia not less than twenty four (24) hours before the time for holding the meeting or adjourned meeting.
- 12.8 Where a member is unable to attend a meeting or appoint a proxy, an absentee vote on a specific issue will be accepted if lodged in writing with the Secretary of IFE Australia not less than 7 days before the time for holding the meeting or adjourned meeting.
- 12.9 On receipt of a written request signed by no less than ten members of IFE Australia that an extraordinary general meeting of IFE Australia be held to

consider a special resolution set out in said written request, IFE Australia's Board shall, in its absolute discretion, either:

12.9.1 convene an extraordinary general meeting of IFE Australia forthwith giving no less than twenty one days notice thereof to consider the resolution proposed in the said request; or

12.9.2 arrange a postal ballot of all members to consider the special resolution proposed. No matters other than the special resolution and the case for the special resolution may be included in the ballot papers and all members shall indicate by post within twenty-one (21) days of the receipt of the ballot papers whether they support or do not support the proposed resolution. If at least 75% of all the returned ballots respond in favour of the resolution it shall be deemed to be passed as a special resolution of IFE Australia passed at a properly convened general meeting of all members and shall have the full force and effect of such a resolution.

12.10 As far as possible, all IFE Australia's Board Meetings will have pre-prepared business papers with notices of motions and supporting information available fourteen (14) days before all meetings. If a Director or their alternate is not able to be present they can vote by proxy in accordance the provisions of this Section.

13. QUORUM AND MEETING PROCEDURES

13.1 A quorum for a General Meeting, Special General Meeting, or Extraordinary General Meeting of IFE Australia shall be not less than six (6) members.

13.2 A quorum for a meeting of IFE Australia's Board shall be four (4) Directors, including Office Holders, but not the Secretary.

13.3 A quorum for a meeting of IFE Australia's Executive Committee shall be two (2) Office Holders.

13.4 If within thirty minutes (30) after the time fixed for the holding of a meeting a quorum is not present, the meeting shall stand adjourned and shall be held again within fourteen (14) days. At such adjourned meeting the members present shall form a quorum.

13.5 IFE Australia's Board will meet at least annually. These meetings can be either face-to-face or by tele-conference. The National President or any Director may convene additional meetings of IFE's Board by notice in writing to the National Secretary who will send out meeting notices providing at least 14 days notice.

13.6 The Executive Committee will meet as required either face-to-face or by tele-conference.

14. BOARD AND OFFICERS OF IFE AUSTRALIA

- 14.1 The 'Board of Directors' of IFE Australia shall be made up of the Local Co-ordinators, nominated by their respective State or Territory membership.
- 14.2 The names of all Local Co-ordinators should be provided to the National Board and are to be tabled at the Board Meeting immediately prior to the AGM in each year. The local co-ordinators will be announced and installed at that AGM.
- 14.3 The local co-ordinators holding the offices of President Elect, President and IPP are not subject to replacement during their tenure unless approved by the Board or by Special Resolution.
- 14.4 Office Holders will be elected by the Board of Directors from amongst their number immediately prior to the Annual General Meeting each year taking account of the tabled document from 14.1A.
- 14.5 IFE Australia's National President shall be elected by IFE Australia's Board of Directors from amongst their number for a term of 1 year, subject to sub-clause 14.6.
- 14.6 IFE Australia's Vice President shall be elected by IFE Australia's Board of Directors from amongst their number for a term of 1 year only in the event that the IPP is unable to fill the position for any reason.
- 14.7 IFE Australia's National Treasurer shall be elected by IFE Australia's Board of Directors from amongst their number for a term of 1 year.
- 14.8 Apart from the office of National President, which shall not be held by the same person for longer than three consecutive terms, retiring Directors and Office Holders shall be eligible for re-election by IFE Australia's Board.
- 14.9 All members of IFE Australia of any class, not being prohibited from membership to the Board pursuant to the Act and this Constitution, are eligible for nomination as local co-ordinators by their state or territory members.
- 14.10 Nominations for local co-ordinators shall be called for by notice in the Fire Australia Journal. Where more than two nominations are received for a given state or territory the members in that state or territory will be subject to a ballot to determine their preferred candidate.
- 14.11 For the purpose of this Constitution, a casual vacancy of a Director of IFE Australia's Board occurs if a Director, in addition to other requirements of this Constitution:
 - resigns office by notice in writing given to the IFE Australia's President;

- 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;
- is absent without consent of IFE Australia's Board from three (3) consecutive meetings of IFE Australia's Board; or
- ceases to be the endorsed representative of their state or territory subject to clause 14.1B.

14.12 IFE Australia's Board shall appoint a National Secretary on such terms and conditions as it sees fit. Such Secretary shall be entitled to be paid an honorarium as set by IFE Australia's Board from time to time subject to endorsement at the next Annual General Meeting on recommendation from the Board.

15. PATRONAGE

15.1 IFE Australia's Board may appoint a National Patron being an Australian of pre-eminence, high standing and reputation in the Fire Industry or the Australian Community at large. The Board shall regularly review the appointment.

16. POWERS, DUTIES AND PROCEEDINGS OF THE BOARD

16.1 IFE Australia's Board shall have the power to co-opt for a specific purpose any member of IFE Australia to assist and confer with IFE Australia's Board but such person shall not have a voting right and shall not become a member of IFE Australia's Board by reason of being co-opted pursuant to this sub-clause.

16.2 In the case of a casual vacancy on the Board, the appropriate state or territory will be invited to nominate a new representative.

16.3 Subject to the provisions of this Constitution, IFE Australia's Board may regulate its own procedures (other than the appointment of the Chairperson when either IFE Australia's National President or Vice President are present) and the procedures of any Committee/s appointed by it, and may delegate its powers, other than this power of delegation, and discretions to the Executive Committee or any other properly constituted and authorised committees consisting of a quorum to include a Chairperson and three (3) members; the Chairperson having a second casting vote.

16.4 IFE Australia's Board shall control, direct and manage the property, proceedings and affairs of IFE Australia, and shall exercise all powers of IFE Australia which are not required to be exercised by IFE Australia in General

Meetings and is further subject to any rules made from time to time by IFE Australia in General Meeting.

- 16.5 IFE Australia's Board shall not take any action, which contravenes the general policy of the Institution. Any resolution, either of IFE Australia's Board or a General Meeting, which in any way affects matters of policy, must be submitted forthwith to the Institution.
- 16.6 The National Secretary and the Treasurer when so authorised will operate bank accounts on behalf of IFE Australia and shall prepare financial statements and summaries for IFE Australia's Executive Committee and Board every month or as required.
- 16.7 No decision of IFE Australia's Board shall be effective unless passed by a majority of six (6) members of IFE Australia's Board voting on a resolution.
- 16.8 IFE Australia's Board shall recommend to each Annual General Meeting appointment of an independent external Auditor who shall not be a Director, Office Holder a member of IFE Australia.
- 16.9 It shall be the duty of IFE Australia's Board to ensure that there is a Public Officer at all times as required by the Act.

17. EXECUTIVE COMMITTEE

- 17.1 IFE Australia's Board shall appoint an Executive Committee, chaired by the National President, to supervise and manage the day-to-day affairs and operations of IFE Australia.
- 17.2 The National Secretary will attend Executive Committee meetings to take minutes and provide information and advice
- 17.3 The Executive Committee will meet as required to manage and monitor the operations of IFE Australia as directed by IFE Australia's Board and as set out in the Rules.
- 17.4 IFE Australia's Board on advice from the Executive Committee may for the proper management of IFE Australia form committees including, but not limited to:
 - 17.4.1 Membership (CPD);
 - 17.4.2 Education (Examinations);
 - 17.4.3 Technical (Standards);
 - 17.4.4 Professional Engineers Registration (ECD);

17.4.5 Editorial (Fire Australia Joint Management Committee and Editorial Advisory Panel);

17.4.6 Events and Promotions (Fire Australia Conference and Exhibition etc); and

17.4.7 Publications and Books.

17.5 IFE Australia's Board acting on advice from the Executive Committee may for the proper management of IFE Australia form Special Interest Groups that may include, but not limited to:

17.5.1 Professional Engineers;

17.5.2 Professional Standards;

17.5.3 Fire Law;

17.5.4 Fire Investigation;

17.5.5 Fire Science;

17.5.6 Fire Protection and Safety;

17.5.7 Fire Fighting Operations; and

17.5.8 Rescue Operations.

17.6 A casual vacancy in the position of National Secretary occurs when the holder

- has their employment contract terminated by IFE Australia by the giving of a written notice of not less than 14 days;
- resigns Office by notice in writing of not less than 60 days given to the National President who will advise the Board within 3 days;

18. REMOVAL FROM EXECUTIVE COMMITTEE

18.1 IFE Australia's Board may by resolution remove any Board member from the Executive Committee before the expiration of the member's term of office and may by resolution appoint another Board member to fill the casual vacancy so created.

18.2 If a member of the Executive Committee to whom a proposed resolution referred to in 17.1 relates makes representation in writing to the National Secretary or National President and requests that the representations be notified to members of IFE Australia's Board, the Secretary or the President shall send a copy of the representations to each member of IFE Australia

Board or, if the representations are not so sent, the member is entitled to require that the representations be read out at the next Board meeting at which the resolution is considered.

19. STATES OR TERRITORIES

- 19.1 Each state or territory will have a local co-ordinator. Any member within that state or territory may nominate for that position. Should there be more than one nomination received for a given state or territory the Board will conduct a ballot of the membership within that state or territory to determine the preferred nominee.
- 19.2 Members of IFE Australia within a state or territory may conduct activities in accordance with the Mission Statement and Goals of the Institution of Fire Engineers.
- 19.3 IFE Australia's 'Board' and 'Executive' will provide assistance in support of those 'activities'. This may include the offer of 'seed' money, physical resources or personnel that IFE Australia is reasonably able to provide.

20. LOCAL CO-ORDINATORS

- 20.1 Any member of IFE Australia can nominate for the position of Local Co-ordinator in their respective state of territory.
- 20.2 Nominations must be forwarded to the National Secretary at least 3 months before the AGM of that year or by the date so specified in the call for nominations.
- 20.3 The Local Co-ordinator shall be the first point of contact for all enquiries by members in that state or territory.

21. PRESIDENT ELECT

- 21.1 The President Elect of IFE Australia will be elected from the Board of IFE Australia and shall serve as President Elect for at least one year prior to taking office as 'President' of IFE Australia.
- 21.2 The President Elect will familiarise him/herself with the operations of IFE Australia and being a current 'Board' member will be in a position to act in the role of 'President' of IFE Australia if the incumbent President and the Vice President are not available.

22. VICE PRESIDENT (IPP)

- 22.1 The Vice President is the Immediate Past President (IPP) or a Board member elected to that position by the Board in the absence of an IPP.
- 22.2 The Vice President will represent IFE Australia at those times when the President is unavailable and will perform all the duties of the President during those times.

23. NATIONAL SECRETARY

- 23.1 The National Secretary is the chief administrator as per the definition Section 2.1.19.
- 23.2 It shall be the responsibility of IFE Australia's National Secretary to carry out the duties as defined in the current Position Description.
- 23.3 The National Secretary of IFE Australia will maintain a register of Members of IFE Australia on behalf of the Public Officer specifying the name and address of person who is a Member of IFE Australia together with the date on which the person became a Member and the date on which a Member was raised to a higher grade of Membership.
- 23.4 The National Secretary of IFE Australia will ensure that all money received on behalf of IFE Australia is appropriately secured and that all payments to creditors of IFE Australia are paid expeditiously.
- 23.5 The National Secretary of IFE Australia will ensure that correct journals of accounts are kept showing the financial affairs of IFE Australia, including full details of all source documents receipts and expenditure connected with the activities of IFE Australia to enable preparation of financial statements for audit.

24. NATIONAL TREASURER

- 24.1 The National Treasurer is the finance officer of IFE Australia responsible for financial reporting to the Executive Committee, Board Meetings and Annual General Meeting of IFE Australia.
- 24.2 The National Treasurer of IFE Australia will be a signatory to cheques drawn on IFE Australia.

25. PUBLIC OFFICER

- 25.1 It is a legislative requirement that IFE Australia appoint a Public Officer.
- 25.2 IFE Australia's Board shall appoint a Public Officer for IFE Australia.
- 25.3 The Public Officer may hold another office within IFE Australia.
- 25.4 The Public Officer shall ensure that there is an External Auditor for IFE Australia at all times.
- 25.5 The Public Officer shall be responsible for submitting a copy of the Audited Annual Accounts and the Annual Report to the International Council of the Institution within one (1) month of the Annual General Meeting of each year.
- 25.6 The Public Officer shall be responsible for submitting copies of the Audited Accounts to the New South Wales Department of Fair Trading within one month of the Annual General Meeting of each year.
- 25.7 The Public Officer of IFE Australia will ensure the National Secretary maintains a register of Members of IFE Australia on behalf of the Public Officer specifying the name and address of persons who are members of IFE Australia together with the date on which persons became a members and the date on which member are raised to a higher grade of membership.
- 25.8 The Public Officer shall ensure that Public Liability and Professional Indemnity Insurance cover IFE Australia adequately as required by law and circumstances.

26. COMMON SEAL

- 26.1 IFE Australia shall have a Common Seal upon which appears the corporate name in legible characters.
- 26.2 The seal shall not be used without authorisation of IFE Australia's Board or the Executive Committee and every use of the seal shall be recorded in a Seal Register kept by the Public Officer.
- 26.3 Every use of the Common Seal must be witnessed by at least two (2) members of IFE Australia's Board.
- 26.4 The Common Seal shall be kept by in the custody of the Public Officer or such other person as IFE Australia's Board or Management Committee may from time to time determine.

27. REGISTER OF MEMBERS

27.1 The Register of Members must be kept at the Principal Place of Administration of IFE Australia and must be open for inspection, free of charge, by any member of IFE Australia at any reasonable hour.

28. MEMBERS' LIABILITIES

28.1 The liability of an individual member of IFE Australia to contribute towards the payment of the debts and liabilities of IFE Australia or the costs, charges and expenses for the winding up of IFE Australia is limited to the amount, if any, of unpaid individual membership subscriptions in arrears and owing to IFE Australia.

28.2 IFE Australia will be covered at all times by public liability insurance for a sum determined by IFE Australia's Executive Committee promulgated in the Rules of IFE Australia, and in accordance with requirement of the Act.

28.3 IFE Australia will be covered at all times by Professional Indemnity Insurance for a sum determined by IFE Australia's Executive Committee promulgated in the Rules of IFE Australia and in accordance with requirement of the Act.

29. DIRECTOR'S AND OFFICER'S DUTIES/LIABILITIES

- 29.1 Directors of IFE Australia shall act in good faith and in a lawful manner in their interaction with other members of IFE and members of the general public.
- 29.2 Directors of IFE Australia shall not improperly use information gained consequential to their duties as Directors of IFE Australia for personal advantage.
- 29.3 Directors of IFE Australia shall not gain by improper use of their position.
- 29.4 Directors of IFE Australia place themselves at risk of personal liability if they cause loss to IFE Australia by acting unlawfully, imprudently, negligently or outside the Constitution of IFE Australia.

30. CONFORMANCE TO THE ACT

- 30.1 IFE Australia, being an Incorporated Association under the New South Wales Associations Incorporation Act 1984 shall adhere to the New South Wales Associations Incorporation Act 1984 and the New South Wales Associations Incorporation Regulations 1994.

31. NON PROFIT ORGANISATION

- 31.1 IFE Australia is a non-profit organisation, which exists for the benefit of Members of IFE and the community at large. See Section 3 **Objectives**.
- 31.2 The assets and income of IFE Australia shall be applied solely in furtherance of the above-mentioned objectives and no portion shall be distributed directly or indirectly to the members of IFE Australia except as bona fide compensation for services rendered or expenses incurred on behalf of IFE Australia.

32. FUNDS

- 32.1 The funds of IFE Australia are derived from Administrative Fees, Admission Fees, Examination Enrolment Fees, and Annual Subscriptions from members, Donations, Bequests and Industrial Sponsorship, and Professional Activities such as Events and Promotions including conferences, exhibitions, seminars, workshops and training, and subject to any resolution passed in any general meeting, such other sources that furthers the objectives and

benefits the members of IFE Australia as the Board and Management Committee determines from time to time.

- 32.2 Irrespective of the source of funds, once received by IFE Australia become general revenue to be applied in furtherance of the objectives of IFE Australia.
- 32.3 Subject to any resolution passed by IFE Australia in general meeting, the funds of IFE Australia are to be used in pursuance of the objects of IFE Australia in such a manner as the Executive Committee and Board determines.

33. DISSOLUTION AND WINDING UP

- 33.1 Subject to the Act, IFE Australia may be dissolved by resolution passed by a majority of not less than 75% of the members entitled to vote and being present either in person or by proxy at a Special General Meeting of IFE Australia of which notice specifying the intention to propose the resolution as a special resolution has been duly given twenty one (21) days prior.
- 33.2 If upon the winding up or dissolution of IFE Australia there remains after the satisfaction of all debts and liabilities any property whatsoever the same shall not be paid or disbursed amongst the members of IFE Australia's Board, Officers and members of IFE Australia or members of the Institution but shall be given or transferred to another institution or institutions having similar objectives and which prohibits the distribution of its income and property amongst its members to an extent at least as great as imposed on IFE Australia and must be exempt from Income Tax.

34. AMALGAMATION

- 34.1 Where it furthers the objects of IFE Australia to amalgamate with any one or more other organisations having similar objects, the other organisation(s) must have rules prohibiting the distribution of its (their) assets and income to members; and must be exempt from income tax.

35. RULES

- 35.1 IFE Australia's Board may from time to time make, make, alter or repeal Rules provided that such Rules are not inconsistent with this Constitution or the By-Laws of the Institution.

36. PAYMENT FOR SERVICE TO IFE AUSTRALIA

- 36.1 Service performed for IFE Australia will be on a voluntary basis acting in an honorary capacity, however, a member performing work or representing IFE Australia, for which prior approval was sought and given, will be reimbursed for any out of pocket expenses.
- 36.2 All members of the Board will be honorary positions and no Board Member will draw a stipend.
- 36.3 The National Secretary, who, whilst being a member of IFE Australia, is not a Board Member and shall be entitled to an honorarium, as determined by the Board from time to time, for which prior approval has been sought and obtained, at such rates as the Board determines from time to time.

37. SERVICE OF NOTICES

- 37.1 For the purposes of this Constitution, a notice may be served by or on behalf of IFE Australia on any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- 37.2 If a document is sent to a member by properly addressing and posting to the member a letter containing the document, the document is, unless the contrary proved, taken for the purposes of this Constitution, to have been served on the member at the time at which the letter would have been delivered in the ordinary course of post.

38. CUSTODY OF BOOKS

- 38.1 Except as otherwise provided by this Constitution, the National Secretary will have in his or her custody all records, books and other documents relating to IFE Australia.
- 38.2 The Public Officer will ensure that these records are complete and up-to-date.

39. INSPECTION OF BOOKS

- 39.1 The records, books and other documents of the Institution will be open for inspection, free of charge, by any member of the association at any reasonable hour.

40. CONFIDENTIALITY OF INFORMATION

- 40.1 Directors of IFE Australia must keep confidential all information entrusted to them by virtue of their office as a Director.

41. THE CONSTITUTION

- 41.1 The Constitution of IFE Australia shall not be altered, added to or amended except at a General Meeting of IFE Australia, including the Annual General Meeting., a Special General Meeting of IFE Australia or by a Plebiscite in writing circulated to all members providing in all cases that at least twenty one (21) days clear notice of the proposed changes is given to all members.
- 41.2 Any alterations, additions or amendments shall be approved by at least two thirds of the members present, either in person or by proxy in the case of General Meetings or Special General Meetings or by at least two thirds of returned votes in the case of a Plebiscite.