



# **BYLAWS**

**of**

**Illuminating Engineering Society of Australia and New Zealand Ltd**

# ILLUMINATING ENGINEERING SOCIETY OF AUSTRALIA AND NEW ZEALAND LIMITED

ABN 99 100 686 039

## BYLAWS

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# **Illuminating Engineering Society of Australia and New Zealand Limited**

ABN 99 100 686 039

## **BYLAWS**

### **PRELIMINARY**

**Preliminary**

1. These Bylaws shall relate to the affairs generally of the Society and to the matters affecting members generally and individually, and shall be subject to the Society's Constitution.

### **TERMS**

**Terms Defined**

2. Throughout these Bylaws the following terms shall mean:
  - a) The Society: – The Illuminating Engineering Society of Australia and New Zealand Ltd
  - b) The Board: - The representatives from each of the Chapters elected by the members of the Chapters plus those co-opted to the Board
  - c) Region: – A geographic area that the Board may, from time to time, define as a region of membership.
  - d) Chapter: – The name given to a group of members residing in a particular region or geographical area as approved by the Board.
  - e) Chapter Management Committee: (CMC) - The committee managing the affairs of group of members that form a Chapter.
  - f) Executive: - The Executive Committee of the Illuminating Engineering Society of Australia and New Zealand Ltd.
  - g) Secretariat: – Person or persons appointed or employed by the Board to act in a secretarial role for the Society
  - h) Branch: – A Branch of a Chapter established by the Board in any region and having less than fifty members.
  - i) Branch Committee: – The committee managing the affairs of a Branch of a Chapter.
  - j) Society Member: - Voting member of the Society.
  - k) Corporate member: - Non-voting members of the Society, being a company, corporation, organisation or the like.

### **GRADES OF MEMBERS & PROCEDURES**

**Membership  
Grades**

3. The Society shall consist of the following grades of member:
  - a) Life Fellow
  - b) Honorary Fellow
  - c) Fellow
  - d) Life Member
  - e) Honorary Member
  - f) Member
  - g) Technician
  - h) Associate
  - i) Corporate Member

## DETERMINATION OF GRADES OF MEMBERSHIP

4. The grades of members shall be determined as follows:

**Determination of  
Grades of  
Membership**  
**Life Fellow**

a) **Life Fellow**

A Life Fellowship may be awarded to a member who is of acknowledged eminence, and who shall have rendered outstanding service over a long period in promoting the objects of the Society. A member nominated as a Life Fellow must already hold the grade of Fellow in the Society.

The Board may elect a Life Fellow on its own initiative or after submission by a Chapter Management Committee setting out details of the nominated member's outstanding service to the Society. A Life Fellow shall be issued with a certificate as a Life Fellow and may use the letters "LFIES" if and when authorised by the Board in writing.

A Life Fellow is a voting member of the Society and may hold any office in the Society.

b) **Honorary Fellow**

**Honorary  
Fellow**

An Honorary Fellow shall be any person who is deemed by the Board to have attained high distinction in his/her profession or has provided outstanding service to the Society or Chapter.

A nomination to the Board to elect an Honorary Fellow may be an initiative of a Chapter Management Committee or the Board. The nomination must be supported by 5 members of the Society, all of whom have the grade of Fellow or Member. The nomination shall include necessary evidence of achievement of distinction in their profession to support the application.

An Honorary Fellow shall be a voting member of the Society but may not hold office in the Society unless there are exceptional circumstances, approved and authorised in writing by the Board. An Honorary Fellow shall be issued with a certificate as an Honorary Fellow and may use the letters "HonFIES" if and when authorised by the Board in writing.

c) **Fellow**

**Fellow**

A Fellow shall have been a member for at least 5 years and have held an appropriate position of responsibility for at least 3 years and who has at least 8 years of practice, exclusive of training, in an appropriate field of lighting.

Fellow grade may also be awarded to an applicant where it is deemed, by the Board, that the applicant has attained a sufficiently high distinction in their profession or to have made a significant contribution to the Society

The Board may elect a Fellow after submission by a Chapter Management Committee, through the Status & Qualification (S&Q) Committee, indicating the member's compliance with the requirements stated above. A Fellow shall be issued with a certificate as a Fellow and may use the letters "FIES" if and when authorised by the Board in writing.

A Fellow is a voting member of the Society and may hold any office in the Society.

d) **Life Member**

**Life Member**

A Life Membership may be awarded to a member who is of acknowledged eminence, and who shall have rendered outstanding service over a long period in promoting the objects of the Society. A member nominated as a Life Member must already hold the grade of Member in the Society.

The Board may elect a Life Member on its own initiative or after submission by a Chapter Management Committee setting out details of the nominated member's outstanding service to the Society. A Life Member shall be issued with a certificate as a Life Member and may use the letters "LMIES" if and when authorised by the Board in writing.

A Life Member is a voting member of the Society and may hold any office in the Society

e) **Honorary Member**

**Honorary Member**

An Honorary Member shall be any person in an executive or responsible position in an organisation directly or indirectly associated with illuminating engineering, or any person of standing in the community who desires to co-operate with the Society in its aims and objects.

A nomination to the Board to elect an Honorary Member may be an initiative of a Chapter Management Committee or the Board. The nomination must be supported by 5 members of the Society, all of whom have the grade of Fellow or Member. The nomination shall include necessary evidence to support the application.

An Honorary Member shall be a voting member of the Society but may not hold office in the Society unless there are exceptional circumstances, approved and authorised in writing by the Board. An Honorary Member shall be issued with a certificate as an Honorary Member and may use the letters "HonMIES" if and when authorised by the Board in writing.

f) **Member**

**Member**

A Member shall be a person, who shall have had at least 4 years of practice, exclusive of training, in an appropriate field of lighting. As a demonstration of such competence, the member may be called upon by the Board to pass an examination.

The Board may elect a Member after submission by a Chapter Management Committee, through the Status & Qualification (S&Q) Committee, indicating the member's compliance with the requirements stated above. A Member shall be issued with a certificate as a Member and may use the letters "MIES" if and when authorised by the Board in writing.

A Member is a voting member of the Society and may hold any office in the Society.

g) **Technician**

**Technician**

A member who, as an Associate, has obtained a recognised educational qualification or equivalent in an approved area of lighting shall be eligible to hold the grade of Technician. Election to the grade of Technician is automatic upon notification to the Status & Qualification (S&Q) Committee of a certificate, or academic record or letter of confirmation of the award from the Course Provider or other appropriate evidence.

A Technician shall be issued with a certificate as a Technician and may use the letters "TechIES" if and when authorised by the Board in writing.

A Technician is a voting member of the Society and may hold any office in the Society.

h) **Associate**

**Associate**

An Associate shall be any person, not less than sixteen (16) years of age, who, in the opinion of a Chapter Management Committee, is of good character, is interested in the objects of the Society, and has adequate reasons for desiring election.

The Chapter Management Committee may elect an Associate to the Society after determining that the applicant complies with the requirements as set out above.

An Associate may hold any office in the Society, other than chairperson of a Chapter Management Committee and membership of the Board which is subject to procedures and conditions as described in clause 15 c) below.

An Associate will be a voting member of the Society, and shall be issued with a certificate as an Associate. An Associate may use the letters "AssocIES" if and when authorised by the Board in writing.

i) **Corporate**

**Corporate**

A Corporate shall be a non-voting member of the Society and may be a company, corporation, organization or similar. Such company, corporation or organization wishing to become a Corporate Member of the Society may make application to join the Society. This class of membership is designed to permit the lighting industry to share in the activities of IES: The Lighting Society.

A Corporate Member has no voting rights in matters before IES: The Lighting Society. A Corporate Member may nominate one of its staff as the nominated representative and point of contact with a Chapter.

If a Corporate Member wishes to increase its contribution to the Society there are several ways available. Some of these ways carry the right of the Corporate Member to use the IES: The Lighting Society logo on its company literature if it so wishes and under advice from the Board of the Society.

All applications for Corporate Membership require the approval of the Board. Upon approval a Corporate Member shall be issued with a Certificate as a Corporate Member.

5. An application for membership of the Society shall in the first instance be for the grade of Associate. Applications may come via a Chapter Management Committee or directly to the Secretariat. It shall be made on the form prescribed by the Board from time to time and shall be proposed and seconded by 2 members, one of whom holds the grade of Fellow, or Member, or, if the applicant shall not be personally known to any such member of the Society, the Board may accept the recommendation of any professional society, association or institution or of any person whose good standing may be verified by the Board.

**Application for  
Personal  
Membership**

6. With the exception of transfer from the grade of Associate to Technician, an application for transfer from one grade of

**Transfer to  
another Grade of  
Membership**

membership to another shall be made on the form prescribed by the Board from time to time and shall be supported by at least 3 referees, preferably Fellows or Members of the Society, having a personal knowledge of the applicant and the applicant's work. All transfers from one grade of membership to another shall, subject to the payment of the relevant fees, be by way of an appointment by the Board.

7. The Secretariat shall keep the Register of Society members in each grade for which admission has been approved by the Board. The Secretariat shall also notify Chapter Management Committees within 21 days of any changes to membership names, numbers and grades within the geographical region of that Chapter.
8. A member's name shall be removed from the Register upon recommendation from the Board that any such member remains in arrears in payment of subscriptions 60 days after due notice having been given.
9. The Board may at its discretion reduce subscriptions and/or levies for Life Fellows, Life Members, Honorary Fellows, Honorary Members or any group of members defined by a geographical region or common interest, or remit in special cases.

**Chapter  
Member's Register**

**Removal from  
Register**

**Reduction in  
Member's  
Subscription**

## **OBLIGATION OF MEMBERS**

10. Every member shall, upon being elected and admitted to membership of the Society, be deemed to have agreed to be bound by and to observe the Constitution and Bylaws of the Society.
11. Each Chapter shall inform the Secretariat by notice in writing of any alteration of their address within 30 days of the change.
12. A member, when changing any part of their contact address with the Society, shall notify the Secretariat with 21 days of the change in their address.
13. The Board may, upon payment of such fees and on such conditions as the Society from time to time prescribes, determines or imposes, issue to any member a certificate in such form and with such authentication as the Board may prescribe or determine, declaring their membership and the grade to which they belong. Every such certificate shall remain the property of the Society, and shall, on demand by the Board, be returned to the Society for cancellation.
14. To preserve the confidence of the community in the integrity and judgement of the Society, the Board requires members in all grades to conform in their personal, business and professional activities with the letter and the spirit and intent of the Code of Ethics:
  - a) Maintain high standards of objectivity and integrity in their professional work.
  - b) Exercise scientific caution and regard for the limits of present knowledge in their professional reporting avoiding exaggeration, sensationalism and superficiality.
  - c) Seek to direct their work and disseminate knowledge toward improving the well being of individuals and promoting the aims of the Societies.
  - d) Strive to keep up to date in their knowledge and application of this

**Members  
Bound by Bylaws**

**Change of  
Address – Chapters**

**Change of  
Address –  
Members**

**Certificate of  
Membership**

**Code of Ethics**

knowledge in the areas of lighting in which they practise.

- e) In any situation where a conflict may arise ensure that they have defined the nature and direction of their loyalties and informed all parties of them.
- f) Refer people to competent colleagues for services that fall outside their own competence.
- g) Refrain from adverse public comment or criticism of the views, services or conduct of a professional colleague, unless the person's activity endangers the rights or well being of others.
- h) Accept the obligation to disseminate their special knowledge of lighting by means of publication and the technical meetings of the Society and in doing so to acknowledge any others who have contributed to the information presented.
- i) Not lay false claim to professional qualifications, affiliations, characteristics or capabilities for themselves or for their organisations.
- j) Not allow their names to be used in connection with their services in such a way as to misrepresent the nature and efficiency of these services.

## **ELECTION AND APPOINTMENT OF DIRECTORS**

### 15. Nominations for Directors elected by Chapters

- a) The Board shall appoint the Returning Officer in the month of June and no later than 1st July of each year.
- b) The Returning Officer shall call for nominations for positions of elected Director from those Chapters due to re-elect a representative, in the first week of July. Normally calls for nominations would be made via the Society web site, by e-mail and through the Chapter Management Committee newsletter.
- c) In the event that an Associate is to be nominated for election as a Director, the Returning Officer for that Chapter will seek prior approval from the Board that the nomination can be accepted. In all cases the decision of the Board shall be based on the requirement that, as a result, there may be no greater than the permitted number of Associates on the Board as defined in the Constitution. In the situation where the Board receives applications from more than one Chapter and can accept some but not all applications, the Board shall determine the relative length of service of such candidates and the candidates with the longest terms of continuous current service shall be given priority. Those candidates in excess of the available number of places shall be advised within 7 days of the closing date for nominations that their nomination cannot be accepted and the reason given.  
  
The number and availability of technical members to serve as Directors from that Chapter may also be taken into account by the Board in the determination of priorities.
- d) In the event that a nomination from a non-technical grade candidate is declined the Chapter Secretary shall also be advised within 7 days of the closing date for nominations, and if that candidate was the only nomination from that Chapter, new nominations from that Chapter shall be invited by the Returning Officer, closing on a date

**Nomination of  
Directors Elected  
by Chapters**

**Returning  
Officer**

**Call for  
nominations**

**Nomination  
of Associates**

**Recalling  
nominations**

advised by the Returning Officer.

- |      |   |   |
|------|---|---|
| e)   | Nominations shall be in writing, shall be signed by the nominee and nominator (who at the date of nomination shall be a member of the Society) and shall be returned to the Returning Officer by the date specified in the call for nominations, but no later than 21 <sup>st</sup> July. A candidate may submit to the Returning Officer a statement not exceeding two hundred words which may include a policy statement, a brief curriculum vitae, a list of offices and positions currently or previously held in the Society, and a photograph of the candidate. | <b>Form of nomination</b>                   |
| <br> |   |   |
| 16.  | Election of Directors from the members of a Chapter   | <b>Election of Directors by Chapters</b>    |
| a)   | Subject to the requirements of Clause 15 c), if there is only one nomination for Director from a Chapter, the Returning Officer shall declare the nominated person elected to the position. Normally the result would be announced via the Society web site, by e-mail and through the Chapter Management Committee newsletter.   | <b>One nomination received</b>              |
| b)   | If there is more than one nomination from a Chapter, an election shall be conducted by secret ballot. The names on the ballot paper will be randomly ordered by means determined by the Returning Officer and witnessed by a member, nominated by the Board and who is not a candidate. The Returning Officer shall include with the ballot paper issued to each member a copy of such policy statements, lists and photographs provided by the candidates, combined in the one document and in the same order as appears on the ballot paper.                        | <b>Ballot papers</b>                        |
| c)   | One ballot paper for a Chapter will be sent to each voting member who has a registered address in that Chapter region.  | <b>Voting</b>                               |
| d)   | Votes shall be counted by the Returning Officer in the presence of a witness, nominated by the Board and who is not a candidate in the election.  | <b>Counting votes</b>                       |
| e)   | Voting shall be completed and results announced by 31 <sup>st</sup> August at the latest. In the event of a tied vote in a geographical region, the Returning Officer draw lots in the presence of a witness, nominated by the Board and who is not a candidate in the election. Normally results would be announced via the Society web site, by e-mail and through the Chapter Management Committee newsletter.   | <b>Results</b>                              |
| <br> |   |   |
| 17.  | Election of President-Elect   | <b>Election of President-Elect</b>          |
|      | Between 1 <sup>st</sup> September and before 15 <sup>th</sup> September and in accordance with Constitution Clause 28.1, the election of President for the next twelve months of office commencing at the close of the forthcoming Annual General Meeting shall take place.   |   |
| <br> |   |   |
| 18.  | Nomination of Co-opted Directors  | <b>Nomination of Co-opted Directors</b>     |
| a)   | Co-opted Directors are expected to provide experience and expertise in areas determined to be required by the Board over the next 12 months of office.  | <b>Term of Office for Co-opted</b>          |
| b)   | Between 16 <sup>th</sup> September and 30 <sup>th</sup> September and in accordance with Constitution Clause 13.1.3, three (3) Directors shall be co-opted to join the Board, one of whom may be the Immediate Past President.  | <b>Time-line for Co-opted Members</b>       |
| c)   | In co-opting the three (3) Directors, the elected Directors shall ensure compliance with the requirement that there may be no greater than the permitted number of non-technical members on the Board, as defined in the Constitution.  | <b>Co-option of Non-Technical Directors</b> |

19. Election of Vice President and Treasurer

**Election of  
Vice President  
and Treasurer**  
**Terms of Office  
of Office Bearers**

Between 1st October and 15th October and in accordance with Constitution Clause 28.2, the Office Bearers for the Society of Vice President and Treasurer shall be elected to hold office from the close of one Annual General Meeting until the close of the subsequent Annual General Meeting.

## **COMMITTEES**

20. The Board may appoint individuals, Standing Committees or *ad hoc* Committees to undertake such tasks as the Board determines. The Board shall provide the terms of reference for any committee it establishes.

**Standing  
Committees**

21. The Committees of the Society shall be responsible to the Board for the activities set out below and for other matters as the Board may from time to time decide.

**Committee  
Responsibility**

22. Committees shall report annually to the Board, or as requested by the Board.

**Reporting to  
the Board**

23. The Board at the commencement of the Society year shall review and give consideration to the assignment of tasks to any of the Committees.

**Review of  
Committees**

24. Committees may be formed or dissolved at the discretion of the Board, and are not limited to the following list.

**Formation &  
Dissolving of  
Committees**

- a) The Finance Committee shall comprise the Treasurer and one representative from each Chapter Management Committee, and shall be responsible for advising the Board on the formulation of the budget for each financial year.

**Finance  
Committee**

Budgets shall be prepared for a financial year by May 31st of the preceding year and shall include:

- i) Recommended fee levels for all grades of membership.
- ii) Allocations to the Chapter Management Committees and Special Interest Groups

The Finance Committee may also prepare long-term budgets for financial planning and long-term strategy purposes.

- b) The Status and Qualifications Committee shall comprise a minimum of 3 members with appropriate technical/educational background and shall advise the Board on matters involving status in relation to membership, in particular in regard to individual applications to higher membership.

**Status and  
Qualifications  
Committee**

- c) The Constitution & Bylaws Committee shall comprise a minimum of 3 members and shall advise the Board on all matters relating to interpretation and updating of the Society Constitution and Bylaws.

**Constitution  
and Bylaws  
Committee**

- d) The Education Committee shall consist of at least one representative from each Chapter Management Committee. The Education Committee shall advise the Board on education in illuminating engineering and other related lighting education topics and shall take action aimed at establishment of education courses in educational institutions in universities and colleges in this field, and for the extension and improvement of such courses, and shall be

**Education  
Committee**

responsible for other activities of an educational nature that may be undertaken by the Society. The Education Committee shall be responsible for the accreditation and/or auditing of lighting courses offered within the geographical boundaries of the Society, where the completion of the course is a direct requirement for an application for an up-grade of membership.

- |    |   |  |
|----|---|--|
| e) | The Awards Committee shall advise the Board on the formulation of Rules and conduct of Luminaire Design Awards and Lighting Awards at both the Chapter and Society levels   | <b>Awards<br/>Committee</b>                                |
| f) | The Public Relations and Publicity Committee shall be responsible for public relations, technical publications and liaison with other Technical Bodies. The Committee shall advise the Board in the planning and development of the Society.  | <b>Public<br/>Relation and<br/>Publicity<br/>Committee</b> |
| g) | The Society's Convention Committee shall be responsible for assisting and guiding the Chapters in organising and programming the Convention and the IES ANZ Ltd Society's Annual General Meeting. The Society's Convention Committee shall also be responsible for the planning of the meeting of the Society Council, held in conjunction with the Society's Convention. | <b>Convention<br/>Committee</b>                            |
| h) | The National Standards and Codes Committee shall be concerned with the establishment of National Standards and Codes.   | <b>National<br/>Standards and<br/>Codes<br/>Committee</b>  |

## **CHAPTERS, BRANCHES AND CHAPTER MANAGEMENT COMMITTEES**

- |     |  |                                       |
|-----|--|---------------------------------------|
| 25. | Chapters shall operate in compliance with the Constitution and Bylaws of the Society.  | <b>Chapter<br/>Compliance</b>         |
| 26. | Branches shall operate in compliance with the Constitution and Bylaws.<br><br>The formation of a Branch by the Board shall be by affiliation with a Chapter and shall be subject to the Constitution of the Society and to its Bylaws. The object of the formation and operation of a Branch shall be to provide facilities for participation in meetings and other activities of the Society for members of the Society whose place of residence would otherwise render such participation impracticable. | <b>Branches and<br/>Formation</b>     |
| 27. | The Chapters shall operate as follows  | <b>Chapter<br/>Operation</b>          |
| a)  | A Chapter shall elect a Chapter Management Committee. The Chapter Management Committee shall be elected at, and take office from an Annual Chapter Meeting of the Chapter and shall retire at the following Annual Chapter Meeting. Members of the outgoing Chapter Management Committee shall be eligible for re-election.  | <b>Management<br/>Committee</b>       |
| b)  | Normally a Chapter Management Committee shall meet on a monthly basis.   | <b>Meetings</b>                       |
| c)  | An Annual Chapter Meeting shall be held each year in the month of July at such place and time as may be determined by the Chapter Management Committee.  | <b>Annual<br/>Chapter<br/>Meeting</b> |
| d)  | The Chapter Management Committee shall consist of a Chairman, Vice-Chairman, Secretary and/or Treasurer and not more than a maximum of fifteen (15) nor less than three (3) other members. At least three (3) members of the Chapter Management Committee shall hold the grade of Technician or a higher grade.  | <b>Chapter<br/>Office Bearers</b>     |

- |    |   |                                |
|----|---|--------------------------------|
| e) | The quorum at Chapter Management Committee meetings shall be three (3).   | <b>Quorum for CMC Meetings</b> |
| f) | The Chapter Management Committee shall, subject to the direction of the Board, conduct the business of the Chapter.   | <b>Direction of Chapter</b>    |
| g) | The Chapter Management Committee of a Chapter shall be responsible for the finances and accounts of the Chapter, and shall not commit the Chapter or the Society to any expenditure for which they do not have the funds in hand, unless agreed to in writing by the Board. | <b>Financial Management</b>    |
| h) | The convening of technical meetings, monthly if possible, is a prime responsibility of the Chapter Management Committee.  | <b>Technical Meetings</b>      |

## **ELECTION OF CHAPTER MANAGEMENT COMMITTEE**

- |     |   |   |
|-----|---|---|
| 28. | The procedure for the election of a Chapter Management Committee shall be:  | <b>Election of Chapter Management Committee</b> |
| a)  | To notify members during the month of June and at least one month before the Annual Chapter Meeting to be held in July that there is a call for nominations for election to the Chapter Management Committee at the Annual Chapter Meeting. Nominations shall be made on the Society's Standard Nominations Form provided, and are to be submitted and marked for the attention of the Chapter Returning Officer.   | <b>Call for Nominations</b>                     |
| b)  | At the Annual Chapter Meeting a Chapter Returning Officer shall be nominated from the assembly present, and voted upon if necessary, and shall not be a Chapter Management Committee nominee.   | <b>Returning Officer</b>                        |
| c)  | At the Annual Chapter Meeting a further call for nominations for election shall be made and any new nominations duly added to other submissions received before the meeting. All nominees and nominators shall be financial members of the Society. If the number of eligible nominations is fifteen (15) or less, then those nominated shall be declared elected. If more than fifteen (15) eligible nominations are received then a secret ballot is to be immediately held to determine the fifteen (15) members of the ensuing Chapter Management Committee. If the number of Committee members is less than fifteen (15) then other eligible members up to the maximum of fifteen (15) members, may be invited by the Chapter Management Committee to join the Chapter Management Committee during the ensuing year. | <b>Need for Election</b>                        |
| d)  | The election of Office Bearers shall be determined by the Chapter Management Committee at its first meeting following the Annual Chapter Meeting and then advised to the Chapter membership in a Chapter newsletter and also immediately notified to the Secretariat and placed on the Society web site.  | <b>Election Process</b>                         |

## **FORMATION OF A CHAPTER**

- |     |  |                          |
|-----|--|--------------------------|
| 29. | At the time of formation of the Society, the six geographical regions defined as NSW & ACT & overseas, Western Australia, New Zealand, Victoria & Tasmania, Queensland and South Australia & Northern Territory shall automatically become the foundation Chapters of the Society.<br><br>There-after the formation of a Chapter and a Chapter Management Committee shall be conducted as follows: | <b>Chapter Formation</b> |
|-----|--|--------------------------|

- a) The Board or a member or group of members of the Society acting with authority of the Board may call a meeting of persons likely to be interested in the formation of a Chapter and a Chapter Management Committee. The President of the Society or their representative shall occupy the chair at such a meeting. The Chairman shall inform the meeting that the Board is prepared to consider the formation of the Chapter, such request to bear the signatures of fifteen members of the Society residing locally, or persons residing locally, and prepared to apply for permission to form a Chapter.
  - b) If the Board on receipt of such a request, approves of the formation of a Chapter and a Chapter Management Committee, a further meeting shall be held within the locality in question, at a time as soon as possible after the election to membership of the Society of persons resident in the locality to bring the number of members so resident to fifteen or more. The business of this meeting shall be the setting up of the Chapter and the election of the members of the Chapter Management Committee. The President of the Society or their representative shall occupy the chair at such a meeting until the meeting elects the Chapter President of the Chapter Management Committee of the Chapter. The Chapter President thus elected shall conduct the proceedings of the meeting from then on and shall arrange for the election of the remaining officers and members of the Chapter Management Committee.
  - c) The results of such election shall be reported to the Board within 14 days, together with other relevant information relating to the formation of the Chapter and a Chapter Management Committee. If the Board, after consultation with the Chapter Management Committee, approves, the Chapter and Chapter Management Committee shall be declared duly inaugurated as from the date of the inaugural meeting and the members of the Chapter Management Committee shall be so advised.
30. A Chapter may be dissolved or taken over by a resolution of the Board and passed by an affirmative vote of at least two-thirds of the Board on the following grounds:
- a) If the number of members of the Society associated with the Chapter falls below fifteen;
  - b) If the dissolution or take over is sought by the Chapter Management Committee as a result of a resolution passed at a General Meeting of the Chapter; or
  - c) If in the opinion of the Board it is desirable that the Chapter should be dissolved. In this case the Board shall give at least forty five (45) days to all members of the Chapter of its intention, with justification, to dissolve the Chapter.

**Chapter  
Dissolution or  
Takeover**

## **SPECIAL INTEREST GROUPS**

31. The Board may establish Special Interest Groups as deemed necessary and appropriate. Special Interest Groups have no geographical boundaries and may consist of members of any grade with a common interest in any aspect of lighting. Only members of the Society may be members of Special Interest Groups. Prior to establishment Special Interest Groups are required to provide the Board with a statement of proposed Terms of Reference for approval

**Special  
Interest Groups  
& Bylaws**

- |     |   |                                   |
|-----|---|-----------------------------------|
| 32. | Special Interest Groups shall operate within the Constitution and Bylaws of the Society.  | <b>Group Operations</b>           |
| 33. | Meetings of a Special Interest Group may be held electronically.  | <b>Meetings</b>                   |
| 34. | An Annual meeting of a Special Interest Group shall be held each year, at which the Committee for the ensuing year shall be elected. The Committee shall consist of a Convenor, a Secretary and/or Treasurer and not more than a maximum of fifteen (15) nor less than three (3) other members, the number of such additional members to be as prescribed by the Special Interest Group Committee in respect of each ensuing year. Such Committee members shall hold office for one year and shall be eligible for re-election. | <b>Office Bearers</b>             |
| 35. | The Board may determine the process of election of office bearers of the Special Interest Group, but in the absence of such a determination, the election of office bearers shall be the responsibility of the Returning Officer of the Board or their nominee and shall follow the same process as for the election of a Chapter Management Committee, (see clause 28).  | <b>Election of Office Bearers</b> |
| 36. | A Special Interest Group is required to submit an Annual Report to the Board and for inclusion in the Society's Annual Report.  | <b>Annual Report</b>              |
| 37. | The Special Interest Group Committee shall be responsible for all finances and accounts of the Group, and shall not commit the Group or the Society to any expenditure for which they do not have the funds in hand, unless agreed to in writing by the Board.  | <b>Financial Management</b>       |

## **FORMATION OF A SPECIAL INTEREST GROUP**

- |     |   |   |
|-----|---|---|
| 38. | The formation of a Special Interest Group shall be conducted as follows:-   | <b>Special Interest Group Formation</b> |
| a)  | Five or more members of the Society with a common interest in some field of lighting may request the Board to consider the need and demand for a Special Interest Group in that field of lighting. As part of the request the members should indicate any proposed financial requirements involving the operation of the Special Interest Group. The Board, if it sees fit, will then advise all members of the Society of this approach and request members to indicate their interest in the Special Interest Group. Based on the response to this request, and the financial requirements for the Special Interest Group, the Board will then determine whether to proceed with the establishment of the Special Interest Group. |   |
| b)  | If the Board determines to proceed with the formation of the Special Interest Group a meeting shall be held with the object of setting up the Special Interest Group and electing a Convenor and any other committee members considered appropriate for the Group. This meeting may be held electronically. The President of the Society shall nominate a member to chair such a meeting until the meeting elects the Chairman of the Special Interest Group. The Chairman thus elected shall conduct the proceedings of the meeting from then on and shall arrange for the election of the remaining officers and members of the Committee of the Special Interest Group.  |   |
| c)  | The results of such election shall be reported to the Board at its next meeting together with other relevant information relating to the  |   |

formation of the Special Interest Group. If the Board, after consultation with the Special Interest Group, approves, the Special Interest Group shall be declared duly inaugurated as from the date of the inaugural meeting and the Committee of the Special Interest Group shall be so advised.

39. A Special Interest Group may be dissolved by a resolution of the Board and passed by an affirmative vote of at least two-thirds of the Board members present, on the following grounds:
- a) If the number of members of the Society associated with the Special Interest Groups falls below five;
  - b) If the dissolution is sought by the Special Interest Groups as a result of a resolution passed at a General Meeting of the Special Interest Group; or
  - c) If in the opinion of the Board it is desirable that the Special Interest Group should be dissolved, provided that at least forty five (45) clear days notice of such motion, with justification is given to all members of the Special Interest Group.

**Special  
Interest Groups  
Dissolution**

### **SOCIETY COUNCIL**

40. The Society Council shall act as an advisory body to assist the Board in formulating policy and running the functions of the Society.
41. The Board shall invite members of the Society to make up the Society Council.
42. Meetings of the Society Council shall be held at the discretion of the Board. Meetings of the Society Council, if required, may be held electronically.

**Purpose**

**Membership of  
the Society Council**

**Society Council  
Meeting**

### **CONVENTIONS, CONFERENCES AND SYMPOSIA**

43. The Board may organize Conventions, Conferences and Symposia, from time to time. Organizers of these events should give consideration to honouring the memories of Ernest L Freedman and Dr Albert Dresler with invited speakers for Memorial Lectures.
44. The Board, through any special organizing committee it may establish and approve for Conventions, Conferences or Symposia, and in consultation with a host Chapter Management Committee, shall assume full responsibility for all financial matters and approve the budget. The event management organizers shall operate within the budget as approved in writing by the Board

**E L Freedman  
& A Dresler  
Memorial Lectures**

**Convention  
Organisation**

### **SOCIETY PERIODICAL**

45. The Board shall arrange for publication and circulation to members of a periodical on behalf of the Society.

**Society  
Periodical**

### **DISCIPLINARY ACTION**

46. If any member:-
- a) shall wilfully refuse or neglect to comply with or observe the provisions of the Constitution and Bylaws of the Society; or
  - b) shall be convicted of a felony or misdemeanour or shall be declared

**Disciplinary  
Action**

by any court of competent jurisdiction to have committed any fraud;  
or

- c) shall, in the opinion of the Board have acted in a manner contrary to the provisions of the Code of Ethics of the Society; or
- d) shall be found of unsound mind; or
- e) shall, in the opinion of the Board, be guilty of any conduct or act in a manner or shall have acted in a manner or do anything or have done anything where in the opinion of the Board, has been or is likely to be injurious to the Society; or
- f) being engaged in any profession, shall on account of misconduct of any nature, be prohibited by the governing body of such profession from continuing to practice under their regulations,

that member shall be deemed to be guilty of an offence which may be the subject of disciplinary action and may be liable to expulsion from membership of the Society, or to be suspended for any period from membership or from the rights and privileges of membership of the Society by resolution of the Board.

47. A motion that a named member be disciplined may be proposed at a meeting of a Chapter Management Committee, or the Board.

**Discipline  
Motion**

If proposed at a Chapter Management Committee meeting the motion shall not be dealt with at that meeting. The motion shall be placed on the agenda of a meeting of a special Chapter Management Committee meeting for the geographical region in which the member resides and called for that sole purpose, with the meeting to be held not less than fourteen days later after the date of the motion.

The Chapter Management Committee may determine to delegate the hearing of the motion to discipline a named member to a subcommittee consisting of such persons as it may determine and who need not necessarily be members of the Society.

The Chapter Management Committee shall inform the Board, through the Secretariat of the motion to discipline the member, the allegations on which the motion is based and the date, time and place of the proposed meeting together with a statement of whether or not it is a Chapter Management Committee or a named subcommittee that is to hear the motion.

48. The Secretariat must notify the member, at least ten days prior to the proposed meeting, that a motion has been proposed to discipline the member, the allegations on which the motion is based, the date, time and place of the proposed meeting and state that the member has the right to attend and speak at that meeting, to submit a written statement in defence, or to both submit a written statement and to speak

**Rights of  
Member**

The Chapter Management Committee at the later meeting must consider any statement submitted, and hear the member if present.

49. A motion to discipline a member, and a motion in relation to the penalty to be imposed, is not carried at that meeting unless at least two thirds of all the members of the Chapter Management Committee, or its subcommittee, present at the meeting vote in favour of the motion.

**Voting  
Requirements**

50. The recommendations and supporting evidence from the meeting shall be conveyed to the Board which must decide within 14 days if it is to support the recommendation.

**Notification  
and Action of the  
Board**

In the event that the Board determines not to support the recommendation of the Chapter Management Committee, the Board must notify the Chapter of the reasons for the decision and make a recommendation as to how the matter may be resolved.

In the event that the Board supports the recommendation of the Chapter Management Committee, the Board must inform the member of the decision within 7 days.

51. A member disciplined by the Board has the right to appeal the decision.

**Right of Appeal**

The appeal may be in written form direct to the Board or in person to a special general meeting of the relevant Chapter. In either form the appeal must be heard within 28 days of lodgement of the appeal.

In the event of an appeal, the disciplinary decision of the Board does not take effect unless and until the result of the appeal has been determined.

## **AMENDMENTS TO THE BYLAWS**

52. Any individual members, Special Interest Groups, Chapter Management Committees, Constitution and Bylaws Committee, or the Board may request amendments to the Bylaws. In all cases, proposed Amendments shall have the support of at least three (3) members of the Society, a majority of whom shall be technical members.

**Proposals to  
Amend Bylaws**

53. These Bylaws may only be amended by the Board, provided thirty (30) days notice has been provided to all members, Chapters and any committees likely to be affected by the amendments, for all major issues and policy changes. Minor corrections to these Bylaws may be made by the Board without consultation with members. The notice of changes shall include arguments justifying the amendments.

**Changes to  
Bylaws**