

## ACSE NSW ARTICLES OF ASSOCIATION

### Definitions

*Association* means The Association of Consulting Structural Engineers of New South Wales

*Board of Management or The Board* means the Board of Management for the time being elected pursuant to Clause 26 hereof.

*Institution* means The Institution of Engineers Australia (Engineers Australia).

*Law* means the Corporations Law.

*Month* means Calendar Month.

*Office* means the registered office for the time being of the Association.

*Register* means the Register of Members kept pursuant to the Law.

*Secretary* means any person appointed to perform the duties of a Secretary and includes an Honorary Secretary.

*Special Resolution* has the meaning assigned thereto by the law.

Words importing persons include corporations

Words denoting the singular number shall include the plural and vice versa.

### **BACKGROUND**

1. The Association is established for the objects and purposes expressed in the Memorandum of Association and may do all matters and things incidental thereto and in furtherance thereof. The Board may from time to time attend to such of the matters therein mentioned or to any matter incidental thereto to the exclusion of any others as may appear to them expedient.

### **MEMBERSHIP**

2. For the purposes of registration, the number of members of the Association is declared to be at any time, between 100 – 130 members, made up of Associate Members, Senior Members, Retired Members and Life Members.
3. The Board may whenever the business of the Association requires it register an increase of members.

4. The membership of the Association shall be divided into the following categories:
  - (i) Associate members
  - (ii) Senior members
  - (iii) Honorary members
  - (iv) Life members
  - (vi) Retired members
5. Applications for admission as an Associate or Senior member shall be submitted via the website to the Executive Officer and forwarded for review by a delegated member of the Board, with submission to the full Board for approval at the next Board meeting. The form of application may change from time to time as prescribed by the Board. An applicant may be required to furnish such additional information relating to his or her eligibility as the Board may consider necessary.
6. Any person desiring to be admitted as a member of the Association must satisfy the Board as to his or her qualifications.
7. At the time of application, the applicant for Senior Membership shall be practicing as a Consulting Structural Engineer and as a guide to the Boards discretion:
  - a. Have a minimum of ten years structural engineering practice that can be verified by an existing ACSE member,
  - b. Hold chartered status (CPEng) with Engineers Australia OR an equivalent international qualification that is accepted by The Board,
  - c. Hold a position of authority within an engineering practice which requires supervision of project staff and responsibility for the certification of structural designs,
  - d. Be included in the National Professional Engineers Register (NPER Structural).
8. At the time of application, the applicant for Associate Membership shall be practicing as a consulting structural engineer, and as a guide to the Boards discretion:
  - a. Have a minimum of 5 years post-graduation experience that can be verified by an existing ACSE member,
  - b. Hold chartered status (CPEng) with Engineers Australia or and equivalent international qualification that is accepted by the Board.
9. A member may be nominated in writing as a Life Member by any other member of the Association for consideration by the Board for recommendation to a General Meeting of Members. The Board will not recommend the person nominated unless it is satisfied that he or she has rendered meritorious service to the Association. Election to life membership shall take place at a General Meeting of Members, the notice convening which shall include the recommendations in that behalf by the Board.
10. At the time of nomination, the applicant for Life Membership may be retired from practicing or still practicing as a consulting structural engineer, and as a guide to the Boards discretion:
  - a. Have served on the ACSE Board or made a notable industry contribution,
  - b. Have been a member of ACSE for 15+ years.
11. Every life member shall be entitled to all the privileges of a member without any further payment of fees, subscriptions or levies.
12. When new members are admitted, his or her name shall be entered in the Register of Members,

upon payment of the prescribed entrance fee and of the annual subscription.

13. Honorary members may be elected by resolution of the Board and are to be reviewed annually by the Board.
14. A person who has been a Senior member for at least five years and who has substantially retired from practice may apply to the Board to become a Retired Member. The Board may from time to time determine what constitutes substantial retirement.
15. Every retired member shall pay such membership subscription as may be determined by the Board and shall be entitled to privileges and be subject to the duties of membership as hereunder prescribed.
16. Life members and Senior members shall be eligible:
  - a. to vote at any election of officers'
  - b. to hold any office in the Association'
  - c. to serve on any Committee of the Association'
  - d. to propose an amendment to the Memorandum and Articles of Association or to vote on any question affecting the Memorandum and Articles of Association or the regulation of the business of the Association.
17. Associate, retired and honorary members shall be eligible to serve on any committee of the Association and contribute to discussion but shall not be eligible:
  - a. to vote at any election of officers,
  - b. to hold any office in the Association,
  - c. to propose an amendment to the Memorandum and Articles of Association or to vote on any question affecting the Memorandum or Articles of Association or the regulation of the business of the Association.
18. The Register shall be kept under the control of the Board and the name and email address of each member shall be entered therein.
19. A certificate of membership shall be issued to every member provided that any such certificates shall on demand in writing by the Board be immediately returned to the Association.
20. The entrance fee and annual subscription shall be of such amounts as shall be determined by the Board of Directors and approved by the members in General Meeting. Honorary and Life members may be admitted to membership without entrance fee or subscription. Subscriptions shall be payable in advance the first payment on election and thereafter on July 1 of each succeeding year in respect of the year commencing on that date.
21. If any member fails to pay a levy within one month after the due notice thereof or if he or she shall be in arrears for three months in payment of his or her annual subscription he or she shall consequently be disqualified from taking part in any proceedings of the Association unless the Board shall previously have extended the time for payment. When the subscription of any member is unpaid for three months after the due date the Board may declare that member's membership forfeited and the member shall then cease to be a member, but such forfeiture of membership shall not affect the liability of the member for payment of such subscription or any part thereof which may be due at the date of such forfeiture.

22. A member who has have had his or her membership forfeited pursuant to Clause 21 may, at the discretion of the Board, be reinstated on payment of all subscriptions and levies in arrears together with a rejoining fee to be determined from time to time by the Board provided that he or she is otherwise eligible for membership.
23. No refund of any annual subscription shall be made to any transferred member or to any member who has been expelled or whose certificate of membership has been cancelled under the provisions of these Articles.
24. Any member may resign his or her membership of the Association by a written notice to the Secretary and he or she shall cease to be a member of the Association, subject to the provision of the Memorandum of Association. Any member so resigning shall remain liable in respect of all moneys that may be due by him or her to the Association but unpaid at the time of such resignation.
25. If the circumstances of a member have changed since the commencement of his or her membership of a particular category, with the result that he or she would no longer be eligible for election or appointment to membership of that category, the Board may review his or her membership status. After making its review, the Board may by resolution terminate the member's membership of the Association or reclassify him or her as a member of another category. At the meeting and before passing the resolution terminating or reclassifying the membership of a member, the member shall have had an opportunity of giving orally or in writing any relevant submission he or she may think fit. Any person whose membership is terminated or whose membership is reclassified to another category shall remain liable in respect of all moneys that may be due by him or her to the Association but were unpaid at the time of termination or reclassification.

## **MANAGEMENT**

26. The management of the Association shall be subject to the Memorandum, these Articles and any Statute, vested in a Board of Management consisting of a President, Vice President, Honorary Treasurer and up to eight other Directors. Not more than two members from any one firm or partnership may be elected to the Board. Five members of the Board of Management shall form a quorum.
27. At all election's nominations must reach the Secretary seven days before the date of the election and be nominated at the election by a proposer and seconder whose name shall be kept on record in the minutes of the election. All officers shall be elected annually to serve one year. Serving officers shall be eligible for re-election without nomination.
28. The President shall not hold that office for more than two years consecutively.
29. The President shall preside at all meetings and perform all duties commonly pertaining to that office. Provided that where the President is absent from any meeting the Vice-President shall preside. In the absence of the President and Vice-President a Chairman shall be elected by the members present at such meeting.
30. The Treasurer shall collect all funds and keep the accounts and shall bank all moneys to the credit of the Association.
31. The President and Vice-President shall be elected at the same meeting and shall hold office for and retire at the same time as the other Directors. A casual vacancy occurring in the office of President or Vice-President shall be filled up as in the case of the other Directors.

32. The President and Vice-President shall be nominated and elected separately.
33. The election of President and Vice-President shall be held immediately before the election of the other Directors and the result of such election shall be announced before the election of the other Directors is proceeded with.
34. The Association may by extraordinary resolution remove any Director before the expiration of his or her period of office and appoint another qualified person instead. The person so appointed shall hold office for the same remaining duration as the director in whose place he or she is appointed.
35. The office of a Director shall be vacated if he or she:
  - a. holds any office of profit under the Association,
  - b. becomes bankrupt or insolvent,
  - c. becomes of unsound mind or if his or her person or estate is liable to be dealt with in any way under the law relating to mental health,
  - d. ceases to be a member of the Association,
  - e. resigns from such office by notice in writing to the Secretary,
  - f. is removed from office by resolution of not less than two thirds of the members present and voting at any general meeting of the Association,
  - g. is suspended or expelled under Clause 47.
36. Any contract or arrangement entered by or on behalf of the Association with any company of or in which any Director is a member or otherwise interested shall be avoided. Any Director being such a member or so interested shall be liable to account to the Association for any profit realised by him or her from any such contract or arrangement.
37. At the Ordinary General Meeting in each year the whole of the Directors shall retire, and a retiring Director shall be eligible for re-election.
38. Any casual vacancy occurring among the Directors shall be filled up by the Directors but any person so chosen shall retain his or her office so long only as the vacating Director would have retained the same if no vacancy had occurred.
39. The Board may meet for the dispatch of business adjourn and otherwise regulate their meetings as they think fit.
40. All acts done by the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any such person acting as aforesaid or that he or she was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
41. A resolution in writing signed by all Directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.
42. It shall not be necessary to send notice of any meeting of the Board to any Director who may be absent from the State of New South Wales nor shall any meeting of the Board be invalid on the ground that notice of such meeting was not sent to or received by any Director in sufficient time to enable him or her to be present at such meeting.

43. The Board shall ensure that the Association holds appropriate Liability Insurance to ensure that every President, Vice-President, Chairman, Vice-Chairman, Secretary, Treasurer, Director and other officer or servant of the Association shall be indemnified by the Association. It shall be the duty of the Board out of the funds of the Association to pay all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him or her as such officer or servant or in any way in the discharge of his or her duties, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Association and have priority over all other claims.
44. No Director, Secretary or other officer of the Association will be liable for the acts, receipts, neglects or defaults of any other officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association or for the insufficiency or deficiency of any security on or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person with whom any moneys securities or effects shall be deposited or for any error of judgment omission loss damage or misfortune whatever which may happen in the execution of the duties of his or her office or in relation thereto unless the same happen through his or her own willful act or default.

#### **POWERS OF BOARD**

45. Subject to the Memorandum, any other provisions of these Articles and the law, the affairs of the Association shall be managed by the Board who may exercise all such powers of the Association as are not, by these Articles or by the Law required to be exercised by the Association in general meeting.
46. Without prejudice to the general powers conferred by these presents it is hereby expressly declared that subject to the provisions of the Memorandum of Association and of these Articles the powers of the Board shall include the following:
  - a. To determine who shall be entitled to sign receipts, cheques, contracts, documents on behalf of the Association,
  - b. To appoint and at their discretion remove or suspend such managers, secretaries, officers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit and to determine their duties and fix and pay their salaries or emoluments and to require security in such instances and to such amount as they think fit. Nothing herein shall prevent the Board from appointing a member of the Association as Honorary Secretary and any member so appointed shall forthwith become an officer of the Association, and, if not already a member of the Board, ex officio a member of the Board and he or she shall be subject to the provisions of Clause 4 of the Memorandum of Association,
  - c. To accept from any member on such terms and conditions as shall be agreed a surrender of his or her rights and privileges in the Association,
  - d. To refer any claims or demands by or against the Association to arbitration and observe and perform the award,
  - e. From time to time by instrument under Seal to make regulations in relation to the Association and at any time, in like manner, annul or vary any regulations so made and all regulations so made and for the time being in force shall be binding on the members of the Association and shall have full effect accordingly provided that no regulation inconsistent with the provisions of the Memorandum and Articles shall be made,

- f. To enter into all such negotiations and contracts and receive and vary all such contracts and execute and do all such acts deeds and things in the name and on behalf of the Association as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Association.

## **DISCIPLINE, COMPLAINTS AND DISPUTES**

47. The Board shall have power to suspend or expel any member who:

- a. Shall make default for three months in the payment of any indebtedness due to the Association,
- b. Shall without justification have failed to observe any of the Articles of Association,
- c. Shall have been guilty of any serious misconduct likely to bring the profession into disrepute,
- d. Has been disciplined by The Institution of Engineers Australia,

Provided however that:

- e. No such suspension or expulsion shall be enforced unless a meeting of the Board be called for the purpose and three-fourths of the members of the Board present agree to such decision after having, except in the case of paragraph a. above, given the member due notice and an opportunity of being heard in defense. The certificate of membership of any member who may have been expelled under this or the succeeding article shall forthwith be returned to the Association and if not so returned may be recovered by process at law. Notice of expulsion under this or the succeeding article shall be given forthwith to the person so expelled.
48. If any complaint be made by or against a member or members or if any dispute or difference arise in which members are interested the same may be referred to and investigated and decided upon by the Board which shall have power to obtain such expert technical or legal assistance as it deems necessary before giving any such decision. Any member who shall refuse to carry out or abide by such decision may be suspended by the Board from all privileges of membership for any period not exceeding three months and he or she shall forthwith be reported to the Association as under suspension.

And if after expiry of such term of suspension the member shall not have conformed to the Board's decision a meeting of the Board shall be convened by at least one week's notice to consider and determine whether he or she shall or shall not be expelled from the Association. Provided that no member shall be expelled under this article except at a meeting of which he or she has had due notice and at which he or she has had an opportunity of being heard.

49. Any member expelled from the Association shall not be eligible for re-election as a member for a period of three months and then only upon such terms and conditions as the Board may determine.
50. It shall not be incumbent upon the Board to entertain a complaint submitted to them by anyone not a member of the Association against any member but should a non-member desire the intervention of the Board he or she shall previously to the case being heard pay such a fee as shall be prescribed by the Board to the Secretary and shall undertake in writing to abide by and forthwith to carry out the decision of the Board in the same manner as if he or she were a member of the Association.
51. The Board shall have a discretionary power to repay the whole or part of such sum to the complainant. The Board may from time to time by resolution appoint and remove and may delegate any of its powers to any committee or committees and may by resolution determine and regulate the quorum necessary for the transaction of business by and the duties and procedure of all such

committees and if the quorum and procedure be not so determined the committees respectively may from time to time determine their own quorum and procedure.

52. Committees of the Association:
  - a. A committee may elect a Chairman of its meetings. If no chairman is elected or if at any meeting the chairman is not present within ten minutes after the time appointed for holding a meeting, the members present may choose one of their members to be chairman of the committee,
  - b. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes and in the case of inequality of votes the chairman shall not have a second or casting vote,
  - c. All acts done by any meeting of a committee or by any person acting as a member of a committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of such member or person acting as aforesaid or that the members of a committee or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the committee,
  - d. A resolution in writing signed by all the members of a committee shall be as valid and effectual as if it had been passed at a meeting of a committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the committee,
53. The Board shall have discretionary powers to deal with special cases brought before them regarding remission or reduction of entrance fees and subscriptions.
54. All proceedings of the Board and various committees not being a matter concerning a breach of Clause 4 of the Memorandum of Association shall be treated as secret and confidential.

## **GENERAL MEETINGS**

55. General Meetings shall be held one in the year 1934 and once in every subsequent year at such time and place the Board may determine subject to any directions which may be given by the members in General Meeting.
56. The above-mentioned General Meetings shall be called *Ordinary General Meetings*. All other meetings of the Association shall be called *Extraordinary General Meetings*.
57. The business of an Ordinary General Meeting other than the first shall be to receive and consider reports of the Board of Management and to consider any statement of accounts and balance sheet submitted to the meeting to elect officers in place of those retiring and to transact any other business which under these Articles ought to be transacted at any Ordinary General Meeting and any business which is brought under consideration by the report of the Board of Management. All other business transacted at any Ordinary and all business transacted at an Extraordinary General Meeting shall be deemed special.
58. No business shall be transacted at any meeting unless a quorum of members be present and such quorum shall be at least ten members entitled to vote personally present. A quorum may be increased or reduced by resolution of a General Meeting of which due notice has been given.
59. If within one half hour from the time appointed for the meeting a quorum of members is not present a meeting if convened upon the requisition of members shall be dissolved.



60. Votes may be given either personally or by proxy or by attorney under power and the same person may attend and vote on behalf of more than one member. No member shall be entitled to be present or to vote on any question either personally or by proxy or by attorney under power for another member at any meeting or upon a poll or be reckoned in a quorum whilst any subscription or other money is due and payable. Every question submitted to a meeting excepting the election of the Board of Management shall be decided in the first instance on the voices or by a show of hands and in the case of an equality of votes the Chairman shall both on the show of hands and at a poll having a casting vote in addition to the vote to which he or she may be entitled as a member.
61. At any General Meeting unless a poll is demanded by at least one-third of the members present and entitled to vote a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact without proof of the number and proportion of the votes recorded in favour of or against such resolution.
62. If a poll is demanded as aforesaid it shall be taken in such manner and either by ballot or otherwise and at such time (not exceeding 14 days from the meeting at which the same is demanded) and place as the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
63. The Chairman of the meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at an adjourned meeting other than the business unfinished at the meeting from which the adjournment took place. Notice of such adjourned meeting shall be sent to members.
64. Any General Meeting may be convened by the Board or the President at any time by giving not less than fourteen days' notice in writing to the members such notice shall clearly state the nature and purport of the business and no other business shall be taken but that on the notice paper.
65. The Board shall on the requisition of one-fifth of the number of members having at the date of such requisition the right to vote at general meetings forthwith proceed to convene an Extraordinary General Meeting of the Association and in the case of such requisition the following provisions shall have effect:
  - a. The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office and may consist of several documents in like form each signed by one or more of the requisitionists.
  - b. If the Board does not proceed to cause a meeting to be held within 21 days from the date of the requisition being so deposited the requisitionists or a majority of them may themselves convene the meeting but any meeting so convened shall not be held after the expiration of three months from the date of such deposit.
  - c. Any meeting convened under this clause by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Board or the President.
66. The accidental omission to give notice of any meeting to any member shall not invalidate any resolution passed at any such meeting.

## **ACCOUNTS**

67. The accounts of the Association shall be examined, and the correctness of the balance sheet shall be ascertained by one or more properly qualified accountants and copies provided at the Ordinary General Meeting held in each year.
68. At the time of the giving of notices calling General Meetings of the Company, the Board shall cause such notices to be given to the Auditor or Auditors, as required by the Law.
69. Any casual vacancy occurring in the office of Auditor as provided in the last preceding clause shall be filled by the Board.
70. The Board shall from time to time determine at what times and places and under what conditions or regulations accounting and other records of the Association shall be open to the inspection of members not being members of the Board.

## **NOTICES**

71. Notices required to be served by the Association or the Board upon a member may be served either personally or by sending it by post to the address for the member in the register of members or by email. A notice sent by post is taken to be given 3 days after it is posted. A notice of sent by electronic means, is taken to be given on the business day after it is sent.